

Bowleven

**Annual General Meeting
6th December 2023
Presentation**

Disclaimer

Important Notice

Nothing in this presentation or in any accompanying management discussion of this presentation (the "Presentation") constitutes, nor is it intended to constitute: (i) an invitation or inducement to engage in any investment activity, whether in the United Kingdom or in any other jurisdiction; (ii) any recommendation or advice in respect of the ordinary shares (the "Shares") in Bowleven plc (the "Company"); or (iii) any offer for the sale, purchase or subscription of any Shares.

The Shares are not registered under the US Securities Act of 1933 (as amended) (the "Securities Act") and may not be offered, sold or transferred except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any other applicable state securities laws.

The Presentation may include 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", "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 include statements regarding the Company's intentions, beliefs or current expectations concerning, amongst other things, the results of operations, financial conditions, liquidity, prospects, growth and strategies of the Company and its direct and indirect subsidiaries (the "Group") and the industry in which the Group operates. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. The Group's actual results of operations, financial conditions and liquidity, and the development of the industry in which the Group operates, may differ materially from those suggested by the forward-looking statements contained in the Presentation. In addition, even if the Group's results of operations, financial conditions and liquidity, and the development of the industry in which the Group operates, are consistent with the forward-looking statements contained in the Presentation, those results or developments may not be indicative of results or developments in subsequent periods. In light of those risks, uncertainties and assumptions, the events described in the forward-looking statements in the Presentation may not occur. Other than in accordance with the Company's obligations under the AIM Rules for Companies, the Company undertakes no obligation to update or revise publicly any forward-looking statement, whether as a result of new information, future events or otherwise. All written and oral forward-looking statements attributable to the Company or to persons acting on the Company's behalf are expressly qualified in their entirety by the cautionary statements referred to above and contained elsewhere in the Presentation.

'Bowleven', 'EurOil' and the Bowleven logo are trademarks of Bowleven plc and copyright in the content of this document is owned by Bowleven plc. They should not be used without permission.

Corporate Highlights

- In June 2022, New Age sold its Etinde stake to Perenco subject to certain conditions and Governmental approval. The contractual 'long stop' date (12 months from signature) passed in July 2023.
- New Age and Perenco informally agreed to extend this date until completion is possible. We understand that the conditions precedent have yet to be met with formal approval of the transaction by the Government of Cameroon being the most significant issue. We continue to believe that governmental approval will be forthcoming, and the transaction will complete during 2024.
- Etinde is currently operating on a 'care and maintenance' basis, with expenditure approved on a quarter-by-quarter basis. New Age has proposed a similar work plan and budget for 2024.
- Bowleven operating costs were reduced by c\$0.5 million pa on an annualised basis.
- Cash held at 31 October 2023 was \$1.0 million. The financial investments have been fully converted to cash.
- Bowleven Group has a material going concern risk as future expenditure commitments within the next 12 months exceed current cash resources.
- The Board has spent considerable time on equity fundraising options during 2023, having implemented actions to reduce cash burn and preserve the business' cash resources during the year;

Corporate Priorities

- Preserve liquidity:
 - ❖ Marginal cost reduction measures continue to be implemented. All non-critical expenditure has been eliminated. All staff moved to part-time contract basis with exception of the CEO.
- New Age reduced Etinde to 'care and maintenance' expenditure, especially during the H2/2022. The draft 2023 work plan and budget is being prepared on this basis.
- Board aims to maximise retention of cash funds. The Directors have agreed to defer their salaries when required to main business continuity.
- New equity investment discussions ongoing with a variety to potential investors.
- Board seeking a likely underwritten open offer keeping all shareholder pre-emption rights (broadly) intact.

Progress on raising additional funding

The Board raised the likely requirement for additional equity funding in the foreseeable future to enable Bowleven to take its investment in Etinde to FID.

Since that date, the Board supported by our NOMAD have taken a two-fold track:

- Seeking to find potential new investor(s) into the Bowleven Group; and
- Holding discussions with the major existing shareholders to agree the terms on which the existing shareholders would be willing to contribute to an underwritten open offer to all shareholders with respect to the potential issue price and amount to be raised.

