

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document and/or the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) ("FSMA") if you are in the United Kingdom or, if not, another appropriately authorised independent financial adviser.**

If you have sold or otherwise transferred all of your Ordinary Shares, please immediately forward this document (but not the personalised Form of Proxy and Exit Opportunity Participation Form which accompany this document), to the purchaser or transferee or to the stockbroker, bank or other agent through whom the transfer was effected, for delivery to the purchaser or transferee. If you have sold part only of your holding of Ordinary Shares, please consult the bank, stockbroker or other agent through whom the sale or transfer was effected as to the action you should take. However, this document and any accompanying documents should not be sent or transmitted in or into, any jurisdiction where to do so might constitute a violation of local securities law or regulations including, but not limited to, the United States, Canada, Japan, Australia, or the Republic of South Africa (the "**Restricted Territory**").



## **Bowleven plc**

*(Incorporated and registered in Scotland under the Companies Act 1985 with registered number SC225242)*

### **Proposed cancellation of admission of Ordinary Shares to trading on AIM**

#### **Exit Opportunity for minority shareholders**

#### **Re-registration as a private limited company and adoption of new articles of association**

**and**

#### **Notice of General Meeting**

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**This document should be read as a whole. Your attention is drawn to the letter from your Chairman which is set out on pages 10 to 20 of this document and which, amongst other things, explains the background to and reasons for the Cancellation and Re-registration and recommends you vote in favour of the Resolutions to be proposed at the General Meeting referred to below.**

The Cancellation and Re-registration are conditional, *inter alia*, on the approval of the Shareholders at the General Meeting by the passing of the relevant Resolutions. Notice of the General Meeting of the Company to be held at The Office Group, Borough Yards, 13 Dirty Lane, London, SE1 9PA on 28 August 2024 at 11.00 a.m. is set out at Part 5 of this document. Whether or not you intend to be present at the General Meeting you are urged to complete and return the enclosed Form of Proxy, in accordance with the instructions printed thereon, so as to be received by the Company's Registrars, Computershare Investor Services PLC, as soon as possible and in any event by not later than 11.00 a.m. on 23 August 2024. Completion and return of Forms of Proxy will not preclude Shareholders from attending and voting at the General Meeting in person should they so wish.

The Directors, whose names appear on page 6 of this document, accept individual and collective responsibility for the information contained in this document (other than the information which describes Crown Ocean Capital or its intentions, which is the responsibility of the directors of Crown Ocean Capital), including individual and collective responsibility for compliance with the AIM Rules. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information. The directors of Crown Ocean Capital accept responsibility for any information in this document which describes Crown Ocean Capital or its intentions. To the best of the knowledge and belief of Konstantin Stoyanov, Christian Petersmann and Oskar Nilner, being the directors of Crown Ocean Capital, and who have taken all reasonable care to ensure that such is the case, the information in this document for which it accepts responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

Shore Capital and Corporate Limited ("**SCC**"), is acting as Nominated Adviser to the Company and Shore Capital Stockbrokers Limited ("**SCS**" and together with SCC as the context requires, "**Shore Capital**") is acting as Broker to the Company and is not acting for any other person and will not be responsible to any person other than the Company for providing the protections afforded to clients of Shore Capital. Shore Capital shall not be responsible for advising any other person on the contents of this document or any transaction or arrangement referred to herein. The responsibility of SCC as nominated adviser under the AIM Rules is owed solely to the London Stock Exchange and not to the Company or its Directors or any other person. Both SCC and SCS are regulated by the FCA.

Shore Capital has not authorised the contents of this document and no representation or warranty, express or implied, is made by Shore Capital as to the accuracy or contents of this document or the opinions contained therein. Apart from the responsibilities and liabilities, if any, which may be imposed on Shore Capital by FSMA or the regulatory regime established thereunder, no liability is accepted by Shore Capital for the accuracy of any information or opinions contained in, or for the omission of any information from, this document, for which the Company, the Directors and/or Crown Ocean Capital are responsible. The information contained in this document is not intended to inform other than in relation to the Cancellation and accordingly no duty of care is accepted by Shore Capital.

The delivery of this document will not, under any circumstances, be deemed to create any implication that there has been no change in the affairs of the Company since the date of this document or that the information in this document is correct at any time subsequent to its date.

No person should construe the contents of this document as legal, tax or financial advice and recipients of this document should consult their own advisers as to the matters described in this document.

A copy of this document will be made available at the Company's website, [www.bowleven.com](http://www.bowleven.com).

The contents of the Company's website or any website directly or indirectly linked to the Company's website do not form part of this document. Any person entitled to receive a copy this document in hard copy form. You may request a hard copy of this document and/or any information incorporated into this document by reference to another source by contacting the Company's Registrar, Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS13 8AE or +44 (0) 370 707 1284.

## CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This document includes statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "forecasts", "plans", "prepares", "targets", "anticipates", "projects", "expects", "intends", "may", "will", "seeks", or "should" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the Company's and the Directors' intentions, beliefs or current expectations concerning, amongst other things, the Company's prospects, growth and strategy. No statement in this document is intended to be a profit forecast and no statement in this document should be interpreted to mean the Company's performance in future would necessarily match or exceed the historical published performance of the Company.

By their nature, forward-looking statements involve risks and uncertainties because they relate to future events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. The Company's actual performance, achievements and financial condition may differ materially from those expressed or implied by the forward-looking statements in this document. In addition, even if the Company's results of operations, performance, achievements and financial condition are consistent with the forward-looking statements in this document, those results or developments may not be indicative of results or developments in subsequent periods.

Any forward-looking statements that the Company makes in this document speak only as of the date of such statement, and none of the Company or the Directors undertake any obligation to update such statements unless required to do so by applicable law. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless expressed as such, and should only be viewed as historical data.

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## EXPECTED TIMETABLE OF PRINCIPAL EVENTS<sup>1</sup>

Announcement of the proposed Cancellation and the Exit Opportunity	9 August 2024
Posting of this document, Forms of Proxy and Exit Opportunity Participation Forms	9 August 2024
Notice of the proposed Cancellation provided in accordance with AIM Rule 41	9 August 2024
Exit Opportunity opens	9 August 2024
Latest time and date for receipt of completed Forms of Proxy to be valid at the General Meeting	11.00 a.m. on 23 August 2024
Time and date of the General Meeting	11.00 a.m. on 28 August 2024
Result of General Meeting announced through RIS	28 August 2024
Exit Opportunity closes	1.00 p.m. on 11 September 2024
Expected latest date for payment of consideration in relation to valid tenders in the Exit Opportunity received on or before 28 August 2024	11 September 2024
Company's announcement of number of Shares sold pursuant to the Exit Opportunity	12 September 2024
Expected last day of dealings in the Ordinary Shares on AIM	23 September 2024
Expected time and date of the Cancellation*	7.00 a.m. on 24 September 2024
Expected date for the commencement of the Matched Bargain Facility	24 September 2024
Expected date of payment of consideration in relation to valid tenders in the Exit Opportunity received after 28 August 2024 and before the Exit Opportunity closed	Within 14 calendar days of acceptance of the Exit Opportunity
Expected date of Re-registration as a private limited company**	On or around 25 September 2024

### Notes:

<sup>1</sup> Each of the times and dates in the above timetable are subject to change. If any of the above times or dates change, the revised times or dates will be notified to Shareholders by means of an announcement made through a Regulatory Information Service (as defined in the AIM Rules). All references to times in this document are to London times unless otherwise stated.

\* The Cancellation requires the approval of not less than 75 per cent. of the votes cast by Shareholders, whether voting in person or by proxy, at the General Meeting.

\*\* Re-registration requires the approval of not less than 75 per cent. of the votes cast by Shareholders, whether voting in person or by proxy, at the General Meeting.

## COMPANY INFORMATION

<b>Directors</b>	Jack Arnoff ( <i>Non-Executive Chairman</i> ) Eli Chahin ( <i>Chief Executive Officer</i> ) Mark Vermeulen ( <i>Non-Executive Director</i> )
<b>Company secretary</b>	Burness Paull LLP
<b>Registered office</b>	50 Lothian Road Festival Square Edinburgh EH3 9WJ
<b>Nominated Adviser to the Company</b>	Shore Capital and Corporate Limited
<b>Broker to the Company</b>	Shore Capital Stockbrokers Limited
<b>Legal advisers to the Company</b>	Burness Paull LLP
<b>Registrars</b>	Computershare Investor Services PLC

## INFORMATION SPECIFIC TO THE EXIT OPPORTUNITY

**Receiving Agent for the Exit Opportunity** Computershare Investor Services PLC

## DEFINITIONS

The following definitions and technical terms apply throughout this document and the accompanying Form of Proxy, unless the context otherwise requires:

**"Act"** means the Companies Act 2006 (as amended);

**"AIM"** means the market of that name operated by London Stock Exchange;

**"AIM Rules"** means the AIM Rules for Companies of London Stock Exchange;

**"Business Day"** means a day (other than a Saturday or Sunday or public holiday) on which commercial banks are open in London for normal banking business and the London Stock Exchange is open for trading;

**"Cancellation"** means the proposed cancellation of admission of the Ordinary Shares to trading on AIM;

**"Cancellation Resolution"** means resolution numbered 1 of the Resolutions;

**"Circular"** means this document;

**"Company"** or **"Bowleven"** means Bowleven plc, a company incorporated and registered in Scotland under the Companies Act 1985 with registered number SC225242;

**"CREST"** means the electronic systems for the holding and transfer of shares in uncertificated form operated by Euroclear UK & International Limited;

**"CREST Manual"** means the rules governing the operation of CREST, as published by Euroclear;

**"CREST member"** means a person who has been admitted by Euroclear as a system-member (as defined in the CREST Regulations);

**"CREST personal member"** means a CREST member admitted to CREST as a personal member;

**"CREST Regulations"** means the Uncertificated Securities Regulations 2001 (SI2001/3755) (as amended from time to time);

**"CREST sponsor"** means a CREST participant admitted to CREST as a CREST sponsor;

**"Crown Ocean Capital"** means Crown Ocean Capital P1 Ltd., a company registered in the British Virgin Islands with registered number 1650007 and having its registered office at Trident Chambers, PO Box 146 Road Town, Tortola, British Virgin Islands;

**"Deferred Shares"** means the 335,272,933 deferred shares of 9.9 pence each in the capital of the Company as at the date of this document;

**"Directors"** or **"Board"** means the directors of the Company whose names are set out on page 6 of this document;

**"Disclosure Guidance and Transparency Rules"** means the disclosure rules and transparency rules made by the FCA pursuant to section 73A of FSMA;

