
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about the contents of this document or the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser duly authorised pursuant to the Financial Services and Markets Act 2000 (as amended) (or, if you are outside the United Kingdom, a person otherwise duly qualified in your jurisdiction) who specialises in advising in connection with shares and other securities.

If you sell or have sold or otherwise transferred all of your ordinary shares in LEKOIL Limited ("Company"), please immediately forward this document, together with the accompanying Form of Proxy/Instruction, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee. If you sell or have sold or otherwise transferred only part of your holding of ordinary shares, you should retain these documents.

LEKOIL LIMITED

(Incorporated and registered in the Cayman Islands with company number WK – 248859)

Notice of Extraordinary General Meeting

To be held on 7 April 2022

Formal notice convening an Extraordinary General Meeting of the Company to be held at 4.00 p.m. (GMT) on Thursday, 7 April 2022 at the offices of Walkers Corporate Limited, 190 Elgin Avenue, George Town, Grand Cayman, KY1-9001 Cayman Islands is set out at the end of this document. Shareholders will also find enclosed a Form of Proxy/Instruction.

The action to be taken by shareholders is set out on page 3. To be valid, the Form of Proxy must be completed, signed and returned in accordance with the instructions printed thereon so as to be received by the Company's registrars, Computershare Investor Services (Cayman) Ltd., as soon as possible but in any event not later than 4:00 p.m. (GMT) on 5 April 2022. To be valid, the Form of Instruction must be completed, signed and returned in accordance with the instructions printed thereon so as to be received by the Depositary, Computershare Investor Services PLC as soon as possible but in any event not later than 4:00 p.m. (GMT) on 4 April 2022. This deadline also applies to Depositary Interest holders who choose to utilise the CREST voting service. The completion and return of a Form of Proxy/Instruction will not preclude shareholders from attending and voting in person at the Extraordinary General Meeting should they subsequently wish to do so subject to any restrictions applicable to attendance in person.

In light of the ongoing global government guidelines and restrictions on public gatherings, international travel and in the interest of the health and safety of our shareholders during this global COVID-19 pandemic, we encourage our shareholders to complete their proxy forms in order to participate at this forthcoming Extraordinary General Meeting by proxy.

For health and safety reasons access to the venue of the meeting will be restricted.

Letter from the Chairman of LEKOIL Limited

(Incorporated and registered in the Cayman Islands with company number WK – 248859)

Directors:

Anthony Hawkins (*Interim Executive Chairman*)
Thomas Richardson (*Non-Executive Director*)
Marco D'Attanasio (*Non-Executive Director*)
Alphonso Tindall (*Non-Executive Director*)
Olapade Durotoye (*Non-Executive Director*)
Adeoye Adefulu (*Non-Executive Director*)

Registered office:
Walkers Corporate Limited
190 Elgin Avenue, George Town
Grand Cayman KY1-9001
Cayman Islands

18 March 2022

Dear Shareholder,

Extraordinary General Meeting

I am writing to inform you that the Board of Directors of the Company has convened an Extraordinary General Meeting of the Company (the "EGM") to be held at 4:00 p.m. (GMT) on 7 April 2022 at the offices of Walkers Corporate Limited, 190 Elgin Avenue, George Town, Grand Cayman, KY1-9001, Cayman Islands. The formal notice of the EGM and the resolutions to be proposed are set out on page 5.

In light of the prevailing global government guidelines and restrictions on public gatherings, international travel and in the interest of the health and safety of our shareholders during this global COVID-19 pandemic, we encourage our shareholders to complete their proxy forms and participate at this forthcoming EGM by proxy.

For health and safety reasons access to the venue of the meeting will be restricted.

Special business – ordinary resolutions

Approval of Option Agreement (Resolution 1)

On 28 February 2022, the Company announced that it had entered a convertible facility agreement (the "CFA") and an option agreement (the "Option Agreement") with Savannah Energy Investments Limited ("Savannah Investments" or the "Investor") in order to support the Company's restructuring (the "Transaction").

The Option Agreement, as further described below, conditionally grants Savannah Investments the right to purchase the Mayfair Loan (as defined below) (the "Sale of the Mayfair Loan").

The Sale of the Mayfair Loan to Savannah Investments, in the manner contemplated by the Option Agreement, would amount to a "fundamental change of business" under Rule 15 of the AIM Rules for Companies. As such, the entry into force of the Option Agreement and any future completion of the Sale of the Mayfair Loan in accordance with the Option Agreement is conditional upon the approval of the Company's shareholders ("Resolution 1").

