

This is an important document and requires your immediate attention.

If you are in any doubt about the action you should take, you should consult an independent financial adviser.

If you have recently sold or transferred your shares in Star Energy Group plc you should forward this document to your bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The registered office of Star Energy Group plc is Welton Gathering Centre, Barfield Lane off Wragby Road, Sudbrooke, Lincoln LN2 2QX. Tel: +44(0)20 3435 5230. Registered in England and Wales Company Number 04981279.



Star Energy

**Star Energy Group plc
Notice of Annual
General Meeting 2024**

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KEY TIMES AND DATES

Dispatch of this document	17 May 2024
Latest time and date for receipt of forms of proxy	10:30 am on 10 June 2024
Annual General Meeting	10:30 am on 12 June 2024

HOW TO VOTE

Your votes matter. If you cannot attend, please vote your shares by appointing a proxy. You can vote online at www.investorcentre.co.uk/eproxy or by returning a paper proxy instruction if you received a hard copy proxy form.

HOW TO ATTEND

Canaccord Genuity Limited, 88 Wood Street, London, EC2V 7QR is accessible on public transport being near to Moorgate, Barbican and St. Paul's stations.

Please bring your attendance card (on the form of proxy or available for download at www.investorcentre.co.uk/eproxy) and check the notes on page 10 to see what identification will be required.

NON-EXECUTIVE CHAIRMAN'S LETTER

Dear shareholder,

I look forward to welcoming you at the Star Energy Group plc ("Star Energy" or the "Company") Annual General Meeting (the "AGM"), which will be held at 10.30 a.m. on Wednesday 12 June 2024 at the offices of Canaccord Genuity Limited, 88 Wood Street, London, EC2V 7QR.

The business of the AGM comprises certain resolutions (the "Resolutions") that we regularly bring to shareholders, as well as Resolutions 11 and 12 which are special business of the forthcoming AGM.

In accordance with the Quoted Companies Alliance Corporate Governance Code published in November 2023 (the "QCA Code 2023"), it is recommended that all directors stand for re-election annually, at the AGM. Accordingly, each of the Directors offer themselves for re-election as Directors of the Company.

We often ask for authority from you to allow the board of directors (the "Board" or the "Directors") to allot shares in the Company in certain circumstances, sometimes without first offering those shares to existing shareholders. We wish to continue to comply with the spirit of institutional guidelines as an AIM company, and maintain maximum flexibility as per the notes to the relevant Resolutions.

Resolution 12 is proposed to grant the Company authority to make market purchases of its own ordinary shares. The authority should not be taken to imply that shares will be purchased at any particular price or, indeed, at all. The Resolution specifies the maximum number of ordinary shares which may be purchased (representing approximately 5 per cent of the Company's issued ordinary shares as at 2 May 2024 (being the latest practicable date prior to publication of this document)) and the maximum and minimum prices at which they may be bought, reflecting the requirements of the Companies Act 2006. The authority to purchase ordinary shares will only be exercised if the Directors consider that there is likely to be a beneficial impact on earnings per ordinary share and that it is in the best interests of the Company and shareholders at the time. If the Company were to purchase any ordinary shares pursuant to this authority, the Company could cancel such shares or take them into treasury. The Board would consider holding such shares in treasury, enabling the Company to, amongst other things, re-issue treasury shares quickly and cost effectively; however, the Board would make a decision at the relevant time, in light of prevailing circumstances. Please see the note to Resolution 12 on page 8 for further explanation of this.

The Board is recommending that shareholders support all of the Resolutions before the AGM by returning your proxy vote at www.investorcentre.co.uk/eproxy or, if you have received a hard copy proxy form, by returning your proxy instruction by post, as indicated in the proxy form.

For some years now we have been using web communication for the majority of shareholders to invite you to view our corporate materials online. With this notice, if you have not elected to receive shareholder communications electronically, you will receive a proxy card as an ordinary shareholder. However, online voting is quicker and more secure than paper voting. If you have not already done so, I urge you to visit Computershare's Investor Centre available at www.investorcentre.co.uk/ecomms and provide an email address for future communications.