**"Etinde"** or **"Etinde Permit"** means the Etinde Exploitation Authorisation granted on 29 July 2014 over an area of approximately 461 km<sup>2</sup> (formerly block MLHP-7) in the Rio Del Rey Basin in Cameroon;

**"Euroclear"** means Euroclear UK & International;

**"Exit Opportunity"** means the proposal by Crown Ocean Capital to offer to purchase the Minority Shareholders' Ordinary Shares at a price of 0.225 pence per Ordinary Share in respect of Ordinary Shares listed on AIM, further details of which are set out in this document;

**"Exit Opportunity Participation Form"** means the form which accompanies this document, in relation to participation in the Exit Opportunity by those Shareholders who have Ordinary Shares listed on AIM and who hold shares in certificated form;

**"FCA"** means the Financial Conduct Authority;

**“FSMA”** means the Financial Services and Markets Act 2000 (as amended from time to time);

**“Form of Proxy”** means the form of proxy for use in relation to the General Meeting which accompanies this document;

**“GBP”** means pounds sterling or pence, the lawful currency of Great Britain;

**“General Meeting”** means the general meeting of the Company to be held at The Office Group, Borough Yards, 13 Dirty Lane, London, SE1 9PA, at 11.00 a.m. on 28 August 2024 convened by the Notice of General Meeting and any adjournment thereof;

**“Group”** means the Company, together with its subsidiaries;

**“JOA”** means the joint operating agreement between the Company, LUKOIL, New Age and SNH relating to the Etinde Permit;

**“Joint Venture Partners”** or **“JV Partners”** means the Company and the other parties who jointly own and operate the unincorporated joint operations relating to the Etinde Permit pursuant to the JOA;

**“J P Jenkins”** is a trading name of InfnitX Limited (Company Number: 11551708), a company incorporated in England & Wales, and whose registered office is at 101 Wigmore Street, London, England W1U 1QU;

**“London Stock Exchange”** means London Stock Exchange plc;

**“LUKOIL”** means LUKOIL Overseas West Project Limited, a subsidiary undertaking of PJSC LUKOIL, a company incorporated in Russia;

**“Matched Bargain Facility”** means the unregulated matched bargain trading facility operated by J P Jenkins for the trading of Ordinary Shares following the Cancellation;

**“Minority Shareholders”** means the holders of the Ordinary Shares not currently owned by Crown Ocean Capital;

**“New Age”** means New Age (African Global Energy) Limited;

**“New Articles”** means the new articles of association of the Company to be adopted following the passing of the Re-registration Resolution, a copy of which can be viewed at [www.bowleven.com](http://www.bowleven.com);

**“Ordinary Shares”** means ordinary shares of 0.1 pence each in the capital of the Company;

**“Panel”** means the UK Panel on Takeovers and Mergers;

**“Proposals”** means the Cancellation, the Re-registration and the adoption of the New Articles;

**“Regulatory Information Service”** has the meaning given to it in the AIM Rules;

**“Registrar”** or **“Receiving Agent”** means Computershare Investor Services PLC; The Pavilions, Bridgwater Road, Bristol, BS13 8AE;

**“Re-registration”** means the re-registration of the Company as a private limited company and the consequential adoption of the New Articles;

**“Re-registration Resolution”** means resolution numbered 2 of the Resolutions;

**“Resolutions”** means the resolutions proposed to be passed at the General Meeting, being the Cancellation Resolution and the Re-registration Resolution;

**“Shareholder”** means a holder of Ordinary Shares;

**“Shore Capital”** means Shore Capital and Corporate Limited or Shore Capital Stockbrokers Limited, as the context admits, whose registered offices are at Cassini House, 57 St James’s Street, London SW1A 1LD;

**“SNH”** means Société Nationale des Hydrocarbures, the national oil and gas company of Cameroon;

**“Takeover Code”** means the City Code on Takeovers and Mergers;



**"UK"** means the United Kingdom of Great Britain and Northern Ireland;

**"UK MAR"** means Regulation (EU) (No 596/2014) of the European Parliament and of the Council of 16 April 2014 on market abuse as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018; and

**"£"** means UK pounds sterling, being the lawful currency of the United Kingdom.

## PART 1

### LETTER FROM THE NON-EXECUTIVE CHAIRMAN

# BOWLEVEN PLC

*(incorporated in Scotland with registered number SC225242)*

*Directors:*

Jack Arnoff (*Non-Executive Chairman*)  
Eli Chahin (*Chief Executive Officer*)  
Mark Vermeulen (*Non-Executive Director*)

*Registered Office:*

50 Lothian Road  
Festival Square  
Edinburgh  
EH3 9WJ

9 August 2024

To Shareholders, persons with information rights in the Company, and, for information only, to holders of options over Ordinary Shares.

Dear Shareholder

**Proposed cancellation of admission of the Ordinary Shares to trading on AIM**  
**Exit Opportunity for minority shareholders**  
**Re-registration as a private limited company and adoption of new articles of association**  
**and**  
**Notice of General Meeting**

## 1 Introduction

Earlier today, the Company announced the intended cancellation of the admission of its Ordinary Shares to trading on AIM and for the Company to be re-registered as a private limited company. It also announced details of an exit opportunity for Minority Shareholders, to be provided by Crown Ocean Capital in connection with the proposed Cancellation.

After careful consideration of the merits of the Company's quotation, for the reasons set out in paragraph 2 below, the Board has concluded that it is in the best interests of the Company and its Shareholders to seek the Cancellation and Re-registration. Whilst the Board expresses no recommendation on the Exit Opportunity, the Board considers it constructive for Minority Shareholders to be provided with a liquidity opportunity alongside the proposed Cancellation, which Crown Ocean has offered to provide, by way of the Exit Opportunity. This letter sets out the reasons for, and implications of, the proposed Cancellation and Re-registration, and provides further details on the expected process for the Cancellation, Re-registration and Exit Opportunity.

The Cancellation and Re-registration are conditional upon the respective Resolutions being passed at the General Meeting to be held at 11.00 a.m. on 28 August 2024, notice of which is set out at Part 5 of this document. The Company is also seeking Shareholder approval at the General Meeting for the adoption of the New Articles. Subject to the approval of the Cancellation, the Company will take steps to cancel the admission of its Ordinary Shares to trading on AIM, such that the Company will no longer be listed on any regulated exchange. If the Cancellation Resolution is passed at the General Meeting, it is anticipated that the Cancellation will become effective at 7.00 a.m. on 24 September 2024. The Cancellation Resolution is conditional, pursuant to Rule 41 of the AIM Rules, upon the approval of Shareholders holding not less than 75 per cent. of the votes cast by Shareholders (whether present in person or by proxy) at the General Meeting.

Crown Ocean Capital and Eli Chahin have irrevocably undertaken to vote their Ordinary Shares in favour of the Resolutions, representing in aggregate approximately 58.68 per cent. of the Ordinary Shares, as further explained in paragraph 14 below.

**The Exit Opportunity is conditional upon the approval of the Resolutions at the General Meeting and will be open for acceptance from 9 August 2024 until 1.00 p.m. on 11 September 2024.**

Pursuant to Rule 41 of the AIM Rules, the Company, through its Nominated Adviser, Shore Capital, has notified the London Stock Exchange of the date of the proposed Cancellation.

**The purpose of this document is to explain the background to, and the reasons for, the Proposals and to explain the consequences of the Proposals and provide reasons why the Directors consider the Proposals are in the best interests of the Company and its Shareholders as a whole.**

## **2 Reasons for the Cancellation**

Bowleven is headquartered in the UK and focused on Africa, where it holds an exploration and development interest in offshore Cameroon. Bowleven holds a 25 per cent. strategic equity interest in the offshore shallow water Etinde Permit. In recent years, the Company has been supporting its Joint Venture Partners to progress the proposed development plan for the Etinde Permit to a final investment decision (“FID”), at which stage the Company will be entitled to receive a milestone payment from its Joint Venture Partners.

Since June 2022, when the Company’s Joint Venture Partner for the Etinde Permit, New Age, agreed to sell its 37.5 per cent. stake and operatorship in the Etinde Permit, no definitive Etinde Permit work plan or budget was approved by the Joint Venture Partners. Monthly expenditure in relation to the Etinde Permit remained low during this period as New Age operated the business on a largely suspended care and maintenance operations basis. On 25 January 2024, New Age confirmed to the JV Partners that the sale of its stake had been terminated.

Etinde operations remain on a care and maintenance basis with limited ongoing activity other than New Age’s maintenance of the Cameroon project office. As outlined in the Company’s interim results for the period to 31 December 2023, the JV Partners have agreed an outline for a way forward following the New Age stake sale being terminated, but progress has been very slow and Bowleven had a need to complete the \$2m fundraising announced on 14 March 2024 to in order to fund its overheads and its share of Etinde expenditure at the project through to approximately mid-2025, subject to the level of activity and expenditure relating to the Etinde Permit.

Whilst future project expenditure cannot be forecasted accurately at this point in time, as it is contingent on the agreement of the JV Partners and the approval of SNH and the Government of Cameroon to a development plan and the timing of an increase in project activities to reach future FID, limited progress has been made at Etinde since the Open Offer was completed and the Board of Bowleven does not expect there to be material progress towards FID by mid-2025. As set out at the time of the Open Offer, the Company is likely to need further capital to be in a position to fund its obligations and liabilities during the period it will take to reach FID, and the receipt of the \$25 million payment due to the Company once FID is reached. Accordingly the Board have been considering the Company’s future requirement to raise capital and have been evaluating all possible means of reducing the cost base of the business in order to extend the Company’s cash runway as much as possible, whilst still maintaining appropriate governance arrangements and allowing it to contribute to its share of the development costs at Etinde.

As part of this process, the Board has extensively reviewed and evaluated the benefits and drawbacks for the Company and its Shareholders in retaining the admission to trading of the Ordinary Shares on AIM. The Board has taken into consideration numerous factors, both positive and negative, and considered the interests of all Shareholders in reaching its decision. Following this review, the Board has concluded that the continued admission to trading of the Ordinary Shares on AIM is not appropriate and, accordingly, the Cancellation and Re-registration are in the best interests of the Company and its Shareholders as a whole for the reasons set out below.

Notwithstanding the Board’s conclusions about its AIM quotation, the Company’s long-term strategy remains to be a major oil and gas producer in Cameroon. The Company remains committed to Cameroon and the Board continues to be of the view that Etinde is a potentially substantial energy asset and core to the Company’s strategy. Accordingly, following the Cancellation, the Company intends to continue to fund its portion of the Etinde costs pursuant to the JOA. The Company’s strategic intention to monetize Etinde for the benefit of all Shareholders will remain the overriding objective and will necessarily involve collaboration with the Etinde JV Partners to secure FID.