For the reasons set out below, the Board of Directors of the Company considers the entry into force of the Option Agreement and any Sale of the Mayfair Loan to be in the best interests of the Company and its shareholders as a whole and the Board of Directors unanimously recommend shareholders to vote in favour of Resolution 1.

Description of the Mayfair Loan and its impairment

The Company is a party to the USD\$135 million intercompany loan agreement (the "Mayfair Loan") between the Company (as lender) and Mayfair Assets & Trust Limited (as borrower) ("Mayfair"). The Company is the beneficiary of various security documents associated with the Mayfair Loan, including an all-asset debenture and a share charge (as amended from time to time).

As at 30 June 2021, the Company's review of the intercompany and related party debt position between the Company (and its subsidiaries) and Lekoil Nigeria Limited (and its subsidiaries) showed USD\$253.0 million due under the Mayfair Loan.

The Company has, in parallel with entry into the CFA, impaired the value of the Mayfair Loan to USD\$1 million. This does not affect the amount of the loan owing from Mayfair to the Company but is a recognition by the Company that an impairment of the intercompany debt is appropriate given: (i) in the Company's accounts for the year ended 31 December 2020, the Company reduced the carrying value of its equity investment in Mayfair by US\$107 million to US\$10 million; and (ii) the factors that justified the impairment of the equity value are still relevant and existing and equally apply to the ability of Mayfair to repay the Mayfair Loan (i.e., the lack of bids during the OPL 310 farm out process, the inability to raise financing for OPL 310 to date, the proximity to the end of the term of the OPL 310 license in August 2022 and the ongoing legal dispute with Optimum Petroleum Development Limited).

Description of the Option Agreement

Under the Option Agreement, the Company grants to Savannah Investments an option to be assigned the Company's interest in the Mayfair Loan and its associated security related to OPL 310. A USD\$1 million payment is payable in cash by Savannah Investments to the Company upon such assignment. A summary of the Option Agreement and full details of the OPL 310 asset are provided below.

Pursuant to the Option Agreement, the Company is entitled to receive deferred consideration in the event that Savannah Investments obtains a working interest in OPL 310 and the same is developed. Such deferred consideration is structured as a royalty of 0.5% on crude oil sales attributable

to Savannah Investments actual participating interest in OPL 310. The total royalty that might be payable is capped at USD\$50 million based on a 17.14% participating interest. The royalty would apply up to a 17.14% participating interest and the royalty cap will be reduced appropriately for a participating interest less than 17.14%.

Shareholder Approval for Sale of the Mayfair Loan

The Company is seeking shareholder approval for the Sale of the Mayfair Loan pursuant to the Option Agreement. In the event shareholder approval is not received, the Option Agreement will terminate and have no further effect.

Shareholder approval is required pursuant to Rule 15 of the AIM Rules for Companies.

The Sale of the Mayfair Loan would not directly impact on the equity held by Mayfair (and indirectly the Company) in OPL 310. However, it could be considered that the Company has disposed of a material asset that amounts to a fundamental change of business. The Company cannot predict what actions Savannah will take as holder of the Mayfair Loan and how that may affect the Company's indirect interest in OPL 310 but those actions may include enforcement of the Mayfair Loan and its security. This or similar actions could mean that the Company's interest in any future development and value of OPL 310 is diminished or lost. In this scenario, the overriding royalty pursuant to the Option Agreement will remain in place. The Company expects that the option consideration, if it is received, will be used for the working capital purposes of the Company.

Authority of Directors to allot shares (Resolution 2)

The authority given to the Directors to allot further shares in the capital of the Company requires the prior authorisation of the shareholders in general meeting. Upon the passing of Resolution 2, the Directors will have authority to allot shares or grant rights to subscribe for or to convert any security into shares ("Relevant Securities") in the Company pursuant to Article 18 of the Articles (i) up to an aggregate number of 151,755,547 new ordinary shares which is approximately 20 per cent (20%) of the Company's current issued ordinary share capital as at 18 March 2022, being the latest practicable date prior to the publication of this Notice; (ii) to enable the Company (within the limit set out in subclause (i) above) to settle accrued but unpaid fees to creditors who agree to take part or all of their fees in ordinary shares.