Your votes do matter. Information about how to vote and attend the AGM is given on pages 9 to 11 of this notice. If you cannot attend the AGM, please vote your shares by voting remotely by appointing the chairman of the AGM as your proxy, utilising one of the remote methods detailed in this notice.

Philip Jackson

Non-executive Chairman

16 May 2024

NOTICE OF MEETING**Notice of meeting and Resolutions to be proposed**

Notice is hereby given that the Annual General Meeting of Star Energy Group plc (the “Company”) will be held at the offices of Canaccord Genuity Limited, 88 Wood Street, London, EC2V 7QR on Wednesday 12 June 2024, commencing at 10:30 am, for the transaction of the following business.

The board of directors of the Company (the “Board”, the “Directors”) considers that resolutions 1 to 12 (each a “Resolution” and together the “Resolutions”) are in the best interests of the Company and its shareholders as a whole and recommends that you vote in favour of these Resolutions. Resolutions 1 to 10 will be proposed as ordinary resolutions and Resolutions 11 and 12 will be proposed as special resolutions.

Resolution 1**Report and accounts**

To receive the annual report and accounts for the year ended 31 December 2023 (the “Annual Report”).

[See notes on page 6.](#)

Resolution 2**Directors’ remuneration report**

To approve the Directors’ remuneration report contained on pages 30 to 33 of the Annual Report.

[See notes on page 6.](#)

Resolution 3

To re-elect Mr Christopher Hopkinson as a Director.

[See biography on page 6.](#)

Resolution 4

To re-elect Ms Kate Coppinger as a Director.

[See biography on page 6.](#)

Resolution 5

To re-elect Ms Aneliya Erdly as a Director.

[See biography on page 6.](#)

Resolution 6

To re-elect Mr Anthony White as a Director.

[See biography on page 7.](#)

Resolution 7

To re-elect Mr Philip Jackson as a Director.

[See biography on page 7.](#)

Resolution 8

To re-elect Ms Frances Ward as a Director.

[See biography on page 7.](#)

Resolution 9**Reappointment of auditors and fixing of auditor’s remuneration**

To re-appoint PricewaterhouseCoopers LLP as auditors from the conclusion of the annual general meeting (“AGM”) until the conclusion of the next AGM before which accounts are laid and to authorise the Directors to fix the auditors’ remuneration.

Resolution 10**Directors’ authority to allot shares (Section 551 of the Companies Act 2006 (the “2006 Act”))**

To renew, for the period ending on the date of the AGM in 2024 or 15 months after the passing of this Resolution, whichever is the earlier, the authority and power conferred on the Directors by the Company’s articles of association (the “Articles”) to allot relevant securities up to an aggregate nominal amount of £1,721.50 representing the aggregate nominal value of two thirds of the Company’s issued ordinary shares of 0.002p each (“Ordinary Shares”), provided that in relation to any allotment of relevant securities in excess of £860.75, representing the aggregate nominal value of one third of the Ordinary Shares, such authority shall only be used if the relevant securities are equity securities (as defined in Section 560(1) of the 2006 Act) and they are allotted in connection with a rights issue, open offer, scrip dividend scheme or other pre-emptive issue of equity shares which satisfies the conditions and may be subject to all or any of the exclusions specified in (B) (1) of Resolution 11, provided that the Company may before such expiry, variation or revocation make an offer or agreement which would or might require such relevant or equity securities to be allotted after such expiry, variation or revocation and the Directors may allot relevant or equity securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired or been varied or revoked.