- **Costs and regulatory burden:** the considerable cost and management time and the legal and regulatory burden associated with maintaining the Company's admission to trading on AIM is, in the Board's opinion, disproportionate to the benefits of the Company's continued admission to trading on AIM, particularly given the limited and inconsistent liquidity in the Ordinary Shares as described below. Given the lower costs associated with private limited company status, the Cancellation and Re-registration is expected to substantially reduce the Company's recurring administrative, adviser costs, listing fees and insurance premiums, which the Board believes can be better spent supporting the Group's business and investing in Etinde. Further, the reduced administrative burden associated with a de-listing of the Company underpins the Board's focus on the monetisation of Etinde. Alongside the Cancellation, the Directors intend to reduce their salaries or fees;
- **Access to appropriate finance:** the nature of the Group's operations requires the Company to periodically raise funding for working capital and project expenditure as the Company seeks to support the development of Etinde. If Etinde is to be developed, the Board considers that significant external funding will be required to enable the Company to fund its obligations. Having considered a range of financing options in the lead up to the Open Offer, the Directors are of the opinion that raising further significant equity through the public market would be challenging in the short or medium term, and if it were, potentially might not be on acceptable terms for all stakeholders. The Board has concluded that as a private limited company it may have broader access to specialist investors and enhance the ability of the Company to raise the capital required to fund its overheads and support activity at Etinde for the benefit of all Shareholders.
- **Corporate and strategic flexibility:** the Board believes that a private limited company can take and implement strategic decisions more quickly than a company which is publicly traded as a result of the more flexible regulatory regime that is applicable to a private company. The Board believes that this will be advantageous in the Group's business development discussions as it pertains to accessing a wider spectrum of potential investors who prefer private company investments; and
- **Limited liquidity in the Ordinary Shares and high share price volatility:** there continues to be limited and inconsistent liquidity in the Ordinary Shares, as a result of which small trades in the Ordinary Shares can have a significant impact on price and, therefore, on the market valuation of the Company. The Board believes that this, in turn, has a materially adverse impact on the Company's ability to seek appropriate financing or realise an appropriate value for any material future transactions. Moreover, the limited liquidity in the Ordinary Shares, together with the limited free float, makes it challenging for Shareholders of any size to acquire additional Ordinary Shares or dispose of any Ordinary Shares in the market at an attractive price.

**Therefore, as a result of this review, the Board has unanimously concluded that the proposed Cancellation and Re-registration are in the best interests of the Group and its Shareholders as a whole.**

### **3 Minority Shareholders and the Exit Opportunity**

As at the close of business on 8 August 2024 (being the latest practicable date prior to the publication of this document):

- Crown Ocean Capital holds an interest in 1,099,987,924 Ordinary Shares representing 58.33 per cent. of the existing issued Ordinary Shares (excluding shares held in treasury) and voting rights in the Company; and
- the Minority Shareholders hold, in aggregate, 41.67 per cent. of the existing issued Ordinary Shares (excluding shares held in treasury) and voting rights in the Company.

The Cancellation would materially affect the position of the Minority Shareholders in the Company. In particular, both the Board and Crown Ocean Capital recognise that cancelling the trading of the Ordinary Shares on AIM will make it considerably more difficult for Shareholders to sell or buy Ordinary Shares should they wish to do so.

As Crown Ocean Capital currently holds more than 50 per cent. of the Company's voting rights, it is able to acquire further interests in Ordinary Shares without incurring any obligation to make a general offer to all shareholders under Rule 9 of the Takeover Code. Crown Ocean Capital has therefore agreed to provide the Exit Opportunity to Minority Shareholders, to enable Minority Shareholders to sell their Ordinary Shares in

the Company to Crown Ocean Capital, in advance of the Cancellation taking effect. Crown Ocean Capital has not undertaken to provide a dealing facility or similar trading arrangement following the Cancellation.

The terms of the Exit Opportunity are:

- a purchase price of 0.225 pence per Ordinary Share in respect of Ordinary Shares listed on AIM which was determined as the closing price on 26 July 2024, which represents a 3.93 per cent. premium to the 3-month Volume Weighted Average Price and a 17.32 per cent. premium to the 6-month Volume Weighted Average Price to 8 August 2024, being the last practicable date prior to the publication of this document; and
- the Exit Opportunity shall remain open from 9 August 2024 until 1.00 p.m. on 11 September 2024.

Minority Shareholders who wish to sell their Ordinary Shares to Crown Ocean Capital pursuant to the Exit Opportunity should refer to Section 5 below.

**The Directors make no recommendation to Minority Shareholders in relation to their participation in the Exit Opportunity. Minority Shareholders should consider whether the Ordinary Shares remain a suitable investment in light of their own personal circumstances and investment objectives, and the Directors refer Minority Shareholders to certain pros and cons of the Exit Opportunity in paragraph 16 below. Minority Shareholders do not have to sell any Ordinary Shares pursuant to the Exit Opportunity if they do not wish to do so. However, Minority Shareholders who elect not to sell their Ordinary Shares pursuant to the Exit Opportunity or otherwise in the market by other means prior to the Cancellation will, on completion of the Cancellation and Re-registration, hold Ordinary Shares in a private limited company, with limited liquidity. In light of this, in the event the Cancellation is approved and becomes effective, the Company will implement the Matched Bargain Facility, which would facilitate Shareholders buying and selling Ordinary Shares on a matched bargain basis following the Cancellation. Further details of the Matched Bargain Facility are set out in Section 9 below.**

As set out in the Expected Timetable of Principal Events section of this document, the Exit Opportunity will remain open for 33 days, including 14 days from the time of the General Meeting.

#### **4 Conditionality of the Exit Opportunity**

**The completion of the Exit Opportunity and therefore the purchase of Ordinary Shares from Minority Shareholders by Crown Ocean Capital is conditional upon the Resolutions being passed at the General Meeting.**

#### **5 Participation in the Exit Opportunity**

For Minority Shareholders who hold their Ordinary Shares in certificated form, please refer to Part 3 of this document for full details as to how to participate in the Exit Opportunity. A summary of the process for acceptance is included below:

- Minority Shareholders who hold their Ordinary Shares in certificated form who wish to participate in the Exit Opportunity should complete the Exit Opportunity Participation Form as soon as possible in accordance with the instructions set out therein and return the completed Exit Opportunity Participation Form by post to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6AH to arrive no later than 1.00 p.m. on 11 September 2024. A pre-paid reply envelope for use in the United Kingdom is enclosed for your convenience.
- Minority Shareholders who hold Ordinary Shares in CREST who wish to participate in the Exit Opportunity should comply with the procedures set out in the Part 3 of this document headed "Procedures for Minority Shareholders selling Ordinary Shares" in respect of transferring uncertificated Ordinary Shares in escrow through CREST. The Transfer To Escrow instruction must settle by no later than 1.00 p.m. on 11 September 2024.

Shareholders who return an Exit Opportunity Participation Form or who complete an acceptance in CREST are still permitted to vote their Ordinary Shares at the General Meeting and so should also return a Form of Proxy as set out in Section 12 below.

Pursuant to Rule 35.3 of the Takeover Code, except with the consent of the Panel, within 6 months of the closure of the Exit Opportunity, Crown Ocean Capital will not be able to acquire any interest in Ordinary Shares in the Company on more favourable terms than those made available under the Exit Opportunity.

## **6 Payment of Consideration**

The following methods and currencies will be available for the payment of the purchase price in respect of the Exit Opportunity:

- to Minority Shareholders who hold their Ordinary Shares in certificated form will be made, by way of cheque, in £; and
- to Minority Shareholders who hold their Ordinary Shares in CREST will be made through CREST, by Computershare Investor Services PLC (on behalf of Crown Ocean Capital) procuring the creation of a payment obligation in favour of the payment banks of accepting Shareholders in accordance with the CREST payment arrangements, in £.

## **7 Re-registration**

Following the proposed Cancellation, the Board believes that the requirements and associated costs of the Company maintaining its public company status will be difficult to justify and that the Company will benefit from the more flexible requirements and lower overhead costs associated with private limited company status. It is therefore proposed to re-register the Company as a private limited company.

In connection with the Re-registration, it is proposed that the New Articles be adopted to reflect the change in the Company's status to a private limited company. The principal effects of the adoption of the New Articles on the rights and obligations of Shareholders and the Company are summarised in Part 2 of this document and a copy of the New Articles, is available on the Company's website at the following link (and will also be available for inspection at the General Meeting): [www.bowleven.com](http://www.bowleven.com).

Subject to and conditional upon the Cancellation and the passing of the Re-registration Resolution, an application will be made to the Registrar of Companies for the Company to be re-registered as a private limited company. Re-registration will take effect when the Registrar of Companies issues a certificate of incorporation on Re-registration. The Registrar of Companies will not issue the certificate of incorporation on Re-registration until the Registrar of Companies is satisfied that no valid application can be made to cancel the resolution to re-register as a private limited company. Any such application must be made within 28 days after the passing of the Re-Registration resolution and may be made on behalf of the persons entitled to make it by such one or more of their number as they may appoint for the purpose.

Under the Act, it is a requirement that Re-registration and adoption of the New Articles must be approved by not less than 75 per cent. of votes cast by shareholders at a general meeting. Accordingly, the Notice of General Meeting set out at Part 5 of this document contains special resolutions to approve the Cancellation, Re-registration and the adoption of the New Articles.

If the Re-registration Resolution is passed at the General Meeting and the Registrar of Companies issues a certificate of incorporation on Re-registration, it is anticipated that the Re-registration will become effective by 25 September 2024.

## **8 Process for the Cancellation**

Under Rule 41 of the AIM Rules, it is a requirement that the Cancellation must be approved by not less than 75 per cent. of votes cast by shareholders at a general meeting. In addition, any AIM quoted company that wishes for the London Stock Exchange to cancel the admission of its shares to trading on AIM is required to notify shareholders and to separately inform the London Stock Exchange of its preferred cancellation date at least 20 Business Days prior to such date.

Accordingly, the Board are hereby convening the General Meeting to vote on the Cancellation Resolution and have notified the London Stock Exchange of the Company's intention, subject to the Cancellation Resolution being passed at the General Meeting, to cancel the Company's admission of the Ordinary Shares to trading on AIM on 24 September 2024. The Cancellation will not take effect until at least five clear Business Days have passed following the passing of the Cancellation Resolution and a dealing notice has been issued.

If the Cancellation Resolution is passed at the General Meeting, it is proposed that the last day of trading in Ordinary Shares on AIM will be 23 September 2024 and that the Cancellation will take effect at 7.00 a.m. on 24 September 2024.