These discussions have taken place in the context of the closure of the New Age/Perenco transaction with Perenco becoming operator, the ongoing war in Ukraine and now Gaza, post-COVID high inflation, the declining global economic environment, the decline in western bank financing of the Hydrocarbon sector due to ESG concerns, as well as the rising political and investment stability concerns in West African region.

By summer 2023, the Board had broadly agreed the likely terms of an underwritten open offer to all shareholders with our major existing investors, although this was deemed to be conditional on the Perenco/New Age transaction completing. However, the slow progress of completing the Perenco transaction combined with a further decline in the investment climate, led to a very significant reduction in the proposed offer price, significantly reducing the amount of cash funding the Board considers necessary to maintain our investment in Etinde asset.

The Board is currently focused on negotiating this offer alongside seeking new equity investors.

FY 2022/23 annual report and accounts preparation: Going concern

Under IFRS, Bowleven group prepares its financial statements on the basis that the Group will have sufficient working capital facilities to meet its financial needs for a minimum period of 12 months from the date of the Board's approval of the financial statements.

The current level of cash at 30 October 23 was \$1.0 million verses historical cash expenditure of c\$1.8 million pa (run rate for 22/23), prima facie the Group was not a going concern at that point. Accordingly, the executive team had significant and extended discussions with our auditors and Crown Ocean Capital, as largest shareholder to resolve this situation. This was resolved by:

- The Board agreeing to defer their salaries when liquidity is deemed critical, which should reduce short term cash expenditure levels for an extended period of time and investigate certain other steps to reduce cash expenditure levels;
- Finding new equity investment with the aim of raising a minimum of \$2-3 million of new funds; and
- Securing a shareholder comfort letter with a 12-month term to the Board which acts as a financial backstop to the Group to avoid the Board needing to appoint an administrator under UK insolvency law.

In the absence of this resolution, the Company would have NOT been able to prepare financial statements on a going concern basis.

Challenges for 2024


Short to medium term funding issues:

- Limited scope for any further material reduction in Bowleven's current operating costs.
- New Equity funding of \$2-3 million (minimum) required to ensure Bowleven can continue to fund its operating costs and its share of Etinde JV costs.
- \$2-3 million alongside current cash (on the basis that the Directors defer the receipt of their emoluments) should be sufficient to fund Bowleven until the Perenco/New Age transaction completes.
- If or when Perenco becomes operator, expenditure at Etinde is likely to increase significantly. In addition, Perenco may propose further study of alternate development scenario(s) (e.g., an FPSO/FLNG combination) that may require new technical studies prior to approval; this will increase Etinde cash call amounts from Q2/2024 onwards.

In this scenario we would expect significantly higher expenditure by the end of 2024 until FID. If our assumption is correct, this is likely to require additional equity investment.

Summary Financial Performance – FY2023 vs FY2022

Operating results	Year ending 30 June 2023 \$000	Year ending 30 June 2022 \$000	
Operating loss for the year	(2,146)	(2,376)	
Including:			
• Bowleven G&A costs	1,603	1,795	Cost savings offset inflation
• Etinde G&A costs	534	581	'Care and maintenance' basis
• Finance income	(135)	(220)	Dividend on investments
Operating cash outflow	(2,032)	(2,466)	Lower Etinde cash expenditure
Capital investment	(101)	(572)	Completion of 2022 WPB actions
Key balance sheet metrics			
Etinde asset value	155,543	155,433	
Cash	906	1,273	Cash Balance
Financial Investments	644	2,251	Value of financial investments



**Etinde provides the
roadmap to Cameroon
Energy sovereignty**

Existing JV approved development for Etinde

Processing wet gas at Bioko Island Facility in Equatorial Guinea

Pros

- Low technical risk of development
- Domestic gas market can be served directly via a new build pipeline to Limbe or Douala
- Existing LPG and Condensate storage and offload facilities
- Lower investment cost and development time
- Potentially uncapped production input
- Export LNG revenue

Cons

- Reliance on third party infrastructure
- Reliance on non-Cameroon based facilities
- Input, HP Separator and sales product metering facilities required
- Complexity of Marathon led multi-JV commercial structure
- Longer regulatory approval timescale than domestic options