[See notes on page 7.](#)

Resolution 11

Authority for disapplication of pre-emption rights (Section 561)

THAT, subject to, and conditionally upon, the passing of Resolution 10, the Directors are hereby empowered pursuant to section 570 of the 2006 Act to allot equity securities (as defined by section 560(1) of the 2006 Act) for cash pursuant to the general authority conferred by Resolution 10 and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of the 2006 Act did not apply to any such allotment or sale provided that such power:

- (A) shall, subject to the continuance of the authority conferred by Resolution 10, expire 15 months after the passing of this Resolution or at the conclusion of the next AGM of the Company following the passing of this Resolution, whichever occurs first, but may be previously revoked or varied from time to time by special resolution but so that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted after such expiry, revocation or variation and the Directors may allot equity securities in pursuance of such offer or agreement as if such power had not expired or been revoked or varied; and
- (B) shall be limited to:
- (1) the allotment of equity securities of up to an aggregate nominal amount of £860.75 pursuant to a rights issue, open offer, scrip dividend scheme or other pre-emptive offer or scheme which is in each case in favour of holders of Ordinary Shares and any other persons who are entitled to participate in such issue, offer or scheme where the equity securities offered to each such holder and other person are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares held or deemed to be held by them for the purposes of their inclusion in such issue, offer or scheme on the record date applicable thereto, but subject to such exclusions or other arrangements as the Directors may deem fit or expedient to deal with fractional entitlements, legal or practical problems under the laws of any overseas territory, the requirements of any regulatory body or stock exchange in any territory, shares being represented by depositary receipts, directions from any holders of shares or other persons to deal in some other manner with their respective entitlements or any other matter whatever which the Directors consider to require such exclusions or other arrangements with the ability for the Directors to allot equity securities and sell relevant shares not taken up to any person as they may think fit;
 - (2) the allotment of equity securities for cash otherwise than pursuant to sub-paragraph (B)(1) up to an aggregate maximum nominal amount of £258.23 representing approximately 10 per cent of the aggregate nominal amount of the share capital of the Company as at 2 May 2024; and
 - (3) the allotment of equity securities for cash up to an aggregate maximum nominal amount of £258.23, representing approximately 10 per cent of the aggregate nominal amount of the share capital of the Company as at 2 May 2024, used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this document.

See notes on page 8.

Resolution 12

Purchases of own shares by the Company

That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the 2006 Act to make one or more market purchases (within the meaning of section 693(4) of the 2006 Act) of Ordinary Shares on such terms and in such manner as the Directors may from time to time determine provided that:

- (A) the maximum aggregate number of Ordinary Shares authorised to be purchased is 6,455,631;
- (B) the minimum price which may be paid for such Ordinary Shares is £0.00002 per Ordinary Share;
- (C) the maximum price which may be paid for an Ordinary Share shall not be more than 5 per cent above the average of the middle market quotations for an Ordinary Share as derived from AIM, a market operated by the London Stock Exchange plc, for the five business days immediately preceding the date on which the Company agrees to purchase the Ordinary Share concerned;
- (D) unless previously renewed, varied or revoked, the authority conferred shall expire 15 months after the passing of this Resolution or at the conclusion of the next annual general meeting of the Company following the passing of this Resolution, whichever occurs first; and
- (E) the Company may make a contract or contracts to purchase Ordinary Shares under the authority conferred by this Resolution prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts.

See notes on page 8.

By order of the Board.

Thamala Perera Schuetze

General Counsel and Company Secretary

16 May 2024

NOTICE OF MEETING CONTINUED**Notes to Resolutions**

Defined terms in these notes shall have the same meaning as in the notice of meeting and Resolutions.

Notes to Resolution 1**Reports and accounts**

The Board will present its reports and the accounts for the year ended 31 December 2023, as contained in the Annual Report.

Notes to Resolution 2**Directors' remuneration report**

The Directors' remuneration report, which can be found on pages 30 to 33 of the Annual Report gives details of the Directors' remuneration for the year ended 31 December 2023. The Directors' remuneration report includes a statement from the Remuneration Committee chair, the components of the executive Directors' remuneration, and the non-executive Directors' fees.