As set out in Section 13 below:

- Crown Ocean Capital, the Company's largest shareholder, which is currently interested in approximately 58.33 per cent. of the Ordinary Shares; and
- Eli Chahin, the Company's Chief Executive Officer, (who is currently interested in approximately 0.35 per cent. of the Ordinary Shares),

have each given an irrevocable undertaking to the Company to vote in favour of the Resolutions. As a result, the Board considers it likely that the Resolutions will be passed at the General Meeting. This does not, however, preclude Shareholders from attending and voting (whether in person or proxy) at the General Meeting.

## **9 Principal effects of the Cancellation and Matched Bargain Facility**

### *Principal effects of the Cancellation*

The Board considers that, in deciding whether or not to vote in favour of the Cancellation, Minority Shareholders should take their own independent advice and consider carefully the disadvantages and advantages of the Cancellation (including, but not limited to, those set out below) in light of their own financial circumstances and investment objectives.

The principal effects of the Cancellation will include the following:

- (i) there will no longer be a formal market mechanism enabling Shareholders to trade their Ordinary Shares on AIM or any other recognised market or trading exchange (other than the limited off-market mechanism that will be provided by the Matched Bargain Facility) and no price will be publicly quoted for the Ordinary Shares;
- (ii) in the absence of a formal market and quoted price, it may be difficult for Shareholders to determine the market value of their investment in the Company at any given time;
- (iii) the Ordinary Shares may be more difficult to sell compared to shares of companies traded on AIM (or any other recognised market or trading exchange);
- (iv) it is possible that, following the publication of this document, the liquidity and marketability of the Ordinary Shares may be significantly reduced and their value adversely affected (however, as set out above, the Directors believe that the existing liquidity in the Ordinary Shares is, in any event, limited);
- (v) the Company will be a private limited company registered with the Registrar of Companies in Scotland in accordance with and subject to the Companies Act 2006 and the New Articles.
- (vi) the regulatory and financial reporting regime applicable to companies whose shares are admitted to trading on AIM will no longer apply and the Company will no longer be required to comply with the AIM Rules (and accordingly, Shareholders will no longer be afforded the protections given by the AIM Rules). In particular, and among other things:
  - (A) the Company will not be required to make any public announcements of price sensitive information or material events, announce its interim or final results, comply with any of the corporate governance practices applicable to AIM companies, announce substantial transactions and related party transactions, comply with the requirement to obtain shareholder approval for reverse takeovers and fundamental changes in the Company's business, or maintain a website containing the information required by the AIM Rules;
  - (B) Shore Capital & Corporate Limited will cease to be the Company's nominated adviser and the Company will cease to retain a nominated adviser, and Shore Capital Stockbrokers Limited will cease to be the Company's broker and the Company will cease to retain a broker.
- (vii) the levels of disclosure and corporate governance within the Company may not be as stringent as for a company quoted on AIM;

- (viii) the Company will no longer be subject to UK MAR regulating inside information (among other things);
- (ix) the Company will no longer be subject to the Disclosure Guidance and Transparency Rules and will therefore, among other things, no longer be required to publicly disclose major shareholdings in the Company;
- (x) whilst it is expected that the Company's CREST facility will remain in place immediately post the Cancellation becoming effective, the Company's CREST facility may be cancelled in the future and, although the Ordinary Shares will remain transferable following the Cancellation, they may cease to be transferable through CREST (in which case, Shareholders who hold Ordinary Shares in CREST will receive share certificates);
- (xi) the Board currently proposes to procure that the Company continues to maintain its website [www.bowleven.com](http://www.bowleven.com) and to post updates on that website from time to time, although as described above, Shareholders should be aware that there will be no obligation on the Company to include the information required under Rule 26 of the AIM Rules or to make announcements and/or update the website as required by the AIM Rules and there is no obligation on the Company or future Board directors to maintain the website or post updates to it;
- (xii) the Cancellation might have either positive or negative taxation consequences for Shareholders. Shareholders who are in any doubt about their tax position should consult their own professional independent adviser immediately.
- (xiii) following the Cancellation, all transfers of Ordinary Shares will be liable for stamp duty or SDRT (unless a relevant exemption or relief applies to a particular transfer); and
- (xiv) following the Cancellation and Re-registration it is expected that the Company will no longer remain subject to the Takeover Code, in relation to which further details are set in Section 10 below.

There will be no change to the composition of the Board immediately following the Cancellation and Re-registration.

**The above considerations are not exhaustive and Shareholders should seek their own independent advice when assessing the likely impact of the Cancellation on them, and their shareholding in the Company and whether or not to vote in favour of the Cancellation.**

#### *Matched Bargain Facility*

The Directors are aware that Shareholders may wish to acquire or dispose of Ordinary Shares in the Company following the Cancellation, to the extent that they haven't availed themselves of the Exit Opportunity in full or sold their shares on AIM before the Cancellation takes effect. Should the Cancellation Resolution be approved by Shareholders at the General Meeting, the Company is seeking to implement a Matched Bargain Facility which is to be provided by J P Jenkins. J P Jenkins is an appointed representative of Prosper Capital LLP, which is authorised and regulated by the FCA.

Under the Matched Bargain Facility, Shareholders or persons wishing to acquire or dispose of Ordinary Shares will be able to leave an indication with J P Jenkins, through their stockbroker (J P Jenkins is unable to deal directly with members of the public), of the number of Ordinary Shares that they are prepared to buy or sell at an agreed price. In the event that J P Jenkins is able to match that order with an opposite sell or buy instruction, it would contact both parties and then effect the bargain (trade). Shareholdings remain in CREST and can be traded during normal business hours via a UK regulated stockbroker. Should the Cancellation become effective and the Company puts in place the Matched Bargain Facility, details will be made available to Shareholders on the Company's website at [www.bowleven.com](http://www.bowleven.com).

The Matched Bargain Facility is expected to operate for a minimum of 12 months after the Cancellation. The Directors' current intention is that it will be put in place and continue beyond that time; however, Shareholders should note that there is a risk that it may not be put in place and could be withdrawn and there can be no guarantee that the Matched Bargain Facility will be kept in place indefinitely, which could inhibit the ability to trade the Ordinary Shares. Further details will be communicated to the Shareholders at the relevant time.



**If Shareholders wish to buy or sell Ordinary Shares prior to the Cancellation becoming effective, they can either participate in the Exit Opportunity (in respect of a sale of their Ordinary Shares), or buy or sell shares on or before the last day of dealings in the Ordinary Shares on AIM. As noted above, in the event that Shareholders approve the Cancellation, it is anticipated that the last day of dealings in the Ordinary Shares on AIM will be 23 September 2024 and that the effective date of the Cancellation will be 24 September 2024.**

## **10 Takeover Code**

The Takeover Code applies to all offers for companies which have their registered offices in the United Kingdom, the Channel Islands or the Isle of Man if any of their equity share capital or other transferable securities carrying voting rights are admitted to trading on a UK regulated market or a UK multilateral trading facility or on any stock exchange in the Channel Islands or the Isle of Man.

The Takeover Code currently applies to the Company. However, as noted above, given Crown Ocean Capital currently holds more than 50 per cent. of the Company's voting rights, it is able to acquire further interests in Ordinary Shares without incurring any obligation to make a general offer to all shareholders under Rule 9 of the Takeover Code.

The Takeover Code also applies to all offers for companies (both public and private) which have their registered offices in the United Kingdom, the Channel Islands or the Isle of Man and which are considered by the Panel to have their place of central management and control in the United Kingdom, the Channel Islands or the Isle of Man, but in relation to private companies only if one of a number of conditions is met – for example, if the company's shares were admitted to trading on a UK regulated market or a UK multilateral trading facility or on any stock exchange in the Channel Islands or the Isle of Man at any time in the preceding ten years.

If the Cancellation and Re-registration are approved by Shareholders at the General Meeting, the Company will be re-registered as a private company and its securities will no longer be admitted to trading on a regulated market or a multilateral trading facility in the United Kingdom. In these circumstances, the Takeover Code will only apply to the Company if it is considered by the Panel to have its place of central management and control in the United Kingdom, the Channel Islands or the Isle of Man. This is known as the "residency test". In determining whether the residency test is satisfied, the Panel has regard primarily to whether a majority of a company's directors are resident in these jurisdictions.

**The majority of the Directors are currently resident outside the United Kingdom the Channel Islands or the Isle of Man. Accordingly, the Panel has confirmed to the Company that, following the Cancellation and Re-registration, the Takeover Code will cease apply to the Company, and the Company and its shareholders will therefore not have the benefit of the protections the Takeover Code affords.**

This includes the requirement for a mandatory cash offer to be made if either:

- a person acquires an interest in shares which, when taken together with the shares in which persons acting in concert with it are interested, increases the percentage of shares carrying voting rights in which it is interested to 30 per cent. or more; or
- a person, together with persons acting in concert with it, is interested in shares which in the aggregate carry not less than 30 per cent. of the voting rights of a company but does not hold shares carrying more than 50 per cent. of such voting rights and such person, or any person acting in concert with it, acquires an interest in any other shares which increases the percentage of shares carrying voting rights in which it is interested. The Takeover Code could apply to the Company in the ten-year period from the date of the Re-registration if the composition of the Board, or residency of the Directors, were to change such that the Company would have its place of central management and control in the United Kingdom, the Channel Islands or the Isle of Man. Following the expiry of the ten year period from the date of the Re-registration, the Company would not in any circumstances be subject to the provisions of the Takeover Code.

However, the Board also notes that if amendments to the Takeover Code proposed in consultation paper PCP2024/1 (published by the Takeover Panel on 24 April 2024) are adopted, then the Takeover Code would cease to apply to the Company after a period of 3 years following the implementation of these amendments, irrespective of the composition of the Board.

Brief details of the Panel, and of the protections afforded by the Takeover Code (which will cease to apply following the Cancellation and Re-registration), are set out in Part 4 of this document.

In the context of the Proposals and the Exit Opportunity, with the agreement of the Directors of the Company, the Panel has granted certain dispensations such that this Circular does not comply with all the requirements of an offer document and the Company is not in an offer period as defined in the Takeover Code.

### **11. Director responsibility**

The Directors, whose names appear on page 6 of this document, accept individual and collective responsibility for the information contained in this document (other than the information which describes Crown Ocean Capital or its intentions, which is the responsibility of the directors of Crown Ocean Capital), including individual and collective responsibility for compliance with the AIM Rules. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information. The directors of Crown Ocean Capital accept responsibility for any information in this document which describes Crown Ocean Capital or its intentions. To the best of the knowledge and belief of Konstantin Stoyanov, Christian Petersmann and Oskar Nilner, being the directors of Crown Ocean Capital, and who have taken all reasonable care to ensure that such is the case, the information in this document for which it accepts responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

### **12 Current trading**

Since the Company's interim results for the period ended 31 December 2023, announced on 27 March 2024, and the Company's recently completed open offer raising gross proceeds of approximately £1.56 million, announced on 3 April 2024, the Group has continued trading without any material changes and continues to be reliant on the financial support of Crown Ocean Capital.

