

# Bahamas Petroleum Company Plc

Registered Office: IOMA House, Hope Street, Douglas, Isle of Man, IM1 1AP  
(Incorporated in the Isle of Man under the Companies Acts 1931-2004 and with Company Number 123863C)

## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the fourth Annual General Meeting of the above named Company will be held at IOMA House, Hope Street, Douglas, Isle of Man, IM1 1AP on Monday 4 August 2014 at 13:00 BST for the purpose of transacting the following business:

<b>ORDINARY BUSINESS:</b>	
Resolution 1	To receive the Directors' Report and the Financial Statements for the year ended 31 December 2013 together with the Independent Auditor's Report
Resolution 2.	To re-appoint as a director of the Company Mr Ross McDonald, who retires by rotation and, being eligible, offers himself for re-appointment.
Resolution 3.	To re-appoint Mr William Schrader, who was appointed by the Directors during the year pursuant to Article 87 of the Company's Articles of Association.
Resolution 4.	To re-appoint Mr James Smith, who was appointed by the Directors during the year pursuant to Article 87 of the Company's Articles of Association.
Resolution 5.	That the Directors be authorised to fix the remuneration of the Company auditors.

### BY ORDER OF THE BOARD

Benjamin Proffitt  
Company Secretary  
23 June 2014

## Notes

### 1. Who may vote;

Persons whose names are set out in the register of members of the Company as at 17:00 BST on Thursday 31st July 2014 are entitled to attend and vote at the meeting convened by this notice.

### 2. Appointment of proxies;

A member of the Company who is entitled to attend and vote at the above Meeting is entitled to appoint a proxy or proxies to attend, speak and vote in a poll on his, her or its behalf, **(it should be noted that a proxy is not entitled to vote on a show of hands)**. A proxy need not be a member of the Company. Completion of a proxy form does not preclude a member from attending the above Meeting and from speaking and voting thereat. Where two or more valid separate appointments of proxy are received in respect of the same share, the one which is last sent shall be treated as replacing and revoking the other or others.

**To be valid, proxy forms must be deposited at the offices of Capita Asset Services; PXS, 34 Beckenham Road, Beckenham, BR3 4TU no later than 13:00 BST on Thursday 31<sup>st</sup> July 2014.**

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by 13:00 BST on Thursday 31st July 2014. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

### 3. Body corporate representative;

A shareholder who is a body corporate and who is entitled to attend and vote at the meeting, or a proxy who is a body corporate and who is appointed by a Shareholder entitled to attend and vote at the meeting, may appoint a person to act as its representative at the meeting by providing that person with:

- o A letter or certificate, executed in accordance with the body corporate's constitution, authorising the person as the representative; or
- o A copy of the resolution, certified by the secretary or a director of the body corporate, appointing the representative

#### DOCUMENTS ON DISPLAY

1. Copies of all directors' service contracts will be available for inspection at the Meeting from 13:00 BST until the conclusion of the Meeting.
2. Copies of the revised Articles of Association incorporating the proposed Article 7 will be available for inspection at the Meeting from 13:00 BST until conclusion of the Meeting.