The Company's auditors, PricewaterhouseCoopers LLP, have audited those parts of the Directors' remuneration report which are required to be audited and their report may be found in the Annual Report. The Annual Report has been approved by the Board and signed on its behalf by the Remuneration Committee chair.

The vote on the Directors' remuneration report is advisory in nature and therefore not binding on the Company.

Notes to Resolutions 3, 4, 5, 6, 7 and 8**Re-election of Directors**

Directors holding office at the start of the business of the day of this notice of meeting and who also held office at the time of both of the two immediately preceding AGMs and did not retire at such AGM and wish to continue to be Directors, are required by the Articles to retire and offer themselves for re-election at each AGM. If the number of Directors due to retire at any AGM, when added to the number of other Directors (if any) who wish to retire and not to offer themselves for re-appointment at such AGM, is less than that number which is one third of the total number of the Directors (excluding any Director who has been appointed by the Board and is seeking reappointment at the first AGM since that appointment) (or if such total number is not divisible by three that number which is nearest to but does not exceed one third), then such number of additional Directors shall retire at such AGM as will increase the total number to the amount required by the Articles. In addition, any director of the Company appointed by the Board, must at the first AGM since that appointment seek reappointment.

The QCA Code 2023 recommends that all directors stand for re-election annually, at the AGM.

Accordingly, in accordance with the requirements of the Articles and the QCA Code 2023, each Director, Mr Christopher Hopkinson, Ms Kate Coppinger, Ms Aneliya Erdly, Mr Anthony White, Mr Philip Jackson and Ms Frances Ward retire and offer themselves for re-election as Directors.

The Nomination Committee identifies, evaluates and recommends to the Board, candidates as Directors and keeps the mix of skills, experience and knowledge of the Board under regular review (in consultation with the Board) and seeks to ensure an orderly succession of Directors. The outside directorships and broader commitments of the Non-executive Directors (including time commitments) are also monitored by the Nomination Committee. The biographies on pages 6 and 7 of this notice of meeting set out the key strengths and experience of each director, which are relevant to the long-term success of the Company and therefore the reason why the Board believes each director's contribution is, and continues to be, important to the Company's long-term sustainable success. Accordingly, the Board unanimously recommends the re-election of each of the directors listed in Resolutions 3 to 8.

Reappointment of Christopher Hopkinson as a Director – Resolution 3

Mr Hopkinson retires by rotation at the AGM under the Articles, and offers himself for reappointment. Having carefully considered his reappointment, the Nomination Committee considers that his performance remains effective, particularly having regard to his responsibilities as Chief Executive Officer.

Mr Hopkinson is Non-executive Chairman of Enwell Energy an AIM-quoted oil and gas exploration and production group and a Non-executive Director of Nostrum Oil and Gas plc. He is also the founder of Astra Resources Management advising utility scale PPP Solar projects.

Mr Hopkinson began his career with Shell International, followed by technical and management roles with Yukos and Lukoil Overseas, before becoming Chief Executive Officer of Imperial Energy Group up until its acquisition by ONGC in 2009. He was then Vice-President Western Siberia for TNK-BP, Senior Vice-President North Africa for BG Group, Chief Executive Officer of International Petroleum Limited, and Chief Operating Officer for JSC National Company KazMunayGas. Mr Hopkinson holds a BSc Honours degree in Applied Physics from St Andrews University.

Reappointment of Kate Coppinger as a Director – Resolution 4

Ms Coppinger retires by rotation at the AGM under the Articles, and offers herself for reappointment. Having carefully considered her reappointment, the Nomination Committee considers that her performance remains effective, particularly having regard to her responsibilities as Non-executive Director.