### **13 General Meeting actions to be taken**

The Cancellation, Re-registration and the adoption of the New Articles requires the passing of the Cancellation Resolution and the Re-registration Resolution at the General Meeting. Accordingly, a Notice of the General Meeting convening a meeting to be held at The Office Group, Borough Yards, 13 Dirty Lane, London, SE1 9PA on 28 August 2024 at 11.00 a.m. is set out at Part 5 of this document.

Whether or not you propose to attend the General Meeting, you are requested to complete the Form of Proxy in accordance with the instructions printed thereon and return it, duly signed, together with any power of attorney under which it is executed, as soon as possible but in any event so as to arrive not later than 11.00 a.m. on 23 August 2024. Completion and return of a Form of Proxy will not preclude a member from attending and voting at the General Meeting should they wish. Shareholders who return a completed Exit Opportunity Participation Form shall still be permitted to vote their shares at the General Meeting and so should also return a Form of Proxy.

### **14 Irrevocable undertakings**

The Board has received an irrevocable undertaking from Crown Ocean Capital (representing approximately 58.33 per cent. of the Ordinary Shares), to vote in favour of the Resolutions which remains binding subject to a long stop date of 24 September 2024 on which it terminates. The irrevocable undertaking from Crown Ocean Capital also requires Crown Ocean Capital to provide the Exit Opportunity on the terms and conditions set out in this document.

The Board has received an irrevocable undertaking from Eli Chahin, the Company's Chief Executive Officer, (representing approximately 0.35 per cent. of the Ordinary Shares), to vote in favour of the Resolutions which remains binding subject to a long stop date of 24 September 2024 on which it terminates.

Accordingly, the Board considers it likely that the Resolutions will be passed at the General Meeting.

### **15 Director intentions**

Eli Chahin, the Company's Chief Executive Officer, will not participate in the Exit Opportunity. None of the other Directors hold any Ordinary Shares in the Company.

## 16 Recommendation

The Board considers the Cancellation, the Re-registration and the adoption of the New Articles to be in the best interests of Shareholders as a whole. Accordingly, the Board recommends that Shareholders vote in favour of the Resolutions.

**The Board also considers it appropriate that those Minority Shareholders who are unable or unwilling to hold shares in the Company following the Cancellation should be given an opportunity to realise their investment under the Exit Opportunity. However, the Board makes no recommendation to Minority Shareholders in relation to their participation in the Exit Opportunity. Minority Shareholders should consider whether the Ordinary Shares remain a suitable investment in light of their own personal circumstances and investment objectives and consult their duly authorised independent advisers before they make a decision as to whether to sell some, all, or none of their Ordinary Shares, in order to obtain advice relevant to their particular circumstances. The Directors refer Minority Shareholders to certain pros and cons of the Exit Opportunity below.**

Nevertheless, Minority Shareholders should, when making their decision whether or not to avail themselves of the Exit Opportunity, bear in mind, *inter alia*, the following pros and cons of the Exit Opportunity:

### Pros of accepting the Exit Opportunity

- **The loss of the AIM quotation, and resultant loss of liquidity, should the Cancellation take effect.** If the Cancellation is effected, Shareholders who do not participate in the Exit Opportunity will hold unlisted Ordinary Shares and, as minority shareholders, would not be afforded the same level of liquidity as was afforded to them whilst the Company was quoted on the AIM market of the London Stock Exchange. Consequently, notwithstanding the Matched Bargain Facility, the liquidity, marketability and realisable value of the Ordinary Shares could be significantly adversely affected and Shareholders' ability to dispose of their Ordinary Shares would likely be materially reduced;
- **The loss of the protections of the AIM Rules, particularly with regard to approvals and disclosure obligations, should the Cancellation take effect.** Should the Cancellation take effect, the Company will no longer be subject to the disclosure obligations of UK MAR and Shareholders will not benefit from the various disclosure obligations and shareholder protections contained in the AIM Rules, including that the Company will not be required to make public announcements of price sensitive information or material events, publish interim results, comply with any of the corporate governance practices applicable to AIM companies, announce substantial transactions and related party transactions, comply with the requirement to obtain shareholder approval for reverse takeovers and fundamental changes in the Company's business, or maintain a website containing the information required by the AIM Rules;
- **Crown Ocean Capital's controlling shareholding position.** Crown Ocean Capital currently has voting control over the Company and will continue to be in a position to ensure the approval, or rejection, of ordinary resolutions of the Company and determine the overall strategy of Bowleven including, for example, the appointment and removal of directors and the dividend policy or cessation of any dividends.
- **The expected loss of the protections of the Takeover Code, should the Cancellation take effect.** Following the Cancellation, as the Company's central management and control will reside outside of the UK, Shareholders will not benefit from the protections of the Takeover Code, including the requirement for a mandatory cash offer to be made for all of the Company's Ordinary Shares where a person acquires an interest in the Ordinary Shares which increases the percentage of the Ordinary Shares carrying voting rights in which it is interested to 30 per cent. or more, or which increases an interest of not less than 30 per cent. but not more than 50 per cent. of the Ordinary Shares carrying voting rights;
- **The Exit Opportunity purchase price represents a 3.93 per cent. premium to the 3-month Volume Weighted Average Price and a 17.32 per cent. premium to the 6-month Volume Weighted Average Price to 8 August 2024;** and
- **The Exit Opportunity is being made available now and there is no assurance that any exit opportunity may be made available in future, including at this price.** The Ordinary Shares already have low levels of liquidity and the Exit Opportunity allows Shareholders to realise their investment in Bowleven in full in cash.

### **Cons of accepting the Exit Opportunity**

- **The Company continues to believe that its interest in the Etinde Permit represents considerable value over the long-term.** The Etinde Permit lies in shallow water in the prolific Rio del Rey Basin, and contains a number of liquid-rich gas hydrocarbon reservoirs. Payment of \$25m is due to the Company from the JV Partners once FID is reached on the development of the Etinde field. The Board believes that value may be realised from the Etinde Permit as the asset is de-risked and brought closer to development. Accordingly, those Shareholders willing and able (depending on their circumstances) to accept the risks associated with remaining as an investor in an unlisted company controlled by Crown Ocean Capital, may wish to remain as Shareholders to maintain their exposure to the Company and Etinde but the Board is not making any recommendation to this (or any other) effect.

Yours faithfully

**Jack Arnoff**  
*Chairman*

## **PART 2**

### **PRINCIPAL CHANGES ARISING FROM THE RE-REGISTRATION AND THE NEW ARTICLES**

#### **1 Accounts**

A public company is required to file its accounts within six months following the end of its financial year and then to circulate copies of the accounts to Shareholders. Following the Re-registration and the adoption of the New Articles, the period for the preparation of accounts is extended to nine months following the end of the financial year. The Company will still be required to circulate accounts to Shareholders (although the period for doing so is extended for private companies).

#### **2 General meetings and resolutions**

A public company is required to hold an annual general meeting of Shareholders each year, whereas a private company is not. Therefore, following the Re-registration and the adoption of the New Articles the Company is not expected to hold annual general meetings.

In addition, after the Re-registration, resolutions of the Shareholders of the Company may be obtained via written resolutions, rather than via physical meetings. This is done by obtaining the approval in writing to that resolution of the holders of a majority of voting shares then in issue (in the case of ordinary resolutions) and the holders of 75 per cent. of the voting shares then in issue (in the case of special resolutions).

#### **3 Directors**

The Company's existing articles of association contain provisions requiring each Director to retire from office at the third annual general meeting after the annual general meeting or general meeting (as the case may be) at which he was appointed or last re-elected. These provisions have been removed in the New Articles.

#### **4 Issue of shares for non-cash consideration**

As a public company, there are restrictions on the ability of the Company to issue new shares, for example, by requiring the Company to obtain a valuation report in the case of shares issued for non-cash consideration. These restrictions will not apply following the Re-registration and adoption of the New Articles.

#### **5 Refusal to register a share transfer**

The Board will in the New Articles have absolute discretion to refuse to register any share transfer that is not made in accordance with the share transfer provisions in the New Articles (whether the share is paid up or not).

#### **6 Financial assistance, reductions of capital and purchase of own shares out of capital**

As a public limited company, the Company is currently prohibited from performing actions which constitute financial assistance for the acquisition of its own shares. This limits the ability of the Company to engage in certain transactions. However, following the Re-registration, these restrictions will no longer apply.

In addition, the Company must currently obtain the sanction of the Court for any reduction of capital, which can be a lengthy and expensive process. However, following the Re-registration, the Company will be able to take advantage of more flexible provisions applicable to private companies, which do not require the approval of the Court. Similarly, following Re-registration, the Company will be able to effect buy backs of shares out of capital, which it is currently prohibited from doing as a public limited company.

#### **7 Drag along and tag along provisions**

The New Articles contain drag along and tag along provisions which would apply in the case of certain proposed transfers of shares.

#### **8 Company Secretary**

As a public company, the Company is required to appoint a company secretary. There is no such requirement for private company although the Company may appoint one should it wish.

## **9 Removal of unnecessary provisions and simplification**

The New Articles will not contain many of the detailed provisions of the existing articles of association which are common for listed companies, and which will not be necessary for the Company following the Cancellation. Many of these provisions duplicate provisions of company law or can be simplified.

These include provisions relating to:

- 9.1 the form of resolutions;
- 9.2 the requirement to keep accounting records;
- 9.3 commissions; and
- 9.4 interest in shares.

The existing rights attaching to the Deferred Shares will not be amended by the adoption of the New Articles.

## PART 3

### PROCEDURE FOR MINORITY SHAREHOLDERS SELLING ORDINARY SHARES

There are different procedures for sale under the Exit Opportunity depending on whether your Ordinary Shares are held in certificated or uncertificated form.

If you hold Ordinary Shares in certificated form, you may seek to sell only by completing and returning the Exit Opportunity Participation Form in accordance with the procedure set out in paragraph 1 below.

If you hold Ordinary Shares in uncertificated form (that is, in CREST), you may seek to sell only by TTE Instruction in accordance with the procedure set out in paragraph 2 below and, if those Ordinary Shares are held under different account IDs, you should send a separate TTE Instruction for each member account ID.

If you are in any doubt as to how to complete the Exit Opportunity Participation Form or as to the procedure for sale under the Exit Opportunity, please contact Computershare Investor Services PLC by telephone on +44 (0) 370 707 1284. Additional Exit Opportunity Participation Forms are available from Computershare Investor Services PLC by telephone on +44 (0) 370 707 1284.

