

For a printer friendly copy of this announcement, please click on the link below to open a PDF version

RNS Announcement

24 October 2024

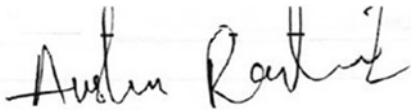
AIM: SYN

AGM – Notice of Meeting

Synergia Energy Ltd (**Synergia Energy** or the **Company**) advises that its Annual General Meeting will be held on Friday, 22 November 2024 at 6pm AWST / 10am GMT (**Meeting**) at Vigo Consulting, 78-79 New Bond Street, London, W1S 1RZ, United Kingdom.

Attached is a copy of the Notice of Meeting and Proxy Form.

For and on behalf of Synergia Energy Limited



Anshu Raghuvanshi
Company Secretary

For further information, please contact:

Investor Enquires
Synergia Energy Ltd
Briana Stayt
Investor Relations
Email:
bstayt@synergiaenergy.com
Tel: +61 8 9485 3200
Australia

AIM Joint Broker
Panmure Liberum Ltd
Broker
Mark Murphy / Rauf Munir / Freddie Wooding
Tel: +44 (0)20 7886 2500
UK

AIM Joint Broker
Novum Securities
Broker
Colin Rowbury
Email:
crowbury@novumsecurities.com
Tel: +44 20 7399 9427
UK

AIM Nominated Adviser
Strand Hanson Limited
Nominated Adviser
Ritchie Balmer / Rory Murphy
Tel: +44 20 7409 3494
UK

Media Enquires (UK)
Vigo Consulting
Investor Relations
Patrick d'Ancona / Finlay Thomson
Email:
patrick.dancona@vigoconsulting.com
finlay.thomson@vigoconsulting.com
Tel: +44 20 7390 0230
UK

24 October 2024

Dear Shareholder,

Synergia Energy Limited (**Company**) is convening its Annual General Meeting of shareholders to be held on Friday, 22 November 2024 at 6pm AWST / 10am GMT (**Meeting**) at Vigo Consulting, 78-79 New Bond Street, London, W1S 1RZ, United Kingdom.

This Notice and Explanatory Statement are being made available to Shareholders electronically (by email) and for those shareholders who have specifically requested, the Company will dispatch physical copies of its Notice of Meeting. Where the Company does not have a registered email address for shareholders, the Notice of Meeting will be available for download from the Company's website at <https://www.synergiaenergy.com/>

A copy of our Proxy Form is enclosed for convenience. Proxy votes may be lodged by any of the below methods:

i. By Post:

Share Registry
Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001 Australia

ii. By Fax

[1800 783 447 \(within Australia\)](tel:1800783447)
[+61 3 9473 2555 \(outside Australia\)](tel:+61394732555)

iii. By Mobile

Scan the QR Code on your proxy form and follow the prompts

iv. Online:

At www.investorvote.com.au (Control Number: 104114)

v. Custodian Voting

For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

All proxy forms must be lodged no later than 6pm (AWST) / 10am (GMT) on Wednesday 20 November 2024 (being at least 48 hours before the Meeting).

All forms of instruction must be lodged no later than 2pm (GMT) on Tuesday 19 November 2024. All meeting resolutions will be voted upon by poll. Shareholders who intend to participate and vote on a poll at the Meeting must attend the meeting in person.

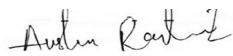
Shareholders who do not wish to vote during the Meeting are encouraged to appoint the Chair as proxy head of the Meeting. Shareholders can complete the proxy form provided and give specific instructions on how their vote is to be exercised on each item of business and the Chair must follow these instructions. Instructions on how to complete the proxy form are set out in the Notice.

Annual Report

Annual Reports are available in PDF format at the Investors/Financial Reports section of the Company's website at: <https://www.synergiaenergy.com/>. Physical copies will be dispatched to those shareholders who have specifically requested a physical copy of the Annual report.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, please contact Computershare.