Ms Coppinger is a non-executive director of Serica Energy plc, an AIM-listed independent UK natural gas producer and Plant Healthcare plc. Ms Coppinger initially worked for CIBC World Markets as a research analyst before joining Harrison Lovegrove in 2000 where she moved into transaction execution. Following the acquisition of Harrison Lovegrove by Standard Chartered Bank in September 2007, Ms Coppinger continued in oil and gas M&A transactions. In 2014, she was appointed Managing Director, Oil & Gas Corporate Finance, where she was responsible for origination and execution of transactions for European clients, a position she held until leaving Standard Chartered Bank in 2020.

Reappointment of Aneliya Erdly as a Director – Resolution 5

Ms Erdly was appointed as a Director of the Company in December 2023, which was subsequent to the last AGM and, in accordance with the Articles, she must retire at this AGM, but she offers herself for reappointment. Upon appointment, the Board considered that her experience made her a suitable candidate to complement the Board. The Nomination Committee has considered her reappointment and considers that her performance remains effective, particularly having regard to her responsibilities as Non-executive Director.

Notes to Resolutions 3, 4, 5, 6, 7 and 8 continued

Reappointment of Aneliya Erdly as a Director – Resolution 5 continued

Ms Erdly is a highly experienced energy executive with over 18 years in power projects execution and asset management. She brings a wealth of expertise in building from scratch and running renewable energy generation businesses, as well as in assisting businesses with their energy transition strategies. Ms Erdly is currently a Strategic Advisor to NTR PLC, a successful fund manager that has invested in and built close to 3GW of renewables assets across Europe and the US. She also sits on the investment committee of Globeleq – a power industry leader with a focus on emerging markets. Prior to this Ms Erdly was a CEO of Silver Ridge Power, a multi-billion renewables portfolio company of Riverstone and The AES Corporation. In addition, she has held executive, non-executive and advisory positions with The AES Corporation, Trafigura, Eco Atlantic Oil and Gas, the International Finance Corporation and KPMG.

Reappointment of Anthony White as a Director – Resolution 6

Mr White was appointed as a Director of the Company in December 2023, which was subsequent to the last AGM and, in accordance with the Articles, he must retire at this AGM, but he offers himself for reappointment. Upon appointment, the Board considered that his experience made him a suitable candidate to complement the Board. The Nomination Committee has considered his reappointment and considers that his performance remains effective, particularly having regard to his responsibilities as Non-executive Director.

Mr White has over 35 years' experience in international power markets and low carbon economy from capital markets analytical and industry strategy roles. His key responsibilities included being lead analyst for the top ranked energy team at investment bank, James Capel, who advised the UK Government on privatising the power sector. As Head of Citigroup's pan-European power team he also oversaw market liberalisation in other European markets. He was also National Grid's Group Head of Strategy in the 1990's. In 2003, Anthony was one of the founders of Climate Change Capital, a specialist low carbon advisory and asset management business. He has been heavily involved in UK energy and power market policy participating in numerous UK Government advisory bodies including the Energy Advisory Panel, Commission on Environmental Markets and Economic Reform, Energy Networks Strategy Group and the Nuclear Liability Financing Assurance Board. Mr White was awarded an MBE in 2004 for services to UK energy policy and is currently a Non-executive Board Director of Green Energy Options and the Triple Point Energy Transition Trust.

Reappointment of Philip Jackson as a Director – Resolution 7

Mr Jackson retires at the AGM and offers himself for reappointment. Having carefully considered his reappointment, the Nomination Committee considers that his performance remains effective, particularly having regard to his responsibilities as Non-executive Chairman.

Mr Jackson has over 35 years' experience in investments and corporate finance in energy and infrastructure projects.

Mr Jackson's career has included 24 years as an investment banker where he headed JP Morgan's Energy and Infrastructure businesses in Asia before setting up its \$900 million Asian infrastructure fund. Until March 2020 he was a partner of Kerogen Capital Partners Limited, a specialist investor in upstream oil, gas and renewable energy. Since then, he has focused increasingly on the path to decarbonisation and has worked closely with the Company's management to chart a profitable energy supply transition, leveraging the Group's multiple relevant technical and operational skills across the energy supply chain. He is a senior advisor to and has been asked to join the board of Arctic Green Energy Corporation (one of the world's leading geothermal district heating businesses, primarily in Asia). He is also chairman of OneWater Group Limited which provides utility water treatment technologies around the world. He started his career with the energy team at Ashurst LLP before moving to its client Trafalgar House plc, then one of the UK's leading independent oil and gas companies.