Other development options that may be contemplated

Perenco may opt for a similar FLNG development option to their existing Cameroon development

Pros

- Cameroon based facilities
- Likely easier Government regulatory approval
- No political opposition in Cameroon
- Medium technical development risk
- Possible integration with existing Perenco operated Rio del Rey fields

Cons

- Higher initial investment cost and lead time to production likely
- Reliance on FLNG to deliver export gas revenue – likely to extend development timetable past 2027
- Complex offshore facilities and interconnectivity
- Reliance on Rio del Rey sourced Perenco operated gas, to meet FLNG gas supply requirements
- Lower project NPV and IRR, BUT uncertain as higher gas volumes drive higher efficiency and lower costs

The domestic Cameroon Gas Market remains in urgent need for gas

Two approved domestic power projects reliant on Etinde gas supply need to be accommodated to meet SNH demands. However, higher domestic gas demand lowers viability of export FLNG solution and increases FLNG operating costs

Bekoko Junction (Douala)

Aksa Energy has proposed a c150 MW gas powered generator development. Gas demand 20 to 25 mmscf/d. SNH has set out its initial, incomplete position on GSA requirements. No formal JV partner discussions to date.

Limbe

The Government has opened a commercial tender with 5 preferred bidders to develop and operate a 300 MW gas power generation facility.

Tender process completion will be at end of Q1 2022.

Current challenges remain to resolve gas supply into the local economy

- Timeline for approval, financing and development of Etinde.
- Domestic gas projects would need to be approved and financed prior to the commencement of Etinde Field development for Etinde commercial financing requirements.
- Etinde development requires commercial certainty prior to FID.
- Electricity transmission infrastructure improvements.
- Certainty of funds from electricity sales.

Roadmap to FID has been slow on account of JV M&A activity

- JV partners agreed Etinde development priority in January 2022 based on the EG scenario.
- Perenco takeover as Operator; a positive step in the medium term of development albeit it likely to have short-term implications and a delay in the development timetable is likely.
- An alternative development solution could be proposed by Perenco i.e. using offshore FPSO to process Etinde gas, shared FLNG facility using Etinde and Perenco sourced Rio del Ray gas supply.
- New Age have operated Etinde licence on a care & maintenance basis, following the completion of all outstanding 2021 work plan activities.

Replacement EEA

- Current EEA terms are based on implementation of a Cameroon based Fertiliser production facility, with surplus gas being made available to a planned onshore LNG development. This will need replacement.
- Once all parties have approved the Etinde development scheme a revised EEA application will be required before FID.

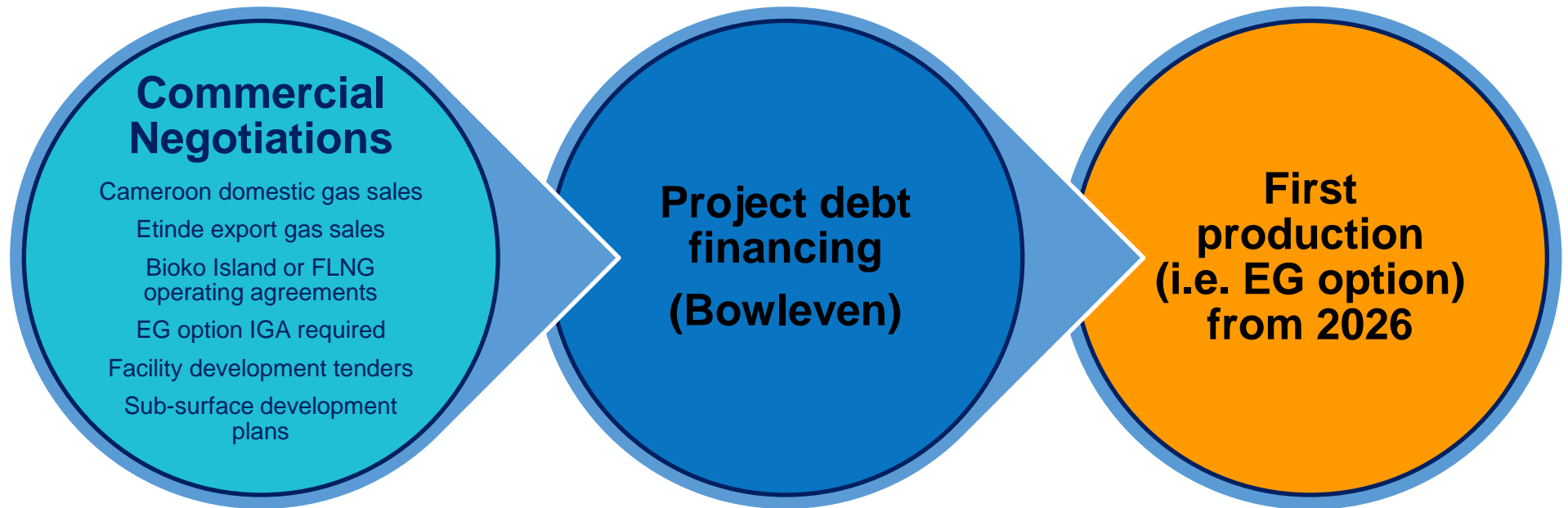
As an Operator, Perenco will mitigate Etinde project risks significantly