Yours Sincerely



Anshu Raghuvanshi
Company Secretary
Synergia Energy Limited



ACN 078 652 632

Notice of Annual General Meeting

Friday, 22 November 2024 at 10.00am London (GMT) 6.00pm Perth (AWST)

at

Vigo Consulting
78-79 New Bond Street, London, W1S 1RZ, United Kingdom

Important: This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting. Should you wish to discuss the matters in this Notice of Meeting, please do not hesitate to contact the Company Secretary on 08 9485 3200.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders of Synergia Energy Ltd (ACN 078 652 632) (**Company**) will be held at Vigo Consulting, 78-79 New Bond Street, London, W1S 1RZ, United Kingdom on Friday, 22 November 2024 at 10.00am (GMT) / 6:00pm (AWST) to conduct the business set out below.

The Explanatory Memorandum should be read in conjunction with this Notice of Meeting.

VOTING ELIGIBILITY

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company has determined that the shareholding of each person, for the purposes of determining entitlements to attend and vote at the Meeting, will be the shareholding of that person set out in the Company's register as at 10.00am (GMT) on Friday, 22 November 2024. Accordingly, transactions registered after this time will be disregarded in determining entitlements to attend and vote at the Meeting.

To vote in person, you must attend the Meeting at the time, date and place set out above.

To vote by proxy, please complete, sign and return the enclosed Proxy Form by the time, and in accordance with the instructions, set out on the Proxy Form.

CREST – Depositary Interests

Holders of Depositary Interests (**DI Holders**) are invited to attend the Meeting but are not entitled to vote at the Meeting. For their votes to be counted, DI Holders must either:

- submit a CREST Voting Instruction to the Company's agent in accordance with the instructions below; or
- complete, sign and return the enclosed Form of Instruction to the Depositary,

by 2.00pm (GMT) on 19 November 2024. DI Holders who are CREST members and who wish to issue an instruction through the CREST electronic voting appointment service may do so by using the procedures described in the CREST Manual (available from <https://my.euroclear.com/euilegal.html>). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting services provider(s), who will be able to take the appropriate action on their behalf.

In order for instructions made using the CREST service to be valid, the appropriate CREST message (a CREST Voting Instruction) must be properly authenticated in accordance with the specifications of Euroclear UK & International Limited (**EUI**) and must contain the information required for such instructions, as described in the CREST Manual.

The message, regardless of whether it relates to the voting instruction or to an amendment to the instruction given to the UK Depositary must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) no later than 2.00pm (GMT) on 19 November 2024. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the issuer's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of each 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(s), to procure that the CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST service by any particular time. In this regard, CREST members and, where applicable, their CREST sponsors or voting service 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 Voting Instruction in the circumstances set out in regulation 35(5)(a) of the *Uncertificated Securities Regulations 2001*.

The entitlement of DI Holders to vote at the Meeting, and the number of votes which may be cast by DI Holders thereat, will be determined by reference to the Depository Interest Register at close of business on 18 November 2024. Changes to entries on the Depository Interest Register after that time shall be disregarded.

BUSINESS OF THE MEETING

Financial and other reports

To receive and consider the Financial Report, together with the declaration of the Directors, the Directors' Report (including the Remuneration Report) and the Auditor's Report for the financial year ended 30 June 2024.

In compliance with section 315 of the Corporations Act, these reports are available in PDF format at the "Financial Reports" section of the Company's website at <https://www.synergiaenergy.com/investors/financial-reports>. If you wish to receive hard copies of these reports, please send a written request to the Company Secretary at PO Box 255, West Perth, Western Australia 6872.

Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following Resolution as a **non-binding Ordinary Resolution**:

"That, for all purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Report for the financial year ended 30 June 2024."

Note: The votes on this Resolution are advisory only and do not bind the Directors or the Company.

Voting exclusion

The Company will disregard any votes cast on the Resolution:

- by or on behalf of a member of Key Management Personnel as disclosed in the Remuneration Report; and
- by or on behalf of a Closely Related Party of a member of Key Management Personnel; and
- as a proxy by a member of Key Management Personnel or a Closely Related Party of such member.

However, the Company need not disregard a vote on this Resolution if:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, votes in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, votes in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary votes provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting prohibition

A vote on this Resolution must not be cast by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- the person is appointed as proxy by writing that specifies the way the proxy is to vote on this Resolution; or

- the person is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

Resolution 2 – Re-election of Mr Ashish Khare as a Director

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“That, for the purposes of Article 6.3(j) of the Constitution and for all other purposes, Mr Ashish Khare, who was appointed as Director on 24 January 2024, retires, and, being eligible, is re-elected, as a Director on the terms and conditions set out in the Explanatory Memorandum.”

