



SERICAENERGY

SERICA ENERGY PLC

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 5450950)

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general meeting of the shareholders of Serica Energy plc (the "Company") will be held at the offices of Instinctif Partners, 1st Floor, 65 Gresham Street, London, EC2V 7NQ, United Kingdom on Thursday 26 June 2014 at 10:00am for the purpose of considering and, if thought fit, passing the following resolutions, of which resolutions 1 to 10 will be proposed as ordinary resolutions and resolution 11 will be proposed as a special resolution:

ORDINARY RESOLUTIONS

1. to receive the consolidated financial statements and the reports of the board of directors and of the auditors for the year ended 31 December 2013;
2. to re-appoint the auditors, Ernst & Young LLP, and to authorise the directors to fix their remuneration;
3. to re-elect Antony Craven Walker as a director of the Company;
4. to re-elect Mitchell Flegg as a director of the Company;
5. to re-elect Jeffrey Harris as a director of the Company;
6. to re-elect Christopher Hearne as a director of the Company;
7. to re-elect Neil Pike as a director of the Company;
8. to re-elect Steven Theede as a director of the Company;
9. to re-elect Ian Vann as a director of the Company;
10. that the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Rights"):
 - i. up to an aggregate nominal amount of US\$9,497,347.30; and
 - ii. up to a further aggregate nominal amount of US\$8,339,301.30 provided that (i) they are equity securities (within the meaning of section 560(1) of the Companies Act 2006) and (ii) they are offered by way of a rights issue to holders of ordinary shares on the register of members at such record date as the directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record date and to other holders of equity securities entitled to participate therein, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter,

provided that this authority shall expire on the date of the next Annual General Meeting of the Company or, if earlier, on 26 September 2015, save that the Company shall be entitled to make offers or agreements before the expiry of such

authority which would or might require relevant securities to be allotted after such expiry and the directors shall be entitled to allot relevant securities pursuant to any such offer or agreement as if this authority had not expired; and all unexercised authorities previously granted to the directors to allot relevant securities be and are hereby revoked.

SPECIAL RESOLUTION

11. that the directors be and they are hereby empowered pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of the Companies Act 2006) for cash either pursuant to the authority conferred by Resolution 10 or by way of a sale of treasury shares as if section 561(1) of the Companies Act 2006 did not apply to such allotment provided that this power shall be limited to:
- i. the allotment of equity securities in connection with an issue or offer of securities (but, in the case of the authority granted under paragraph ii of Resolution 10, by way of a rights issue only) in favour of holders of ordinary shares on the register of members at such record date as the directors may determine where the equity securities respectively attributable to the interests of such holders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record date but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements, record dates, or legal or practical problems under the laws of, or the requirements of any regulatory authority or stock exchange in, any territory or any other matter; and
 - ii. the allotment otherwise than pursuant to 11(i) above, to any person or persons of equity securities up to an aggregate nominal amount of US\$2,501,790

and shall expire upon the expiry of the general authority conferred by Resolution 10 above, save that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuant of such offer or agreement as if this power had not expired.

The letter from the Chairman provides additional information relating to the matters to be dealt with at the Meeting.

Shareholders are invited to attend the Meeting. Registered shareholders who are unable to attend the Meeting in person are requested to date and sign the form of proxy to appoint a person to exercise all or any of his rights to attend, speak and vote at the Meeting and to return it to the Company's registrars, Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, BR3 4TU in the United Kingdom or TMX Equity Transfer Services, 200 University Avenue, Suite 400, Toronto, Ontario M5H 4H1 in Canada. In the case of non-registered shareholders who receive these materials through their broker or other intermediary, the shareholder should complete and send the form of proxy in accordance with the instructions provided by their broker or other intermediary. To be effective, a proxy must be received by Capita Asset Services or TMX Equity Transfer Services not later than 48 hours before the time appointed for the Meeting or any adjournment thereof, together with any power of attorney or other authority (or a certified copy thereof) under which it is signed.

DATED 30 May 2014

BY ORDER OF THE BOARD OF DIRECTORS

Antony Craven Walker
Chairman