These authorities will expire immediately following the next AGM. The Directors intend to seek renewal of Resolution 2 at each AGM, in accordance with current best practice.

Action to be taken

Shareholders will find enclosed with this document a Form of Proxy/Instruction for use in connection with the EGM. You are requested to complete, sign and return the Form of Proxy/Instruction in accordance with the instructions printed thereon. To be valid, completed Forms of Proxy must be received by the Company's registrars, Computershare Investor Services (Cayman) Ltd, c./o The Pavilions, Bridgwater Road, Bristol BS99 6ZY, by post or by email as soon as possible but in any event not later than 4:00 p.m. (GMT) on 5 April 2022 or 48 hours prior to any adjourned meeting. To be valid, completed Forms of Instruction must be received by the Depository, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, as soon as possible but in any event not later than 4:00 p.m. (GMT) on 4 April 2022 or 72 hours prior to any adjourned meeting. If your shares are held in uncertificated form through depository interests, you will also be able to appoint a proxy using CREST.

If you complete and return a Form of Proxy/Instruction, you may still attend and vote at the EGM in person should you subsequently decide to do so subject to any restrictions applicable to attendance in person.

For health and safety reasons, access to the meeting venue shall be restricted due to the prevalent risks associated with the COVID-19 Pandemic.

Please read the notes to the notice of EGM and the accompanying Form of Proxy/Instruction for detailed instructions. The attention of shareholders is also drawn to the voting intentions of the Directors set out below.

Recommendation

As stated in the Company's announcement of 28 February 2022, Savannah Investments' strategic involvement in the restructuring, including the Option Agreement, has received the support of the major institutional shareholders in the Company, representing approximately 42% of the Company's then issued share capital. This support when combined with Savannah Investments' current shareholding, represents approximately 56% of the Company's current issued share capital.

If Resolution 1 is not passed, the Option Agreement will terminate and the Company will not receive the USD\$1 million in consideration for any future exercise of Savannah Investments rights pursuant to the Option Agreement. Without access to these funds which would arise on any future exercise of the option, the Company would be required to source additional working capital in late 2022/early 2023.

Resolution 2 will grant the Company the ability to allot and issue ordinary shares up to 20% of the current issued ordinary share capital. The Company intends to use this authority to continue, in a limited way, with the Contractor Shares Arrangement. In particular, the Contractor Shares Arrangement may be used to pay amounts due to creditors and/or to incentivise the Company's directors in lieu of cash payments. The Company does not intend to issue shares pursuant to the Contractor Shares Arrangement in excess of 5% of the current issued share capital nor does the Company intend to implement any further convertible facility agreements pursuant to this authority. Other than the Contractor Shares Arrangement, any issuance of shares pursuant to this authority will be subject to shareholder's pre-emption rights in accordance with the Company's Articles of Association.

Accordingly, your Board of Directors consider that the Resolutions to be put to the EGM are in the best interests of the Company and its shareholders as a whole and unanimously recommend shareholders to vote in favour of the Resolutions.

Anthony Hawkins

Interim Executive Chairman

18 March 2022

Annex to the Letter from the Chairman of LEKOIL Limited

OPL 310: Asset summary and impairment of Mayfair Loan

Mayfair Assets & Trusts Limited (Nigeria) holds a 17.14% participating interest in OPL 310, offshore from the Dahomey basin, in partnership with the operator Optimum Petroleum Development Limited (“Optimum”). The licence includes the 2013 Ogo oil & gas discovery which straddles water depths of 200-3,000 feet. The find is estimated to contain P50 gross recoverable resources of 774 MMboe, split between a four-way dip closure and deeper syn-rift stratigraphic trap. Further appraisal work is required to de-risk these volumes, ahead of any field development. In addition, following the acquisition of 3D seismic in 2014, the licence partners have identified surrounding prospects and leads which offer significant upside potential.

During 2020, the Lekoil Group engaged advisors to run a farm out process of Lekoil’s share for OPL 310. This farm out process was completed without any offers being received during 2020. During 2020 and early 2021, the Group had extensive discussions and negotiations with Optimum about the operation of the Cost and Revenue Sharing Agreement (“CRSA”). Optimum submitted a letter, announced on 24 February 2021, proposing the termination of the CRSA. There is a material risk that this dispute will end up in litigation.