- Perenco has operated in Cameroon since 1993 in close collaboration with the Société Nationale des Hydrocarbures (SNH).
- Their producing concessions in Cameroon are based around Etinde and beyond - Rio del Rey, Moudi and Ebome. Production is 2021 being 100,000 BOEPD.



- Perenco is now the largest operator in Cameroon in term of production with oil and gas production of 85,000 boepd (51,000 barrels per day and 24 million m3 of gas per day).
- Perenco operates two FSO (Floating Storage and Offloading) units.
- As an operator in Cameroon their strategic approach has manifested itself with a 100% increase in production within last four years.

Etinde development - Commercial Pre-Requisites



Etinde timing – contingent on nominated development option

Timetable for 2023/2024 remains uncertain

EG Option

- Q1 to Q2 2023 Perenco take operatorship and put new Etinde executive team in place.
- Q2 2023 Perenco adopts EG scenario as preferred solution.
- Q3 to Q4 2023 Etinde development plan proposed.
- Q3 to Q4 2023 Outline commercial negotiations with Marathon.
- Q4 2023 Perenco proposes technical FID subject to SNH & IGA being agreed.

A possible new development option including FLNG

- Q1 to Q2 2023 Perenco take operatorship and put new Etinde executive team in place.
- Q2 to Q3 2023 Perenco present alternate development proposal(s) to JV partners; potentially extension technical, commercial and economic discussions follow.
- Q3 to Q4 2023 If JV partner agreement reached, potential FID in late 2023.
- Q3 2023 to Q2 2024 If JV partner agreement is slow to be obtained, then FID likely to be another 6 to 12 months.
- Q3 to Q4 2024 Updated mini-FEED process to finalise design of development facilities likely.
- Q3 to Q4 2024 Preparation of sub-surface development plan.
- Q3 to Q4 2024 SNH development approval.