Resolution 3 – Re-election of Mr Joe Salomon as a Director

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“That, for the purposes of Articles 6.3(b)(ii) and 6.3(f) of the Constitution and for all other purposes, Mr Joe Salomon retires, and, being eligible, is re-elected, as a Director on the terms and conditions set out in the Explanatory Memorandum.”

Resolution 4 – Re-election of Mr Paul Haywood as a Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purposes of Articles 6.3(b)(ii) and 6.3(f) of the Constitution and for all other purposes, Mr Paul Haywood retires, and, being eligible, is re-elected, as a Director on the terms and conditions set out in the Explanatory Memorandum.”

Resolution 5 – Adoption of Proposed Constitution

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, Shareholders approve the adoption of the Proposed Constitution in substitution for, and to the exclusion of, the existing Constitution on the terms and conditions set out in the Explanatory Memorandum.”

Voting exclusion

The Company will disregard any votes cast on this Resolution by any person who might obtain a benefit (except a benefit solely in the capacity of a Shareholder) if the Resolution is passed, and any associate of those persons (as applicable).

However, the Company need not disregard a vote on this Resolution if:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, votes in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, votes in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity votes on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

OTHER BUSINESS

In accordance with Section 250S(1) of the Corporations Act, Shareholders are invited to ask questions about or make comments on the management of the Company and to raise any other business which may lawfully be brought before the Meeting.

By order of the Board

A handwritten signature in black ink, appearing to read 'Anshu Raghuvanshi', written over a faint horizontal line.

Anshu Raghuvanshi

Company Secretary

24 October 2024

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at Vigo Consulting, 78-79 New Bond Street, London, W1S 1RZ, United Kingdom on Friday, 22 November 2024 at 10.00am (GMT) / 6:00pm (AWST).

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting.

Financial and other reports

Section 317 of the Corporations Act requires the Directors of the Company to put before the Annual General Meeting the Financial Report, Directors' Report (including the Remuneration Report), declaration of the Directors and the Auditor's Report for the financial year that ended before the Annual General Meeting.

In accordance with section 250S of the Corporations Act, Shareholders will be provided with a reasonable opportunity to ask questions or make statements in relation to the reports mentioned above but no formal Resolution to adopt the reports will be put to Shareholders at the Annual General Meeting (save for Resolution 1 in respect of the adoption of the Remuneration Report).

Shareholders will also be given a reasonable opportunity to ask the Company's auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report. In addition to taking questions at the Annual General Meeting, written questions to:

- the Chair about the management of the Company; or
- the Company's auditor about:
 - the preparation and content of the Auditor's Report;
 - the conduct of the audit;
 - accounting policies adopted by the Company in relation to the preparation of the financial statements; and
 - the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the Annual General Meeting to the Company's registered office or via email to synergiaenergy@synergiaenergy.com.

A copy of the Company's 2024 Annual Report is available in the "Financial Reports" section of the Company's website at <https://www.synergiaenergy.com/investors/financial-reports>.

Resolutions

1. Resolution 1 – Adoption of Remuneration Report

1.1 General

Section 250R of the Corporations Act provides that a listed company must put the adoption of its remuneration report to vote at its annual general meeting. Notwithstanding that the Company is not considered a listed company for the purposes of section 250R of the Corporations Act and, accordingly, is not required to put the adoption of the Remuneration Report to vote, it is seeking Shareholder approval of the Remuneration Report at the Annual General Meeting as a matter of good corporate governance. The Company will implement voting exclusions and prohibitions in respect of Resolution 1 as though it was required to put the adoption of the Remuneration Report to vote at the Annual General Meeting under section 250R of the Corporations Act

The vote on Resolution 1 is advisory only and does not bind the Directors or the Company. If Resolution 1 is not passed, the Directors will not be prohibited from adopting the Remuneration Report or required to alter any of the arrangements in the Remuneration Report.

