

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the contents of this document or as to the action you should take, you are recommended to seek your own financial advice from your stockbroker, bank manager, solicitor, accountant, or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the UK or, if you reside elsewhere, another appropriately authorised independent professional adviser.

If you have sold or otherwise transferred all of your ordinary shares in Sunda Energy Plc, please send this document and the accompanying proxy form as soon as possible to the purchaser or transferee, or to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred some (but not all) of your ordinary shares in Sunda Energy Plc, please retain these documents and consult the person through whom the sale or transfer was effected.



SUNDA ENERGY PLC

Registered in England and Wales with Company Number 05098776

NOTICE OF ANNUAL GENERAL MEETING

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company set out on page 2 of this document, which contains the recommendation by the Directors of the Company to shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting (the “AGM”).

Notice of the AGM (the “AGM Notice”), which will take place at the offices of Fieldfisher LLP, Riverbank House, 2 Swan Lane, London, EC4R 3TT on 27 June 2025 at 11:00 a.m., is set out on pages 3 to 5 of this document.

If you are unable to attend the AGM, please complete and submit a form of proxy in accordance with the instructions set out in the Notes to the Notice of AGM to this document on pages 6 to 8 of this document. Appointment of a proxy will not preclude shareholders from attending and voting at the AGM should they choose to do so.

If you hold your ordinary shares in uncertificated form (i.e. in CREST), you may appoint a proxy for the AGM by completing and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual issued by Euroclear so that it is received by Share Registrars Limited (under CREST Participation ID 7RA36) by no later than 11:00 a.m. on 25 June 2025. The time of receipt will be taken to be the time from which Share Registrars Limited is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.



Registered in England and Wales
Company Number 05098776

LETTER FROM THE CHAIRMAN

Directors:

Gerry Aherne (*Non-executive Chairman*)
Dr Andrew Butler (*Chief Executive Officer*)
Rob Collins (*Chief Financial Officer*)
Keith Bush (*Non-executive Director*)
Dr John Chessher (*Non-executive Director*)

Registered Office:

201 Temple Chambers
7 Temple Avenue
London
EC4Y 0DT

3 June 2025

Dear Shareholder

Annual General Meeting 2025

The board of directors (the “**Board**”) is pleased to confirm that the Annual General Meeting (the “**AGM**”) of Sunda Energy Plc (the “**Company**”) will take place at 11:00 a.m. on Friday 27 June 2025. The notice convening the AGM (the “**AGM Notice**”) is set out at the end of this letter.

Arrangements

The AGM will be held at the offices of Fieldfisher LLP, Riverbank House, 2 Swan Lane, London, EC4R 3TT.

Resolutions

The resolutions to be put to shareholders at the AGM are set out in the AGM Notice which is included with this letter. An explanation of each of the resolutions is set out on pages 9 to 10 of this document.

Voting

Shareholders are encouraged to vote on the resolutions to be put to the AGM by proxy whether or not they intend to attend. Please also refer to the “Notes” section of the AGM Notice and the enclosed form of proxy for details on how to vote by proxy.

Voting at the AGM will be conducted on a poll in accordance with best practice.

Recommendation

The Board of Sunda Energy Plc considers all of the proposed resolutions to be in the best interests of the Company and shareholders as a whole and, accordingly, recommends that shareholders vote in favour of all the resolutions proposed, as the Directors intend to do in respect of their own beneficial holdings.

We look forward to welcoming shareholders to the AGM.

Yours faithfully

Gerry Aherne
Chairman

SUNDA ENERGY PLC

Registered in England and Wales with Company Number 05098776

NOTICE OF ANNUAL GENERAL MEETING 2025

Notice is hereby given that the Annual General Meeting (the “AGM”) of Sunda Energy Plc will be held at the offices of Fieldfisher LLP, Riverbank House, 2 Swan Lane, London, EC4R 3TT on Friday 27 June 2025 at 11:00 a.m. to consider and, if thought fit, to pass the resolutions set out below. Resolutions 1-9 will be proposed as ordinary resolutions and resolutions 10 and 11 will be proposed as special resolutions.