HOW WE MAINTAIN QCA CODE COMPLIANCE

DELIVER GROWTH

Our strategy model promotes long-term value for shareholders

We take into account wider stakeholder and social responsibilities

We have embedded effective risk management processes

MAINTAIN A DYNAMIC MANAGEMENT FRAMEWORK

We maintain a well-functioning Board that is fit for purpose

Directors have the necessary experience, skills and capabilities

We promote a corporate culture based on ethical values and behaviours

Governance structures and processes are maintained by the Board

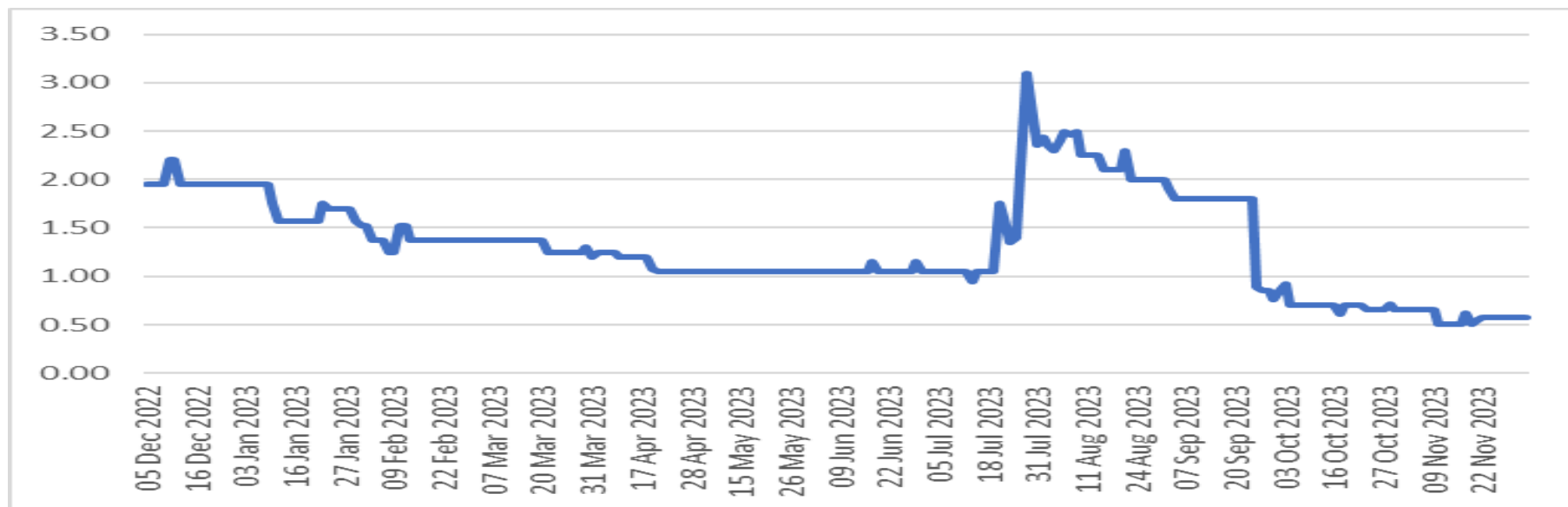
BUILD TRUST

We communicate fair and balanced information to all stakeholders

We maintain a dialogue with shareholders and other relevant stakeholders through a variety of channels

The Directors take responsibility for ensuring information is shared with all relevant parties

Capitalisation structure and share price movement



Key shareholders as at 30 th November 2023	% held of ISC (rounded)
Crown Ocean Capital	29.96
HSBC James Capel as principal	8.68
OVMK Vermogensbeheer	4.71

Capital Structure	
Listing	AIM
Share Price	0.575
Market Capitalisation	£1.86 million
Issued Share Capital	323,359,324
Director Holdings	1,141,579
• Data as at close on 30 th Nov 2023	

The image features a dark blue background on the left and a lime green background on the right, separated by a diagonal line. This line is composed of three parallel stripes: a light blue stripe on top, a white stripe in the middle, and a dark blue stripe on the bottom. The text "Q & A" is centered in the dark blue area.

Q & A

Questions & Answers

Firstly, is it known whether the absence of consent to the NA to Perenco transfer is down to no decision apparently being reached or is it because SNH are seeking to attach conditions to the transaction that are unacceptable to the parties?

There has been no formal correspondence from SNH to Bowleven or the JV partners as a whole on this subject. New Age has not provided any specific details of their negotiations on this point.

Annual Report page 5 query :- references to "a major shareholder" and "our major shareholder" - can we assume both references are to Crown Ocean only?

Crown Ocean Capital in this context.

Annual Report page 9 query :- "core initial IM Only field development" not even plus IE-2? What are the projected flow rates of gas and liquids for IM?

There is no simple answer as it depends on multiple factors, including (but not limited to) development concept, the acquirer of natural gas produced and the contractual terms of any gas sale agreement, the number of wells drilled, which reservoirs are being produced from and the capacity and design of the gas processing facility.

Technically, the maximum rate of initial wet gas production is likely to be up to about 150 mmscf/d.