The Remuneration Report is set out in pages 23 to 33 (inclusive) of the Company's 2024 Annual Report, which is available on the "Financial Reports" section of the Company's website at <https://www.synergiaenergy.com/investors/financial-reports>.

Section 250SA of the Corporations Act provides that the chair of a listed company must allow a reasonable opportunity for its shareholders as a whole to ask questions about or make comments on its remuneration report. The Company will provide Shareholders with a reasonable opportunity to ask questions concerning or make comments on the Remuneration Report at the Annual General Meeting as a matter of good corporate governance, despite not being required to do so under the Corporations Act.

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

1.2 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

- If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy, then you must direct your proxy on how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.
- If you appoint the Chair as your proxy (where the Chair is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member), then you do not need to direct your proxy on how to vote on this Resolution. However, if you do not direct the Chair on how to vote, you must mark the acknowledgement on the Proxy Form to expressly authorise the Chair to exercise his or her discretion in exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel.
- If you appoint any other person as your proxy, then you do not need to direct your proxy on how to vote on this Resolution, and you do not need to mark any further acknowledgement on the Proxy Form.

1.3 Additional information

The Board recommends that Shareholders vote in favour of Resolution 1. Resolution 1 is a non-binding Ordinary Resolution. The Chair intends to exercise all available proxies in favour of Resolution 1.

2. Resolution 2 – Re-election of Mr Ashish Khare as a Director

2.1 General

Article 6.2(b) of the Constitution provides that the Directors may appoint any person as a Director if the appointment of that Director does not cause the total number of Directors to exceed the maximum number specified by the Constitution.

Article 6.3(i) of the Constitution provides that any Director appointed under Article 6.2(b) of the Constitution may retire as a Director at the general meeting of the Company immediately following their appointment and will be eligible for re-election as a Director at that meeting.

Pursuant to Article 6.3(j) of the Constitution, a Director that does not retire as a Director at the general meeting of the Company immediately following their appointment must retire at the next annual general meeting of the Company and will be eligible for re-election as a Director at that meeting.

Mr Ashish Khare was appointed as an Executive Director of the Company, effective 24 January 2024, pursuant to Article 6.2(b) of the Constitution. The Meeting is the general meeting of the Company which immediately follows the appointment of Mr Khare as Director. Accordingly, Mr Khare may retire, and is eligible for re-election, as a Director at the Meeting under Article 6.3(i) of the Constitution. Notwithstanding that Mr Khare may retire at the Meeting pursuant to Article 6.3(i) of the Constitution, the Meeting is the annual general meeting of the Company which immediately follows the appointment of Mr Khare as Director. Mr Khare is, therefore, required to retire, and will be eligible for re-election, as a Director at the Meeting pursuant to Article 6.3(j) of the Constitution.

Pursuant to Article 6.3(j) of the Constitution, Mr Khare retires, and, being eligible, seeks to be re-elected as a Director at the Meeting.

2.2 Ashish Khare Biography

Mr Khare was appointed as Head of India Assets in November 2016 and Executive Director in 2024. Mr Khare is based in India and has over 22 years of experience in the petroleum industry. Mr Khare's areas of expertise include upstream oil and gas, as well as midstream and downstream project implementation and operation. He brings with him rich and diverse experience spanning across oil and gas, refinery, LNG, EOR, marginal field development and steady state operation management. Mr Khare originally worked for the Company as GM Operations & Business Development, and has experience working for various Indian companies including Reliance Petroleum, Enron and Cairn India Ltd.

2.3 Board recommendation

The Board (excluding Mr Khare) recommends that Shareholders vote in favour of Resolution 2. Resolution 2 is an Ordinary Resolution. The Chairperson intends to exercise all available proxies in favour of Resolution 2.

3. Resolutions 3 & 4 – Re-election of Mr Joe Salomon and Mr Paul Haywood as Directors

3.1 General

Article 6.3(b) of the Constitution provides that a Director must retire from office no later than the longer of:

- (i) the third annual general meeting of the Company; or
- (ii) 3 years following that Director's last election or appointment.