Definitions

CA 2006	the Companies Act 2006
Company	Sunda Energy Plc
Directors	the directors of the Company
Equity Securities	shall have the meaning given in section 560 of CA 2006
Ordinary Shares	ordinary shares of £0.00025 each in the capital of the Company

ORDINARY RESOLUTIONS

Annual Report and Financial Statements

1. To receive the annual report and audited financial statements of the Company for the year ended 31 December 2024 together with the Directors’ reports and auditor’s report on those financial statements.

Directors

2. To re-appoint Mr Gerry Aherne, who retires and offers himself for reappointment in accordance with the Company’s articles of association, as a director of the Company.
3. To re-appoint Dr Andrew Butler, who retires and offers himself for reappointment in accordance with the Company’s articles of association, as a director of the Company.
4. To re-appoint Mr Rob Collins, who retires and offers himself for reappointment in accordance with the Company’s articles of association, as a director of the Company.
5. To re-appoint Mr Keith Bush, who retires and offers himself for reappointment in accordance with the Company’s articles of association, as a director of the Company.
6. To re-appoint Dr John Chessher, who retires and offers himself for reappointment in accordance with the Company’s articles of association, as a director of the Company.

Auditor

7. To appoint Gravita Audit II Limited as auditor of the Company, to hold office until the conclusion of the next general meeting at which audited financial statements of the Company are laid before the members of the Company.
8. To authorise the audit committee of the board of Directors to determine the fees payable to the Company’s auditor.

Share Authorities

9. THAT the Directors are generally and unconditionally authorised for the purposes of section 551 of the CA 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company (“Rights”) up to an aggregate nominal amount of £2,386,365 and this authorisation shall, unless previously revoked by resolution of the Company, expire at the close of business on the date falling 15 months from the date of this annual general

meeting or, if earlier, at the end of the next annual general meeting of the Company. The Company may, at any time before such expiry, make offers or enter into agreements which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of any such offer or agreement as if this authorisation had not expired.

SPECIAL RESOLUTIONS

10. THAT, subject to the passing of Resolution 9 above, the Directors be authorised to allot Equity Securities for cash under the authority given by that resolution and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of CA 2006 did not apply to any such allotment or sale, such authority to be limited:

- (a) to the allotment of Equity Securities or sale of treasury shares made in connection with an offer by way of rights issue:
 - (i) to holders of Ordinary Shares in the Company in proportion (as nearly as may be practicable) to the respective numbers of Ordinary Shares held by them on the record date for such offer; and
 - (ii) to holders of other Equity Securities as may be required by the rights attached to those securities or, if the Directors consider it desirable, as may be permitted by such rights,

but subject in each case to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- (b) to the allotment of Equity Securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £715,909.

such authority to expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on the date falling 15 months from the date of this annual general meeting) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require Equity Securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot Equity Securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

11. THAT, with effect from the conclusion of the meeting, the Company's articles of association be amended by:

- (1) Deleting article 148.2 and replacing it with the following new article 148.2:

148.2 Without prejudice to these Articles:

148.2.1 The Company may send notice or any other document in hard copy form, electronic form or by means of a website in accordance with Article 148.2.2. Where the notice is given by means of a website:

- (a) when the Company notifies a Member of the presence of a notice on the website, the notification must state that it concerns a notice of meeting, specify the place, date and time of the meeting and state whether the meeting will be an annual general meeting; and*
- (b) the notice must be available on the website throughout the period beginning with the date of notification and ending with the conclusion of the meeting.*

148.2.2 Anything sent or supplied by or to the Company under these Articles may be sent or supplied in any way in which the Acts provide for documents or information to be sent or supplied by or to the Company for the purposes of the Acts. The Company may send or supply documents or information to Members, for the purposes of the Acts or under these articles, by making them available on a website in accordance with the Acts.

(2) Deleting article 149 and replacing it with the following new article 149:

149 When notice deemed served

This Article applies where a notice or other document or information is sent or supplied by the Company to any Member pursuant to the Acts, or by or to the Company under these Articles. Where it is sent by post and the Company is able to show that it was properly addressed, prepaid and posted, it is deemed to have been received by the intended recipient 24 hours after it was posted (irrespective of the class or type of post used). Where it is sent or supplied by electronic means and the Company is able to show that it was properly addressed, it is deemed to have been received by the intended recipient on the same day on which it is sent or supplied. Where it is sent or supplied by means of a website, it is deemed to have been received by the intended recipient when (a) the material is first made available on the website or (b) if later, when the recipient received (or, in accordance with this Article, is deemed to have received) notification of the fact that the material was available on the website.