Please note that, for legal reasons, Computershare Investor Services PLC is only able to provide information contained in this document, information relating to the Company's register of members and information regarding completion of forms and is unable to give advice on the merits of the Exit Opportunity or to provide legal, financial, tax or investment advice. You are reminded that, if you are a CREST sponsored member, you should contact your CREST sponsor before taking any action.

#### **1 Procedure for Ordinary Shares held in certificated form.**

##### **1.1 Completion of Exit Opportunity Participation Forms**

To sell your Ordinary Shares held in certificated form, (that is, not in CREST) you must complete, sign and return the Exit Opportunity Participation Form in accordance with the instructions printed on the Exit Opportunity Participation Form.

##### **1.2 Return of Exit Opportunity Participation Forms**

The completed and signed Exit Opportunity Participation Form should be sent by post to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6AH, so as to arrive no later than 1.00 p.m. on 11 September 2024. No Exit Opportunity Participation Forms received after this time will be accepted. Pre-paid reply envelopes are enclosed with the Exit Opportunity Participation Forms. No acknowledgement of receipt of documents will be given and all documents sent to, from, by or on behalf of the Shareholder are sent at his/her own risk.

The completed and signed Exit Opportunity Participation Form should be accompanied by the relevant Ordinary Share certificate(s) and/or other document(s) of title. If your Ordinary Share certificate(s) and/or other document(s) of title are not readily available (for example, if they are with your stockbroker, bank or other agent or have been lost), the Exit Opportunity Participation Form should nevertheless be completed, signed and returned as described above so as to be received by Computershare Investor Services PLC not later than 1.00 p.m. on 11 September 2024 together with any Ordinary Share certificate(s) and/or other document(s) of title you may have available, accompanied by a letter stating that the (remaining) Ordinary Share certificate(s) and/or other document(s) of title will be forwarded as soon as possible thereafter.

If you have lost your Ordinary Share certificate(s) and/or other document(s) of title, you should write to the Company's Registrars, Computershare Investor Services PLC, for a letter of indemnity in respect of the lost Ordinary Share certificate(s) which, when completed in accordance with the instructions given, should be returned to Computershare Investor Services PLC as soon as possible at the address referred to at the beginning of paragraph 1.2.

The Receiving Agent, acting as your agent, will effect such procedures as are required to transfer your Ordinary Shares to Crown Ocean Capital under the Exit Opportunity.

### 1.3 **Validity of Exit Opportunity Participation Forms**

Notwithstanding the powers in paragraph 4 below, the Receiving Agent (acting on the instruction of Crown Ocean Capital), reserves the right to treat as valid only Exit Opportunity Participation Forms which are received entirely in order by 1.00 p.m. on 11 September 2024, which are accompanied by the relevant Ordinary Share certificate(s) and/or other document(s) of title or a satisfactory indemnity in lieu thereof. The decision of the Receiving Agent (acting on the instruction of Crown Ocean Capital) as to validity shall be conclusive and binding on Shareholders who participate in the Exit Opportunity.

## 2 **Procedure for Ordinary Shares held in uncertificated form**

### 2.1 **CREST Transfer Instruction**

If the Ordinary Shares which you wish to sell are held in uncertificated form (that is, in CREST), you must take (or procure to be taken) the action set out below to transfer (by means of a TTE Instruction) the number of Ordinary Shares which you wish to sell in the Exit Opportunity to an escrow balance, specifying Computershare Investor Services PLC in its capacity as a CREST Receiving Agent under its participant ID (referred to below) as the escrow agent, as soon as possible and, in any event, so that the transfer to escrow settles not later than 1.00 p.m. on 11 September 2024.

If you are a CREST sponsored member, you should refer to your CREST sponsor before taking any action. Only your CREST sponsor will be able to send the TTE Instruction to CREST Co in relation to the Ordinary Shares which you wish to sell.

You should send (or, if you are a CREST sponsored member, procure that your CREST sponsor sends) a TTE Instruction to Euroclear, which must be properly authenticated in accordance with Euroclear's specification and which must contain, in addition to the other information that is required for the TTE Instruction to settle in CREST, the following details:

- the ISIN number for the Ordinary Shares, this is: GB00B04PYL99;
- the number of Ordinary Shares to be transferred to an escrow balance;
- your member account ID;
- your participant ID;
- the participant ID of the escrow agent, Computershare Investor Services PLC, in its capacity as a CREST receiving agent, this is: 8RA14;
- the member account ID of the escrow agent, Computershare Investor Services PLC, this is BOWCOC01;
- the Corporate Action Number for the Exit Opportunity. This is allocated by Euroclear and can be found by viewing the relevant corporate action details in CREST;
- the Intended Settlement Date for the TTE instruction. This should be as soon as possible and, in any event, by no later than 1.00 p.m. on 11 September 2024;
- input with standard delivery instructions of 90; and
- a contact name and number in the shared note field on the TTE Instruction.

After settlement of the TTE Instruction, you will not be able to access the Ordinary Shares concerned in CREST for any transaction or for charging purposes, notwithstanding that they will be held by Computershare Investor Services PLC as your agent until completion of the Exit Opportunity. At the completion of the Exit Opportunity, Computershare Investor Services PLC will transfer the Ordinary Shares which are accepted for purchase by Crown Ocean Capital to itself as agent for Crown Ocean Capital, for onward transfer to Crown Ocean Capital.

You are recommended to refer to the CREST Manual published by Euroclear for further information on the CREST procedures outlined above.

### 2.2 **CREST Procedures and Timings**

You should note that Euroclear does not make available special procedures in CREST, for any particular corporate action. Normal system timings and limitations will therefore apply in connection with a TTE



Instruction and its settlement. You should therefore ensure that all necessary action is taken by you (or by your CREST sponsor) to enable a TTE Instruction relating to your Ordinary Shares to settle prior to 1.00 p.m. on 11 September 2024. In connection with this, you are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

Deposits of Ordinary Shares into, and withdrawals of Ordinary Shares from, CREST normal procedures (including timings) apply in relation to any Ordinary Shares that are, or are to be, converted from uncertificated to certificated form, or from certificated to uncertificated form, during the course of the Exit Opportunity (whether such conversion arises as a result of a transfer of Ordinary Shares or otherwise). Shareholders who are proposing to convert any such Ordinary Shares are recommended to ensure that the conversion procedures are implemented in sufficient time to enable the person holding or acquiring the Ordinary Shares as a result of the conversion to take all necessary steps in connection with such person's participation in the Exit Opportunity (in particular, as regards delivery of Ordinary Share certificates and/or other documents of title or transfer to an escrow balance as described above) prior to 1.00 p.m. on 11 September 2024.

If you are in any doubt as to the procedures for tendering Ordinary Shares in CREST, if you are a registered Shareholder, please contact Computershare Investor Services PLC by telephone on +44 (0) 370 707 1284. You are reminded that, if you are a CREST sponsored member, you should contact your CREST sponsor before taking any action.

### **3 Settlement**

#### **3.1 Closing of the Exit Opportunity**

The Exit Opportunity will close for acceptances from Shareholders at 1.00 p.m. on 11 September 2024 and it is expected that on 12 September 2024, the Company will make a public announcement of the total number of Ordinary Shares acquired by Crown Ocean Capital under the Exit Opportunity.

The Exit Opportunity is conditional upon the Resolutions being passed at the General Meeting.

#### **3.2 Payment of Purchase Price**

Delivery of cash to Shareholders for the Ordinary Shares to be purchased pursuant to the Exit Opportunity will be made by the Receiving Agent. Cash payments will be settled in £.

The Receiving Agent will act as agent for Shareholders participating in the Exit Opportunity, for the purpose of receiving the cash and transmitting such cash to such Shareholders. Save as set out in paragraph 5.9 hereto, under no circumstances will interest be paid on the cash to be paid by the Company, Crown Ocean Capital or the Receiving Agent regardless of any delay in making such payment.

#### **3.3 Return of Documents**

If any Ordinary Shares are not purchased because of an invalid submission or because the Resolutions are not passed, relevant certificates evidencing any such Ordinary Shares and other documents of title, if any, will be returned or sent as promptly as practicable, without expense to, but at the risk of, the participating Shareholder, or in the case of Ordinary Shares held in uncertificated form (that is, in CREST), the Receiving Agent will provide instructions to Euroclear to transfer all Ordinary Shares held in escrow balances by TFE instruction to the original available balances to which those Ordinary Shares relate.

#### **3.4 Settlement of the Consideration**

Settlement of the consideration to which any Shareholder is entitled pursuant to valid submissions accepted by the Receiving Agent (on behalf of Crown Ocean Capital):

3.4.1 where the Ordinary Shares are held in certificated form (that is, not in CREST) will be made by way of cheque. Cheques for the consideration due will be despatched by Computershare Investor Services PLC by first class post to the person or agent whose name and address is set out in Box 1A (or, if relevant, Box 4 of the Exit Opportunity Participation Form) at such person's risk. All cash payments will be made in £ (i) on or before 11 September 2024 in relation to valid tenders in the Exit Opportunity received on or before 28 August 2024, or (ii) within

14 calendar days of acceptance of the Exit Opportunity in relation to valid tenders in the Exit Opportunity received after 28 August 2024 and before the Exit Opportunity closes.

- 3.4.2 where the Ordinary Shares are held in uncertificated form (that is, in CREST) will be paid through CREST, by Computershare Investor Services PLC (on behalf of Crown Ocean Capital) procuring the creation of a payment obligation in £ in favour of the payment banks of accepting Shareholders in accordance with the CREST payment arrangement and shall be made (i) on or before 11 September 2024 in relation to valid tenders in the Exit Opportunity received on or before 28 August 2024, or (ii) within 14 calendar days of acceptance of the Exit Opportunity in relation to valid tenders in the Exit Opportunity received after 28 August 2024 and before the Exit Opportunity closes.

The payment of any consideration to Shareholders for Ordinary Shares pursuant to the Exit Opportunity will be made only after the relevant TTE Instruction has settled or (as the case may be) timely receipt by the Receiving Agent of certificates and/or other requisite documents evidencing such Ordinary Shares, a properly completed and duly executed Exit Opportunity Participation Form and any other documents required by the Exit Opportunity.

If only part of a holding of Ordinary Shares held in certificated form is sold pursuant to the Exit Opportunity, the relevant Shareholder will be entitled to receive a certificate in respect of the balance of the remaining Ordinary Share(s) that remain unsold.