In light of the lack of interest during the farm out process, the inability of the Company to raise financing for the last two years to fund the next two development wells, the proximity to the end of the license and the ongoing legal dispute with Optimum, the Company took an impairment of US\$107.5 million reducing the carrying value of OPL 310 to US\$10 million (see Annual Report 2020).

The Company has, in parallel with entry into the CFA, impaired the value of the Mayfair Loan to US\$1 million. This does not affect the amount of the loan owing from Mayfair to the Company but is a recognition by the Company that an impairment of the intercompany debt is appropriate given: (i) in the Company’s accounts for the year ended 31 December 2020, the Company reduced the carrying value of its equity investment in Mayfair by US\$107 million to US\$10 million; and (ii) the factors that justified the impairment of the equity value are still relevant and existing and equally apply to the ability of Mayfair to repay the Mayfair Loan (i.e., the lack of bids during the OPL 310 farm out process, the inability to raise financing for OPL 310 to date, the proximity to the end of the term of the OPL 310 license in August 2022 and the ongoing legal dispute with Optimum).

Shareholders are directed to the Strategic Report in the Annual Report for the year ended 31 December 2020 for a full asset description.

Option Agreement Summary

Purchase Price upon Assignment: Assignment:	US\$1,000,000 Term Loan Facility Agreement dated 13 May 2013 between Mayfair Assets & Trusts Limited (as Original Borrower), Lekoil Nigeria Limited (as Original Guarantor) and Lekoil Limited (Cayman Islands) (as Lender) and any and all amendments, assignments and novations thereto (the “Mayfair Loan”) to together will any and all security (registered or unregistered) associated with the Term Loan.
Expiry of Option:	31 December 2022, extended until 31 December 2023 if the Company raises finance equivalent to the Purchase Price.
Exercise of Option:	Savannah Investments has the right to trigger the assignment of the Mayfair Loan provided it pays the Purchase Price. The parties will then agree the form of royalty agreement for the Overriding Royalty.
Overriding Royalty:	The Company and Savannah Investments will agree a royalty agreement for a 0.5% gross overriding royalty (capped at US\$50 million) on crude oil sales attributable to a 17.14% participating interest in OPL 310. In the event the participating interest in OPL 310 held by Savannah Investments is less than a 17.14% interest, the royalty rate will be 0.5% on that lower participating interest and the US\$50million cap will be appropriately reduced, and in the event the participating interest is greater than 17.14%, the royalty rate will apply to 17.14% of the interest.
Condition Precedent	The assignment of the Mayfair Loan is conditional on the shareholders of the Company giving their approval to the assignment at an EGM.

Notice of Extraordinary General Meeting

LEKOIL LIMITED (Company)

(Incorporated and registered in the Cayman Islands with company number WK-248859)

Notice of Extraordinary General Meeting

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company ("Meeting") will be held at the offices of Walkers Corporate Limited, 190 Elgin Avenue, George Town, Grand Cayman, KY1-9001 Cayman Islands at 4.00 p.m. (GMT) on 7 April 2022 for the transaction of the following business:

Special business

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

1. That the entry into the Option Agreement between the Company and Savannah Energy Investments Limited dated 28 February 2022 (the "Option Agreement") and any assignment of the intercompany debt owed to the Company by Mayfair Assets & Trusts Limited ("Mayfair" and the "Mayfair Loan"), its associated security related to Mayfair and OPL 310 and all rights and benefits of the Company with respect to the same pursuant to the Option Agreement be approved, confirmed and ratified in accordance with Rule 15 of the AIM Rules for Companies and that the Directors of the Company be authorised to take all such steps as may be necessary or desirable to implement and give full effect to the intentions of the parties under the Option Agreement.
2. That the Directors be and they are hereby generally and unconditionally authorised pursuant to and for the purposes of Article 18 of the Company's articles of association (the "Articles") to exercise all the powers of the Company to allot Relevant Securities (as defined in the Articles) up to an aggregate number of 151,755,547 Relevant Securities (including the power to allot Relevant Securities to enable the Company (within the aggregate number of 151,755,547 Relevant Securities) to settle accrued but unpaid fees to creditors who agree to take part or all of their fees in Relevant Securities), which shall, unless previously revoked or varied by the Company in general meeting, expire at the conclusion of the Company's next annual general meeting save that the Company may make an offer or enter into an agreement before the expiry of this authority which would or might require Relevant Securities to be allotted after such expiry and the Directors may allot Relevant Securities pursuant thereto as if the authority conferred hereby had not expired.