Pursuant to Article 6.3(f) of the Constitution, a Director who retires under Article 6.3(b) of the Constitution is eligible for re-election as a Director. The Company considers that the requirement for Director retirement under Article 6.3(b) of the Constitution prevails over, and operates separately, and in addition, to, any other requirement for Director retirement that is set out in Article 6.3 of the Constitution. However, Article 6.3(a) of the Constitution provides that the Chief Executive Officer is not required to retire as a Director under Article 6.3(b).

Each of Mr Joe Salomon and Mr Paul Haywood were last elected as a Director at the annual general meeting of the Company held on 26 November 2021. The Meeting is the third annual general meeting of the Company following the last election of Mr Salomon and Mr Haywood as Directors. Accordingly, each of Mr Salomon and Mr Haywood must retire, and are eligible for re-election, as a Director at the Meeting.

Pursuant to Articles 6.3(b) and 6.3(f) of the Constitution, each of Mr Salomon and Mr Haywood retire, and, being eligible, seek to be re-elected, as a Director at the Meeting.

3.2 Joe Salomon biography

Mr Salomon has a bachelor's degree in applied science, is a member of the American Association of Petroleum Geologists and the Society of Petroleum Engineers and has over 37 years' experience working for upstream energy companies. Mr Salomon has worked for a number of oil and gas companies in various senior positions including General Manager Exploration and New Ventures at Murphy Oil Corporation and Global Head of Geoscience at RISC PL, in addition to a number of executive director roles including Strategic Energy Resources, Norwest Energy and Nido Petroleum. At several times in his career, Mr Salomon has acted as an independent consultant for various oil and gas companies, including New Standard Energy and Pacrim Energy. Mr Salomon first worked on Indian projects in 1994 while at Ampolex and since that time has maintained connection with the Indian industry, at various times bidding in India's exploration and field development rounds and working with Indian companies as joint venture partners, both in India and internationally.

Mr Salomon was appointed as a Non-Executive Director in November 2015, Managing Director on 18 March 2016, and Interim Chairman on 5 May 2020. Mr Salomon continued as Managing Director and Interim Chairman until he was appointed as Executive Chairman on 16 June 2021. Mr Salomon moved to a Non-Executive Chairman role on 29 June 2023.

3.3 Paul Haywood biography

Mr Haywood has over 19 years' international experience in delivering value for his investment network through a blended skill set of corporate and operational experience, including six years in the Middle East, building early stage and growth projects. More recently, Mr Haywood has held senior management positions with UK and Australian public companies in the natural resource and energy sectors including oil and gas exploration and development in UK, EU and Central Asia. Mr Haywood's expertise stretch across a broad UK and Australian public market, with a cross-functional skill set with diverse experience and capability encompassing research, strategy, implementation, capital and transactional management. Mr Haywood is currently executive director of Block Energy Plc and resource focused UK advisory firm, Plutus Strategies Ltd.

Mr Haywood was appointed as a Director in May 2017.

3.4 Board recommendation

The Board (excluding Mr Salomon) recommends that Shareholders vote in favour of Resolution 3. Resolution 3 is an Ordinary Resolution. The Chair intends to exercise all available proxies in favour of Resolution 3.

The Board (excluding Mr Haywood) recommends that Shareholders vote in favour of Resolution 4. Resolution 4 is an Ordinary Resolution. The Chair intends to exercise all available proxies in favour of Resolution

4. Resolution 5 – Adoption of Proposed Constitution

4.1 Background

Resolution 5 is a Special Resolution which seeks to approve the adoption of the Proposed Constitution as a new and updated constitution to, among other things, remove all references to the Company being listed on ASX. Pursuant to the Corporations Act, a company may modify or repeal its constitution, or a provision of its constitution, by Special Resolution.

The replacement of the Constitution with the Proposed Constitution requires approval, for all purposes, by way of a Special Resolution, meaning that at least 75% of votes must be cast in favour of the Resolution for it to be passed.

A brief summary of the material proposed differences between the existing Constitution and the Proposed Constitution is set out below. This summary is not exhaustive and does not identify all of the differences between the existing Constitution and the Proposed Constitution.

In accordance with section 136(5) of the Corporations Act, the Company will lodge with ASIC a copy of the Proposed Constitution and the associated Special Resolution within 14 days after the Meeting if Resolution 5 is passed.