Annual Report page 10 query :- "However, progress delays with the outstanding completion issues and obtaining governmental approvals has been much slower than anticipated. The June 2023 long stop date was not met and Perenco and New Age have informally agreed to continue to work together to resolve all outstanding issues and complete the transaction in due course" - "All outstanding issues", are these all entirely with SNH or are they also between the two parties and has even this Lukoil issue referred to in the H1 Results been settled - "Under the terms of the deal, a number of conditions precedent remain outstanding. Completion of this transaction is notably dependent on Perenco reaching both governmental agreement with SNH as well as commercial agreement with LUKOIL relating to some logistical matters. We understand from New Age that regulatory approval is expected to be issued by SNH and the Government of Cameroon in mid-2023, and that discussions are ongoing between LUKOIL and Perenco."

We are not party to the Transaction between New Age and Perenco or any discussions these parties have with LUKOIL regarding specific aspects of their deal that impinge on LUKOIL. So far as we are aware, given a level of communication with New Age and LUKOIL, none of the potential issues relating to the SPA between Perenco and New Age have been resolved.

We understand that SNH has raised some issues with Perenco that impinge on Perenco obtaining Governmental approval to acquire New Age's stake, but we are not aware of all the details and cannot comment more than we already have done.

Questions & Answers

Annual Report page 10 query :- "We anticipate the current uncertainty will be resolved by early 2024 at the latest by either the transaction completing or by some other means" - what other means do management envision?

There is a possibility that SNH and the Government may not approve Perenco's proposed acquisition, which will require a change of strategy by New Age or different steps by Perenco. In, addition, we also consider that there is a possibility that New Age may seek or be approached by an alternative buyer to Perenco.

Annual Report page 11 query :- Is it correct to interpret what appears under "Short Term Outlook" as a JVP ambition to avoid having to hypothecate c 70mmcf for domestic gas generation to maximize gas available to render a Bioko or a Perenco Plan B development more viable?

No, not in the way implied by the question. When we study the technical requirements for producing wet gas (condensate) at a fixed rate, for a finite period of time (for example to meet the commercial requirements under a Gas Sales Agreement) there are corresponding IM-act on the way the field is operated, and this has practical ramifications on liquids production levels and therefore on other commercial and economic considerations which impact the valuation and future cash flow of the Etinde project.

In our view, the supply of natural gas to the Cameroon domestic market needs to be assessed as part of the overall development project.

Annual Report page 14 query :- Clarification please on timing of possible money raise given mention of present funds lasting through to Spring/Summer and possibly "a small number of additional months in practice" set against on p14 "a raise will be required by early 2024"

There are two slightly different considerations:

- How long will the existing Bowleven Group working capital last and how can we maximise this period of time using specific expenditure control mechanism, whilst, as a minimum, maintaining our obligations under the PSC agreement, based on the existing draft 2024 work plan and budget (or any amendment following a change in Operator), whilst maintaining a necessary safety margin; and
- The second reflects the time it will need to find new potential investor(s), agree commercial terms with them and then seek the necessary shareholder approval at a subsequent EGM. This needs to be completed prior to Bowleven fully exhausting its current working capital.

Questions & Answers

Annual Report page 14 query :- From the H1 Results of 30th March - "Perenco has not, to date, sought to directly discuss its plans for the future of Etinde development with Bowleven or LUKOIL, although we have been made aware of some of their potential ideas indirectly. We consider the financial and strategic acquisition merits of Perenco's purchase to be compelling and there are options we think are currently being assessed that would lead to commencement of production at Etinde in a cost effective and profitable way for the benefit of all Etinde JV Partners." However, on P14 of the AR concern is expressed on the possible negative implication for Etinde development of an absence of "public comment" and "private communication" from Perenco. Would management care to comment on the apparent change of "vibe"

When New Age informed the JV partners of the proposed transaction, we were informed that they expected the transaction to complete in Autumn 2022, although they subsequently extended this at the end of the year. Since then, a further 11 months have passed, including the 12 month long stop date of the original transaction, essentially with little to no development.

This is a concern.

After 18 months, can management offer any possible suggestion for such SNH delays given the centrality of O&G revenues to the state set against the RDR fields being in significant decline and Sanaga gas output being projected to "fall off a cliff" in 2026?

No. We cannot speculate on the intentions of the Government of Cameroon.

Bowleven plc

50 Lothian Road
Festival Square
Edinburgh
Scotland
EH3 9WJ

www.bowleven.com

Contact:
info@bowleven.com