BY ORDER OF THE BOARD

Geoffrey Barnes
Company Secretary

Registered Office:
201 Temple Chambers
7 Temple Avenue
London
EC4Y 0DT

3 June 2025

NOTES TO THE NOTICE OF AGM

Entitlement to Attend and Vote at the AGM

1. The Company specifies that only those members registered on the Company's register of members 48 hours before the meeting or, if the meeting is adjourned, 48 hours prior to the adjourned meeting, shall be entitled to attend and vote at the meeting. Pursuant to Regulation 41 of The Uncertificated Securities Regulations 2001, in calculating the periods mentioned in this Note 1, no account shall be taken of any part of a day that is not a working day.
2. Persons who hold ordinary shares in the Company via a nominee or similar and wish to attend the AGM must follow the requirements in the Company's articles of association regarding corporations acting as representatives.

Proxy Voting – General

3. A member of the Company is entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the meeting. You can only appoint a proxy using the procedures set out in these notes. You can appoint the Chair of the meeting as your proxy or another person of your choice. Your proxy does not need to be a member of the Company but must attend the meeting to represent you.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.
5. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
6. Appointment of a proxy does not preclude you from attending the AGM and voting in person. If you do vote in person at the meeting, that vote will override any votes previously submitted in respect of those shares.
7. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against a resolution. If you do not select a voting option, your proxy may vote or abstain from voting at their discretion.

Proxy Voting – Procedures

8. To be valid, proxy votes must be received by 11:00 a.m. on 25 June 2025, or if the meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the adjourned meeting (the **"Proxy Vote Closing Time"**).
9. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Share Registrars Limited:
 - Tel: +44 (0) 1252 821390. Lines are open from 9:00 am to 5:00 pm (UK time) Monday to Friday (excluding public holidays in England and Wales).
 - Address: Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX.
 - Email: enquiries@shareregistrars.uk.com
10. To be valid, any proxy form or other instrument appointing a proxy must be received:
 - by visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions no later than the Proxy Vote Closing Time;

- by post at Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX no later than the Proxy Vote Closing Time;
 - in the case of shareholders holding their shares through CREST, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in paragraphs 13 to 16 below; and no later than the Proxy Vote Closing Time; or
 - If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Share Registrars Limited. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by the Proxy Vote Closing Time in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
11. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
 12. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
 13. CREST members may vote by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
 14. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment of the meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
 15. In order for a proxy appointment or instruction 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 & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID 7RA36) by the Proxy Vote Closing Time. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
 16. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Proxy Voting – Changes and Revocations

17. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the Proxy Vote Closing Time also applies in relation to amended instructions; any amended proxy appointment received after the Proxy Vote Closing Time will be disregarded. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact Share Registrars Limited via the methods set out above. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
18. In order to revoke a proxy instruction you will need to inform the Company by contacting Share Registrars Limited:
 - Tel: +44 (0) 1252 821390. Lines are open from 9:00 am to 5:00 pm (UK time) Monday to Friday (excluding public holidays in England and Wales).
 - Address: Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX.
 - Email: enquiries@shareregistrars.uk.com
19. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Share Registrars Limited no later than the Proxy Vote Closing Time. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to Note 6 above, your proxy appointment will remain valid.

Corporate Representatives

20. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises power over the same share.
21. Corporate representatives must produce a signed corporate representative letter from the shareholder in suitable form at the AGM together with photographic identification to verify they are the representative referred to in the letter.

Share Capital

22. As at close of business on 29 May 2025 (being the last practicable date prior to the publication of this notice), the Company's issued share capital comprised 28,636,378,281 ordinary shares of nominal value 0.025 pence each. No shares are held in treasury. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at close of business, on 29 May 2025 is 28,636,378,281.

Personal Data

23. Your personal data includes all data provided by you, or on your behalf, which relates to you as a shareholder, including your name and contact details, the votes you cast and your Shareholder Reference Number (attributed to you by the Company). The Company determines the purposes for which and the manner in which your personal data is to be processed. The Company and any third party to which it discloses the data (including the Company's registrar) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise.