Mr Jackson is a Fellow of the Energy Institute. He graduated with an MA in law from the University of Cambridge and qualified as a solicitor of the Supreme Court in England.

Reappointment of Frances Ward as a Director – Resolution 8

Ms Ward retires at the AGM and offers herself for reappointment. Having carefully considered her reappointment, the Nomination Committee considers that her performance remains effective, particularly having regard to his responsibilities as Chief Financial Officer.

Ms Ward is a qualified accountant with over 15 years' senior management experience within the international oil and gas sector. Ms Ward's previous experience includes 11 years at Nexen Energy (now part of CNOOC) in various senior finance roles in their London and Calgary offices. Ms Ward joined the Company in 2017 as Group Financial Controller, then assuming overall responsibility for the finance function as Finance Director in July 2020 and was appointed as Chief Financial Officer in September 2022.

Notes to Resolutions 10 and 11

Directors' authority to allot shares

General explanation

These Resolutions seek limited authority from shareholders for the Company to allot shares, and limited authority to allot shares in particular circumstances without first offering them to existing shareholders. They enable the Company to raise capital quickly and easily when needed, and permit it to allot shares as consideration in a transaction.

It has been the Company's approach to seek authority to allot shares at its AGM in order to allow as much prudent flexibility as possible in the interests of the Company and its shareholders as a whole.

NOTICE OF MEETING CONTINUED**Notes to Resolutions continued****Notes to Resolutions 10 and 11 continued****Authority to allot – Resolution 10**

The Investment Association share capital management guidelines (the “IA guidelines”) confirm that an authority to allot up to two-thirds of the existing issued share capital continues to be regarded as routine.

The Directors are seeking authority to allot shares of up to a maximum nominal amount of £1,721.50. This is the Section 551 ‘authorised amount’ referred to in the Articles and is equal to 66.6 per cent (i.e. two thirds) of the Company’s Ordinary Shares. In accordance with the IA guidelines, one half of this authorised amount, that is 33.3 per cent (i.e. one third) of the Company’s issued Ordinary Shares (excluding treasury shares), can only be used if the relevant securities are equity securities and are offered in connection with a rights issue or other pre-emptive issues of equity shares which satisfies the conditions and may be subject to all or any of the exclusions specified in (B) (1) of Resolution 11.

For information, as at 2 May 2024 (being the latest practicable date prior to publication of this document) the Company held no treasury shares. The authority conferred pursuant to Resolution 10 will expire on the date of the AGM in 2024 or 15 months after the passing of Resolution 10 at the AGM, whichever is the earlier.

The Directors have no current intention of issuing shares other than in relation to the Company’s employee share schemes.

Disapplication of pre-emption rights – Resolution 11

Section 561 of the 2006 Act contains pre-emption rights that require all equity shares which the Company proposes to allot for cash to be offered to existing shareholders of Ordinary Shares in proportion to existing shareholdings, unless a special resolution is passed to disapply such rights. Such rights do not apply to an issue otherwise than for cash, such as an issue in consideration of an acquisition. Subject to the passing of Resolution 8 and as noted therein, the proposed Resolution provides for the dis-application of statutory pre-emption rights for allotments of equity securities for cash, but limits this authority to the allotment of equity securities up to an aggregate nominal value of £860.75 (representing approximately one third of the Company’s Ordinary Shares), provided that all allotments must be in the form of rights issues, open offers, scrip dividend schemes or other pre-emptive issues of equity securities.