#### **4 Representations, Warranties and Undertakings**

Each Shareholder by whom, or on whose behalf, an Exit Opportunity Participation Form is executed or a TTE instruction is input irrevocably undertakes, represents, warrants and agrees to and with the Receiving Agent (on behalf of Crown Ocean Capital) so as to bind him, his personal representatives, heirs, successors and assigns that:

- 4.1 the execution of the Exit Opportunity Participation Form or input of a TTE instruction (which shall have effect as a participation in the Exit Opportunity) shall constitute an offer to sell to Crown Ocean Capital pursuant to the Exit Opportunity the number of Ordinary Shares inserted in Box 1A of the Exit Opportunity Participation Form or included in the TTE instruction, in each case, on and subject to the terms and conditions set out or referred to in this document and/or the Exit Opportunity Participation Form and that, once lodged, such offer shall be irrevocable;
- 4.2 such Shareholder has full power and authority to sell, assign or transfer the Ordinary Shares in respect of which such Exit Opportunity is accepted (together with all rights attaching thereto) and, when the same are purchased by Crown Ocean Capital, Crown Ocean Capital will acquire such Ordinary Shares with full title guarantee and free from all liens, charges, encumbrances, equitable interests, rights of pre-emption or other third party rights of any nature and together with all rights attaching thereto on or after the date of this document, including the right to receive all dividends and other distributions declared, paid or made after that date;
- 4.3 the execution of the Exit Opportunity Participation Form will constitute the irrevocable appointment of any director or officer of the Receiving Agent or the Company as such Shareholder's attorney and/or agent ("**attorney**"), and an irrevocable instruction to the attorney to complete and execute all or any instruments of transfer and/or other documents at the attorney's discretion in relation to the Ordinary Shares referred to in sub-paragraph (a) above in favour of Crown Ocean Capital or such other person or persons as Crown Ocean Capital may direct and to deliver such instrument(s) of transfer and/or other documents at the discretion of the attorney, together with the Share certificate(s) and/or other document(s) relating to such Ordinary Shares, for registration within six months of the closing of the Exit Opportunity and to do all such other acts and things as may in the opinion of such attorney be necessary or expedient for the purpose of, or in connection with, the Exit Opportunity and to vest in Crown Ocean Capital or its nominee(s) or such other person(s) as Crown Ocean Capital may direct;
- 4.4 the input of the TTE instruction will constitute the irrevocable appointment of Computershare Investor Services PLC as such Shareholder's escrow agent and an irrevocable instruction and authority to the escrow agent, to transfer to Crown Ocean Capital by means of CREST (or to such person or persons as Crown Ocean Capital may direct) all of the Ordinary Shares referred to in sub-paragraph (a) above;

- 4.5 such Shareholder agrees to ratify and confirm each and every act or thing which may be done or effected by the Company and the Receiving Agent (on behalf of Crown Ocean Capital) or any of their directors or any person nominated by the Receiving Agent (on behalf of Crown Ocean Capital) or the Company in the proper exercise of its or his or her powers and/or authorities hereunder;
- 4.6 if such Shareholder holds Ordinary Shares in certificated form, he, she or it will deliver to Computershare Investor Services PLC their Share certificate(s) and/or other document(s) of title in respect of the Ordinary Shares referred to in sub-paragraph (a) above, or an acceptable indemnity in lieu thereof, or will procure the delivery of such document(s) to such person as soon as possible thereafter;
- 4.7 such Shareholder shall do all such acts and things as shall be necessary or expedient and execute any additional documents deemed by the Company or the Receiving Agent (on behalf of Crown Ocean Capital) to be desirable, in each case to complete the sale and purchase of the Ordinary Shares and/or to perfect any of the authorities expressed to be given hereunder;
- 4.8 such Shareholder has fully observed any applicable legal requirements and that the invitation under the Exit Opportunity may be made to and accepted by him under the laws of the relevant jurisdiction and such Shareholder is not accepting the Exit Opportunity from a Restricted Territory;
- 4.9 such Shareholder has not received or sent copies or originals of this document or the Exit Opportunity Participation Form or any related documents to a Restricted Territory and has not otherwise utilised in connection with the Exit Opportunity, directly or indirectly, the mails or any means or instrumentality (including, without limitation, facsimile transmission, internet, telex and telephone) of interstate or foreign commerce or of any facility of a national securities exchange, of any Restricted Territory, that the Exit Opportunity Participation Form has not been mailed or otherwise sent in, into or from any Restricted Territory and that such Shareholder is not accepting the Exit Opportunity from any Restricted Territory;
- 4.10 the provisions of the Exit Opportunity Participation Form shall be deemed to be incorporated into the terms and condition of the Exit Opportunity;
- 4.11 in the case of Ordinary Shares held in uncertificated form (that is, in CREST) the creation of a CREST payment in favour of such Shareholder's payment bank in accordance with the CREST payment arrangements will, to the extent of the obligations so created, discharge fully any obligation of Crown Ocean Capital (via the Receiving Agent) to pay to such Shareholder the cash consideration to which he is entitled under the Exit Opportunity;
- 4.12 in the case of Ordinary Shares held in certificated form, the despatch of a cheque by the Receiving Agent in respect of the consideration due to a Shareholder at his registered address or such other address as is specified in the Exit Opportunity Participation Form will constitute a complete discharge by Crown Ocean Capital of its obligations to make such payment to such Shareholder;
- 4.13 on execution the Exit Opportunity Participation Form takes effect as a deed; and
- 4.14 the execution and delivery of the Exit Opportunity Participation Form or the input of a TTE instruction constitutes such Shareholder's submission to the jurisdiction of the Court in relation to all matters arising out of or in connection with the Exit Opportunity or the Exit Opportunity Participation Form. A reference in this paragraph 4 to a Shareholder includes a reference to the person or persons executing the Exit Opportunity Participation Form and in the event of more than one person executing a Exit Opportunity Participation Form, the provisions of this paragraph will apply to them jointly and to each of them.

## **5 Additional Provisions**

### **5.1 Acceptance of Exit Opportunity**

All tenders of Ordinary Shares held in certificated form must be made on the relevant prescribed Exit Opportunity Participation Form, fully completed in accordance with the instructions set out therein which constitute part of the terms of the Exit Opportunity.

Each Shareholder may accept the Exit Opportunity for some of or all of their holding of Ordinary Shares. If the Receiving Agent (on behalf of Crown Ocean Capital) determines (in its absolute discretion) the Exit Opportunity Participation Form has not been validly completed, provided that the Exit Opportunity Participation Form is otherwise in order and accompanied by all other relevant documents, the tender may be accepted as a valid tender in respect of the whole of the tendering Shareholder's holding of Ordinary Shares.

## 5.2 **No revocation of acceptance**

Each Shareholder who tenders or procures the acceptance of Ordinary Shares in the Exit Opportunity will thereby be deemed to have agreed that such Shareholder will not revoke his tender or withdraw his Ordinary Shares. Shareholders should note that once tendered, Ordinary Shares may not be sold, transferred, charged or otherwise disposed of.

## 5.3 **Omission of delivery**

Any omission to despatch this document or the Exit Opportunity Participation Form or any notice required to be despatched under the terms of the Exit Opportunity to, or any failure to receive the same by any person entitled to participate in the Exit Opportunity shall not invalidate the Exit Opportunity in any way or create any implication that the Exit Opportunity has not been made to any such person.

## 5.4 **No acknowledgment**

No acknowledgement of receipt of any Exit Opportunity Participation Form, Ordinary Share certificate(s) and/or other document(s) of title will be given. All communications, notices, certificates, documents of title and remittances to be delivered by or sent to or from Shareholders (or their designated agents) will be delivered by or sent to or from such Shareholders (or their designated agents) at their own risk.

## 5.5 **Powers of Attorney**

All powers of attorney and authorities on the terms conferred by or referred to in this Part 3 or in the Exit Opportunity Participation Form are given by way of security for the performance of the obligations of the Shareholders concerned and are irrevocable in accordance with section 4 of the Powers of Attorney Act 1971.

## 5.6 **Governing Law**

The Exit Opportunity will be governed by and construed in accordance with English law.

## 5.7 **Defined Terms**

The definitions set out in this document apply to the terms and conditions set out in this Part 3

## 5.8 **Closing of Exit Opportunity**

The Exit Opportunity is open to Shareholders on the Company's register of members from the date of this document and will close at 1.00 p.m. on 11 September 2024. No Exit Opportunity Participation Form, Ordinary Share certificate(s) and/or other document(s) of title or indemnity or TTE Instruction received after that time will be accepted.

## 5.9 **Payment of Consideration**

The consideration payable by Crown Ocean Capital in respect of valid tenders in the Exit Opportunity is expected to be paid (i) on or before 11 September 2024 in relation to valid tenders in the Exit Opportunity received on or before 28 August 2024, or (ii) within 14 calendar days of acceptance of the Exit Opportunity in relation to valid tenders in the Exit Opportunity received after 28 August 2024 and before the Exit Opportunity closes. In the event that, at the fault of Crown Ocean Capital, consideration is not paid by Crown Ocean Capital to a Shareholder by such date then Crown Ocean Capital shall pay interest on such consideration to the relevant Shareholder at a rate of 2 per cent. per annum. Payment of the consideration in respect of the Exit Opportunity by Crown Ocean Capital to Euroclear on behalf of investors who hold through Euroclear shall constitute a valid discharge of Crown Ocean Capital's obligations to pay the consideration in respect of the Exit Opportunity in respect of investors who hold through Euroclear.

## 5.10 **Additional Copies**

Further copies of this document and copies of the Exit Opportunity Participation Form may be obtained on request from Computershare Investor Services PLC.

## PART 4

### THE TAKEOVER CODE

The Takeover Code applies to all offers for companies which have their registered office in the UK, the Channel Islands or the Isle of Man if any of their equity share capital or other transferable securities carrying voting rights are admitted to trading on a UK regulated market or a UK multilateral trading facility or on any stock exchange in the Channel Islands or the Isle of Man.

The Takeover Code also applies to all offers for companies (both public and private) which have their registered offices in the UK, the Channel Islands or the Isle of Man which are considered by the Takeover Panel (the “**Panel**”) to have their place of central management and control in the UK, the Channel Islands or the Isle of Man, but in relation to private companies only if one of a number of conditions is met, including that any of the company’s equity share capital or other transferable securities carrying voting rights have been admitted to trading on a UK regulated market or a UK multilateral trading facility or on any stock exchange in the Channel Islands or the Isle of Man at any time in the preceding ten years.

If the Cancellation and Re-registration are approved by Shareholders at the General Meeting, the Company will be re-registered as a private company and its securities will no longer be admitted to trading on a regulated market or a multilateral trading facility in the United Kingdom. In these circumstances, the Takeover Code will only apply to the Company if it is considered by the Panel to have its place of central management and control in the United Kingdom, the Channel Islands or the Isle of Man. This is known as the “residency test”. In determining whether the residency test is satisfied, the Panel has regard primarily to whether a majority of a company’s directors are resident in these jurisdictions.