EXPLANATORY NOTES

An explanation of each of the resolutions contained in the notice of meeting is set out below.

Resolutions 1-9 will be proposed as ordinary resolutions and require a simple majority of votes cast to be in favour in order to be passed.

Resolutions 10 and 11 will be proposed as special resolutions and require a majority of at least 75% of votes cast to be in favour in order to be passed.

Resolution 1 – Annual Report and Financial Statements (Ordinary Resolution)

Section 437 of the Companies Act 2006 (the “CA 2006”) requires the directors of the Company (the “Directors”) to lay copies of the Company’s annual report and audited financial statements for the year ended 31 December 2024 before the Company in general meeting before the end of the period for filing them with Companies House. This resolution addresses that requirement.

Resolutions 2 to 6 – Directors (Ordinary Resolutions)

The Company’s articles of association (the “Articles”) provide that, at every annual general meeting, one third of the Directors or, if their number is not three or a multiple of three, the number nearest to but not exceeding one third, shall retire.

Notwithstanding this provision, under Principle 6 of the QCA Corporate Governance Code 2023 shareholders should be given the opportunity to vote annually on the (re-)election of all individual directors to the board. Therefore, Mr Gerry Aherne, Dr Andrew Butler, Mr Keith Bush and Dr John Chessher are retiring and submitting themselves for re-election.

Mr Rob Collins was appointed as a Director by the board of Directors (the “Board”) on 12 August 2024. Under Article 106, any Director so appointed by the Board shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion of the meeting. Therefore, pursuant to Article 106, Mr Rob Collins is retiring and submitting himself for re-election.

Biographical details of all Directors can be found in the Annual Report and on the Company’s website at <https://sundaenergy.com/about/board-of-directors/>.

Resolutions 7 and 8 – Appointment and remuneration of auditor (Ordinary Resolutions)

Gravita Audit Limited has indicated that it will not seek re-appointment as the Company’s auditor at the forthcoming Annual General Meeting as, following a business reorganisation, its audit services will be provided by another Gravita entity. On the recommendation of the audit committee, the Board proposes as resolution 7 that Gravita Audit II Limited be appointed as auditor of the Company. Resolution 8 proposes that the audit committee be authorised to determine the level of the auditor’s remuneration.

Resolution 9 – Authority to allot shares (Ordinary Resolution)

Under the CA 2006, the Directors may allot shares and grant rights to subscribe for or convert any securities into shares if they are authorised to do so by shareholders in general meeting. The authorisation being sought will permit the Directors to allot shares or grant rights to subscribe for or convert any securities into shares up to an aggregate nominal amount of £2,386,365, representing approximately one third of the issued ordinary share capital of the Company as at the date of the notice of meeting.

As at the date of the notice of meeting, the Company does not hold any treasury shares.

The authorisation sought under this resolution will expire on the date falling 15 months from the date of the annual general meeting or, if earlier, at the conclusion of the next annual general meeting of the Company.

This resolution complies with the Investment Association Share Capital Management Guidelines issued in February 2023. The Directors have no present intention to exercise the authority conferred by this resolution.

Resolution 10 – Disapplication of pre-emption rights (Special Resolution)

This resolution, subject to the passing of Resolution 9, disapplies the pre-emption rights under the CA 2006 which would otherwise apply on an allotment of ordinary shares, and/or the grant of rights to subscribe for or convert any securities into ordinary shares, for cash. It is limited to allotments and grants of rights:

- made in connection with rights issues or other pre-emptive offers where the ordinary shares or rights are offered first to existing shareholders in proportion (as nearly as may be practicable) to their existing holdings of ordinary shares; and
- otherwise, up to an aggregate nominal amount of £715,909, representing approximately 10 per cent. of the issued ordinary share capital of the Company as at the date of the notice of meeting.

The power sought under this resolution will expire at the close of business on the date falling 15 months from the date of the annual general meeting or, if earlier, at the conclusion of the next annual general meeting of the Company.

Resolution 11 – Amendments to articles of association (Special Resolution)

Under Resolution 11, the Company is proposing to amend its articles of association to modernise the way in which notices and documents can be served by the Company. Principally, these changes will allow the Company to serve notices by making them available on a website, in accordance with the provisions of the CA 2006. The full text of the changes is set out in Resolution 11 in the notice of meeting.