*In light of the prevailing global government guidelines and restrictions on public gatherings, international travel, social distancing and in the interest of the health and safety of our shareholders during this global COVID-19 pandemic, we encourage our shareholders to complete their proxy forms and participate at the Meeting by proxy. **For health and safety reasons, access to the meeting venue shall be restricted.***

By order of the Board

Anthony Hawkins

Interim Executive Chairman

18 March 2022

Registered office: Walkers Corporate Limited, 190 Elgin Avenue, George Town, Grand Cayman KY1-9001, Cayman Islands

Notes to the Notice of Extraordinary General Meeting

Entitlement to attend, speak and vote

1. The Company has specified that only those members entered on the register of members at 6.00 p.m. (GMT) on 5 April 2022 (or in the event that this meeting is adjourned, on the register of members 48 hours before the time of any adjourned meeting) shall be entitled to attend, speak and vote at the Meeting in respect of the number of ordinary shares in the capital of the Company held in their name at that time. Changes to the register after 6.00 p.m. (GMT) on 5 April 2022 shall be disregarded in determining the rights of any person to attend, speak and vote at the Meeting.

*In light of the prevailing global government guidelines and restrictions on public gatherings, international travel, social distancing and in the interest of the health and safety of our shareholders during this global COVID-19 pandemic, we encourage our shareholders to complete their proxy forms and participate at the Meeting by proxy. **For health and safety reasons, access to the meeting venue shall be restricted.***

Appointment of proxies

2. Members are entitled to appoint a proxy or proxies to exercise all or any of their rights to attend and vote at the Meeting. A proxy need not be a shareholder of the Company. A shareholder holding two or more shares may appoint more than one proxy in relation to the Meeting. Please contact the Registrar if you wish to appoint multiple proxies.
3. A Form of Proxy is enclosed for use by shareholders holding shares in certificated form. A Form of Instruction is enclosed for use by holders of Depository Interests. The completion and return of a Form of Proxy/Instruction whether in hard copy form or in CREST will not preclude a member from attending in person at the meeting and voting should he or she wish to do so.
4. To be valid, the Form of Proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be lodged at the offices of the Company's registrars, Computershare Investor Services (Cayman) Ltd, c/o The Pavilions, Bridgewater Road, Bristol BS99 6ZY, by post as to be received not less than 48 hours before the time fixed for the holding of the meeting or any adjournment thereof (as the case may be). To be valid, the Form of Instruction and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be lodged at the offices of the Depository, Computershare Investor Services Plc, The Pavilions, Bridgewater Road, Bristol BS99 6ZY, by hand, or sent by post, so as to be received not less than 72 hours before the time fixed for the holding of the meeting or any adjournment thereof (as the case may be).

CREST Voting Instructions for Depository Interest Holders

5. Holders of Depository Interests in CREST may transmit voting instructions by utilising the CREST voting service in accordance with the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take appropriate action on their behalf. In order for instructions made using the CREST voting service to be valid, the appropriate CREST message (a "CREST Voting Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/CREST).
6. To be effective, the CREST Voting Instruction must be transmitted so as to be received by the Company's agent (3RA50) no later than 4:00 p.m. (GMT) on 4 April 2022. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the Company's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST. Holders of Depository Interests in CREST and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of the Depository Interest holder concerned to take (or, if the Depository Interest holder is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that the CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST voting service by any particular time. In this connection, Depository Interest holders 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.

Issued shares and total voting rights

7. As at 6.00 p.m. (GMT) on 17 March 2022 (being the latest practicable date prior to the publication of this Notice), the Company's issued share capital comprised 758,777,739 ordinary shares of US\$0.00005 each fully paid. 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 6.00 p.m. (GMT) 17 March 2022 are 758,777,739. The Company does not hold any shares in treasury.

*Please note that in light of the prevailing global government guidelines and restrictions on public gatherings, international travel, social distancing and in the interest of the health and safety of our shareholders during this global COVID-19 pandemic, we encourage our shareholders to complete their proxy forms and participate at the Meeting by proxy. **For health and safety reasons, access to the meeting venue shall be restricted.***



C/o Walkers Corporate Limited
190 Elgin Avenue, George Town
Grand Cayman KY1-9001
Cayman Islands
www.lekoilplc.com