A copy of the Proposed Constitution can be sent to Shareholders upon request to the Company Secretary by email at synergiaenergy@synergiaenergy.com. Shareholders are invited to contact the Company if they have any queries or concerns.

4.2 Summary of material proposed changes

General update

The existing Constitution was adopted on 27 November 2019 and remains unchanged since that date. There have been a number of developments in corporate governance principles and general corporate and commercial practices for public companies since the existing Constitution was adopted. Having reviewed the existing Constitution, the Board considers that replacement of the existing Constitution with the Proposed Constitution is appropriate to reflect best market practices.

Removal of references to ASX and restriction on further issue of Shares

The Company has not amended or otherwise updated its constitution since the Company's removal from the official list of ASX on 30 December 2022. The Board considers that it would be prudent to update the existing Constitution by replacing it with the Proposed Constitution to remove any references to ASX and the operation of ASX Listing Rules, which no longer affect the governance of the Company.

Specifically, ASX Listing Rules 7.1 and 7.1A allowed the Company to issue a maximum amount of equity securities during any 12 month period that is equal to 25% of the total Shares on issue as at the commencement of that 12 month period without seeking Shareholder approval for the issue of such equity securities. The Company is committed to best corporate governance practices and accordingly as a result of the Company no longer being bound by ASX Listing Rules 7.1 and 7.1A, and in line with typical share authority levels that are requested by comparator AIM traded companies, the Proposed Constitution allows the Company to issue up to 25% of its share capital as at an annual general meeting date in the period to the next annual general meeting without seeking shareholder approval for such share issues. In other words, the Proposed Constitution provides the Company with the same share issue provisions it had as an ASX-listed company, and in line with those typically sought by comparator AIM traded companies.

4.3 Board recommendation

The Directors unanimously recommend that Shareholders approve Resolution 5.

GLOSSARY

Words which are defined in the Explanatory Memorandum have the same meaning when used in the Notice of Meeting unless the context requires otherwise. For assistance in considering this Notice of Meeting and Explanatory Memorandum, the following words are defined:

AIM means the Alternative Investment Market, located in London, United Kingdom.

Annual General Meeting or **Meeting** means the annual general meeting of the Company convened under this Notice of Meeting.

Annual Report means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2024.

Article means an article of the Constitution.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

ASX Listing Rules means the official listing rules of the ASX.

Auditor's Report means the auditor's report on the Financial Report.

AWST means Australian Western Standard Time, being the time in Perth, Western Australia.

Board means the board of Directors of the Company.

Chair means the person appointed to chair the Meeting of the Company convened by this Notice.

Chief Executive Officer means chief executive officer of the Company.

Chief Financial Officer means chief financial officer of the Company.

Closely Related Party of a member of the Key Management Personnel means:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependent of the member or the member's spouse;
- anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- a company the member controls; or
- a person prescribed as such by the *Corporations Regulations 2001* (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Synergia Energy Ltd (ACN 078 652 632).

Company Secretary means the company secretary of the Company.

Constitution means the constitution of the Company as at the date of this Notice.

Corporations Act means the *Corporations Act 2001* (Cth).

CREST means the computerised settlement system (as defined in the Uncertificated Securities Regulations 2001) in the United Kingdom operated by Euroclear UK & International Limited which facilitates the transfer of title to shares in uncertificated form.

CREST Manual means the manual relating to CREST issued by Euroclear UK & International Limited.

CREST Voting Instruction means a message which is sent using CREST.

Depository Interest means an interest representing a Share, as issued by the UK Depository and which enables the holder to hold and settle transfers of Shares in CREST.

DI Holders means holders of a Depository Interests.

Director means a director of the Company from time to time.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

EOR means enhanced oil recovery.

EUI means Euroclear UK & International Limited.

Executive Chairman means executive chairman of the Company.

Executive Director means executive Director of the Company.

Explanatory Memorandum means the explanatory memorandum accompanying this Notice of Meeting.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Form of Instruction means, for holders of CREST Depository Interests, the form of instruction accompanying this Notice of Meeting.

GM Operations & Business Development means general manager of operations and business development of the Company.

GMT means Greenwich Mean Time.

Head of India Assets means head of India assets of the Company.

Interim Chairman means interim chairman of the Company.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

LNG means liquified natural gas.