**The majority of the Directors are currently resident outside the United Kingdom the Channel Islands or the Isle of Man. Accordingly, the Panel has confirmed to the Company that, following the Cancellation and Re-registration, the Takeover Code will cease apply to the Company, and the Company and its shareholders will therefore not have the benefit of the protections the Takeover Code affords.**

This includes the requirement for a mandatory cash offer to be made if either:

- (a) a person acquires an interest in shares which, when taken together with the shares in which persons acting in concert with it are interested, increases the percentage of shares carrying voting rights in which it is interested to 30% or more; or
- (b) a person, together with persons acting in concert with it, is interested in shares which in the aggregate carry not less than 30% of the voting rights of a company but does not hold shares carrying more than 50% of such voting rights and such person, or any person acting in concert with it, acquires an interest in any other shares which increases the percentage of shares carrying voting rights in which it is interested.

However, the Board also notes that if amendments to the Takeover Code proposed in consultation paper PCP2024/1 (published by the Takeover Panel on 24 April 2024) are adopted, then the Takeover Code would cease to apply to the Company after a period of 3 years following the implementation of these amendments, irrespective of the composition of the Board.

Brief details of the Panel, and of the protections afforded by the Takeover Code (which will cease to apply following the Re-registration and the Cancellation), are set out in Part 4 of this document.

Before giving your consent to the Re-registration and the Cancellation, you may want to take independent professional advice from an appropriate independent financial adviser.

#### **The Takeover Code**

The Takeover Code is issued and administered by the Panel. The Takeover Code currently applies to the Company and, accordingly, its shareholders are entitled to the protections afforded by the Takeover Code.

The Takeover Code and the Panel operate principally to ensure that shareholders are treated fairly and are not denied an opportunity to decide on the merits of a takeover, and that shareholders of the same class are

afforded equivalent treatment by an offeror. The Takeover Code also provides an orderly framework within which takeovers are conducted. In addition, it is designed to promote, in conjunction with other regulatory regimes, the integrity of the financial markets.

### **The General Principles and Rules of the Takeover Code**

The Takeover Code is based upon a number of General Principles which are essentially statements of standards of commercial behaviour. The General Principles apply to takeovers and all other matters with which the Takeover Code is concerned. They are applied by the Panel in accordance with their spirit to achieve their underlying purpose.

In addition to the General Principles, the Takeover Code contains a series of Rules. Some of the Rules provide more detail on how the General Principles will be applied by the Panel and others govern specific aspects of takeover procedure. Like the General Principles, the Rules are to be interpreted to achieve their underlying purpose. Therefore, their spirit must be observed as well as their letter. The Panel may derogate or grant a waiver to a person from the application of a Rule in certain circumstances.

### **Giving up the protection of the Takeover Code**

A summary of key points regarding the application of the Takeover Code to takeovers generally is set out in Part 2 of Appendix A of this Part 4.

You are encouraged to read this information carefully as it outlines certain important protections which will cease to apply following the Cancellation and the main place of residence of the Company's board ceasing to be in the UK.

## APPENDIX 1

### **Part 1: The General Principles of the Takeover Code**

All holders of the securities of an offeree company of the same class must be afforded equivalent treatment; moreover, if a person acquires control of a company, the other holders of securities must be protected.

The holders of the securities of an offeree company must have sufficient time and information to enable them to reach a properly informed decision on the bid; where it advises the holders of securities, the board of the offeree company must give its views on the effects of implementation of the bid on employment, conditions of employment and the locations of the company's places of business.

The board of an offeree company must act in the interests of the company as a whole and must not deny the holders of securities the opportunity to decide on the merits of the bid.

False markets must not be created in the securities of the offeree company, of the offeror company, or of any other company concerned by the bid in such a way that the rise or fall of the prices of the securities becomes artificial and the normal functioning of the markets is distorted.

An offeror must announce a bid only after ensuring that he/she can fulfil in full any cash consideration, if such is offered, and after taking all reasonable measures to secure the implementation of any other type of consideration.

An offeree company must not be hindered in the conduct of its affairs for longer than is reasonable by a bid for its securities.

### **Part 2: Detailed application of the Takeover Code**

The following is a summary of key provisions of the Takeover Code which apply to transactions to which the Takeover Code applies. You should note that after the Cancellation and the main place of residence of the Company's board ceasing to be in the UK you will be giving up protections afforded by the Takeover Code.

#### ***Equality of treatment***

General Principle 1 of the Takeover Code states that all holders of securities of an offeree company of the same class must be afforded equivalent treatment. Furthermore, Rule 16.1 requires that, except with the consent of the Panel, special arrangements may not be made with certain shareholders in the Company if there are favourable conditions attached which are not being extended to all shareholders.

#### ***Information to shareholders***

General Principle 2 requires that holders of securities of an offeree company must have sufficient time and information to enable them to reach a properly informed decision on a bid. Consequently, a document setting out full details of an offer must be sent to the offeree company's shareholders.

#### ***The opinion of the offeree board and independent advice***

The board of the offeree company is required by Rule 3.1 of the Takeover Code to obtain competent independent advice as to whether the financial terms of an offer are fair and reasonable and the substance of such advice must be made known to its shareholders. Rule 25.2 requires that the board of the offeree company must send to the offeree company's shareholders and persons with information rights its opinion on the offer and its reasons for forming that opinion. That opinion must include the board's views on: (i) the effects of implementation of the offer on all the company's interests, including, specifically, employment; and (ii) the offeror's strategic plans for the offeree company and their likely repercussions on employment and the locations of the offeree company's places of business.

The circular from the offeree company must also deal with other matters such as interests and recent dealings in the securities of the offeror and the offeree company by relevant parties and whether the directors of the offeree company intend to accept or reject the offer in respect of their own beneficial shareholdings.

Rule 20.1 states that, except with the consent of the Panel or as provided in the Notes on Rule 20.1, information and opinions relating to an offer or a party to an offer must be made equally available to all

offeree company shareholders and persons with information rights as nearly as possible at the same time and in the same manner.

***Option holders and holders of convertible securities or subscription rights***

Rule 15 of the Takeover Code provides that when a Takeover Code offer is made for voting equity share capital or other transferable securities carrying voting rights and the offeree company has convertible securities outstanding, the offeror must make an appropriate offer or proposal to the stockholders to ensure their interests are safeguarded. Rule 15 also applies in relation to holders of options and other subscription rights.

**If the Cancellation occurs and the main place of residence of the Board ceases to be in the UK, all of these protections under the Takeover Code will be lost.**



## PART 5

### NOTICE OF GENERAL MEETING

# BOWLEVEN PLC

*(incorporated in Scotland with registered number SC225242)*

Notice is hereby given that a General Meeting of the Company will be held at 11.00 a.m. on 28 August 2024 at The Office Group, Borough Yards, 13 Dirty Lane, London, SE1 9PA to consider and, if thought fit, pass the following resolutions, which will be proposed as special resolutions.

#### SPECIAL RESOLUTIONS

- 1 THAT, in accordance with Rule 41 of the AIM Rules for Companies, the cancellation of the admission to trading on AIM of the ordinary shares of 0.1 pence each in the capital of the Company be and is hereby approved and the directors of the Company be authorised to take all actions necessary or desirable to effect such cancellation.
- 2 THAT, subject to and conditional upon the Cancellation becoming effective, and pursuant to section 97 of the Act:
  - 2.1 the Company be re-registered as a private company with the name "Bowleven Limited"; and
  - 2.2 the regulations contained in the printed document submitted to the meeting and for the purpose of identification signed by the Chairman be approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

Date: 9 August 2024

*Registered Office:*

50 Lothian Road  
Festival Square  
Edinburgh  
EH3 9WJ

*By Order of the Board*

**Burness Paul LLP**  
*Company Secretary*

## **Notes:**

### **1. Entitlements to attend and vote**

To have the right to attend and vote at the General Meeting (and also for the purpose of calculating how many votes a person may cast) a person must have their name entered on the register of members of the Company at 6.00 p.m. on 23 August 2024 (or in the event of any adjournment, at 6.00 p.m. on the date falling two days (excluding non-working days) before the time of the adjourned meeting). Changes to entries on the register after this time will be disregarded in determining the rights of any person to attend or vote at the General Meeting.

Persons who are not shareholders of the Company (or duly appointed proxies or corporate representatives) will not be admitted to the General Meeting unless prior arrangements are made with the Company.

Any member attending the General Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the General Meeting, but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the General Meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the General Meeting that the question be answered.

### **2. Proxies**

Any shareholder who is entitled to attend and vote at the General Meeting is entitled to appoint one or more proxies (who need not be shareholders) to attend the General Meeting and speak and vote instead of the shareholder.

A shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to different shares held by that shareholder. A shareholder may not appoint more than one proxy to exercise rights attached to any one share.

In order for a proxy form to be valid, it must be lodged with the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS13 8AE by 11.00 a.m. (UK time) on 23 August 2024.

Any corporation that is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all its powers as a shareholder provided that they do not do so in relation to the same shares. A corporate representative must obtain prior approval by our registrars, Computershare Investor Services PLC no later than 11.00 a.m. (UK time) on 23 August 2024.

Appointment of proxies via CREST: (a) CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual on the Euroclear website ([www.euroclear.com/CREST](http://www.euroclear.com/CREST)). 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 service provider(s), who will be able to take the appropriate action on their behalf, (b) In order for a proxy appointment made by means of CREST 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 instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, in order to be valid, must be transmitted so as to be received by the Company's agent (ID 3RA50) by the latest time for receipt of proxy appointments specified in the Notice of General Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST, (c) 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, and (d) 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 messages. 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(s), 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

Shareholders who have general queries about the General Meeting or need additional information in relation to the voting process should call our Shareholder Helpline on +44 (0) 370 707 1284 (no other methods of communication will be accepted).

### **3. Statement of Capital and Voting Rights**

As of 8 August 2024 (being the latest practicable date prior to publication of this notice), the Company's issued share capital consisted of (i) 1,897,772,933 Ordinary Shares (one vote per Ordinary Share), and (ii) 335,272,933 Deferred Shares (no voting rights). 11,913,609 Ordinary Shares were held in treasury. Therefore, the total number of voting rights in the share capital of the Company as of 8 August 2024 was 1,885,859,324.

A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at [www.bowleven.com](http://www.bowleven.com).

As soon as practicable following the General Meeting, the results of the voting at the General Meeting will be announced via a Regulatory Information Service and also placed on the Company's website: [www.bowleven.com](http://www.bowleven.com).