Managing Director means managing Director of the Company.

Non-Executive Chairman means non-executive Chair of the Company.

Non-Executive Director means non-executive Director of the Company.

Notice of Meeting or **Notice** means this notice of annual general meeting.

Ordinary Resolution means a resolution passed by more than 50% of the votes cast by members entitled to vote on the resolution.

Proposed Constitution means the constitution attached to this Notice of Meeting as Annexure 1.

Proxy Form means the proxy form accompanying this Notice of Meeting.

Remuneration Report means the remuneration report set out in the Directors' Report section of the Company's annual report for the year ended 30 June 2024.

Resolution means a resolution set out in this Notice of Meeting.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Special Resolution means a resolution passed by more than 75% of the votes cast by members entitled to vote on the resolution.

UK Depositary means Computershare Investor Services Plc.

Voting by Proxy

A Proxy Form is enclosed with this Notice of Meeting.

Each member who is entitled to attend and cast a vote at the Annual General Meeting may appoint a proxy. A proxy need not be a member.

A member who is entitled to cast 2 or more votes at the Annual General Meeting may appoint either 1 or 2 proxies. If you wish to appoint 2 proxies, you must use a separate Proxy Form for each proxy and indicate the percentage of your voting rights or the number of shares that each proxy is appointed in respect of, on the Proxy Forms. If you wish to appoint more than 1 proxy, you should photocopy the enclosed Proxy Form or request an additional Proxy Form to be sent to you. Where a member appoints 2 proxies and does not specify the proportion or number of the member's votes, each proxy may exercise half of the member's rights.

An instrument appointing a proxy may not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or proof of the power or authority to the satisfaction of the Directors, is or are delivered:

- **Online** At www.investorvote.com.au (Control Number: 183071)
- **By mail** ShareRegistry
ComputershareInvestorServicesPtyLimited
GPOBox242
Melbourne VIC 3001
- **By fax** 1800783447(withinAustralia)
+61 3 9473 2555 (outside of Australia)
- **By mobile** Scan the QR Code on your Proxy Form and follow the prompts
- **Custodian voting** For Intermediary Online subscribers only (custodians), please visit www.intermediaryonline.com to submit your voting intentions

All Proxy Forms must be lodged no later than by 6.00pm (AWST) on Wednesday, 20 November 2024 (or, in the case of any adjournment of the Annual General Meeting, by no later than 48 hours before the time of the adjourned meeting at which the person named in the instrument proposes to vote).

All Forms of Instruction must be lodged no later than 2.00pm (GMT) on Tuesday 19 November 2024.

An instrument appointing a proxy must be in writing under the hand of the appointer or of the appointer's attorney duly authorised in writing or, if the appointer is a body corporate, either under its common seal if it has a common seal, or under the hand of an officer or duly authorised attorney or duly authorised representative.

A body corporate which is a Shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Annual General Meeting. The appointment must comply with section 250D of the Corporations Act. The representative should bring evidence of their appointment to the Annual General Meeting, including authority under which their appointment is signed, unless previously given to the Company.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the Chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

If a proxy is also a Shareholder, section 250BB(1) does not affect the way that the person can cast any votes that hold as a Shareholder.

Transfer of non-chair proxy to Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Voting Prohibition by Proxy Holders (Remuneration of Key Management Personnel)

In accordance with section 250BD of the Corporations Act, votes on Resolution 1 must not be cast (in any capacity) by, or on behalf of:

- a member of the Key Management Personnel; or
- a Closely Related Party of such member.

However, a person described above may cast a vote on Resolution 1 if the vote is not cast on behalf of a person who is excluded from voting on the relevant Resolution and:

- the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- the person is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution, but expressly authorises the Chair to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention on the Proxy Form.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1 by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **6:00pm (AWST) on Wednesday, 20 November 2024.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 104114

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Synergia Energy Ltd hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Synergia Energy Ltd to be held at Vigo Consulting, 78-79 New Bond Street, London, W1S 1RZ, United Kingdom on Friday, 22 November 2024 at 10:00am (GMT) 6:00pm (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Mr Ashish Khare as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Mr Joe Salomon as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Re-election of Mr Paul Haywood as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Adoption of Proposed Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