Further, the Directors believe that the statutory requirements are too restrictive and, it is proposed that, subject to the passing of Resolution 10, the Directors should be able to allot shares for cash otherwise than pursuant to rights issues, open offers or other pre-emptive issues etc. amounting to no more than an aggregate nominal amount of £516.45 representing approximately 20 per cent of the Company’s Ordinary Shares. Pursuant to the UK Secondary Capital Raising Review and the Pre-Emption Group’s Statement of Principles on Disapplying Pre-Emption Rights, the Company may seek authority for permitted non-pre-emptive issuances of 20 per cent of a company’s issued share capital (increasing from the previous 10 per cent). The Company is supportive of this change and considers that the change will give the Company additional flexibility to enable allotments to finance business opportunities. Therefore, Resolution 11 provides for the generally applicable disapplication of pre-emption rights on 10 per cent of the Company’s ordinary share capital on an unrestricted basis, and a further 10 per cent of the Company’s ordinary share capital for the purposes of financing or refinancing an acquisition or capital investment.

Accordingly, Resolution 11 (B) (2) provides for the disapplication of pre-emption rights on 10 per cent of the Company’s ordinary share capital on an unrestricted basis and Resolution 11 (B) (3) provides for the disapplication of pre-emption rights of a further 10 per cent of the Company’s ordinary share capital for the purposes of financing or refinancing an acquisition or capital investment.

If passed, these resolutions will enable the Directors to allot equity securities for cash without having to comply with statutory pre-emption rights, but this power will be limited to allotments: under Resolution 11 (B) (2), in connection with a rights issue, open offer or other pre-emptive offer to ordinary shareholders and holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but (in accordance with normal practice) subject to such exclusions or other arrangements as the Directors may deem necessary or expedient; up to an aggregate nominal amount of £258.23 (which represents approximately (but not more than) 10 per cent of the issued ordinary share capital of the Company as at the latest practicable date prior to publication of this document; and under Resolution 11 (B) (3), in addition to the authority referred to above, up to an aggregate nominal amount of £258.23 (which represents approximately (but not more than) 10 per cent of the issued ordinary share capital of the Company as at the latest practicable date prior to publication of this document) for use only for the purposes of financing or refinancing an acquisition or capital investment of the kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group.

The broadening of the proposed Resolution to include pre-emptive issues other than rights issues is a departure from the strict wording of the IA guidelines which is limited to rights issues, which the Directors regard as too restrictive, especially as AIM companies normally make open offers and not rights issues. The above departures in Resolutions 10 and 11 from the strict wording of the IA guidelines should not be taken to indicate that they are being disregarded, but rather that the proposed Resolutions are designed to provide greater flexibility for the Directors to determine the form of any future pre-emptive issues in the light of market conditions and practice, at the time such an issue may be proposed.

Notes to Resolution 12**Authority to purchase own shares**

This Resolution is to grant the Company authority to make market purchases of its own Ordinary Shares. The authority should not be taken to imply that shares will be purchased at any particular price or, indeed, at all. The Resolution specifies the maximum number of Ordinary Shares which may be purchased (representing approximately 5 per cent of the Company’s Ordinary Shares as at 2 May 2024 (being the latest practicable date prior to publication of this document)) (i.e. 6,455,631 Ordinary Shares) and the maximum and minimum prices at which they may be bought, reflecting the requirements of the 2006 Act. The purchases, if made, will only be made on AIM.

The authority to purchase Ordinary Shares will only be exercised if the directors consider that there is likely to be a beneficial impact on earnings per Ordinary Share and that it is in the best interests of the Company and shareholders at the time. The Company may either cancel any Ordinary Shares which it purchases under this authority or transfer them into treasury (and subsequently sell or transfer them out of treasury or cancel them). If the Company were to purchase any Ordinary Shares pursuant to this authority it would consider holding them as treasury shares. This would enable the Company to re-issue treasury shares quickly and cost effectively and would provide the Company with additional flexibility in the management of its capital base.

This authority would expire 15 months after the passing of this Resolution or at the close of the 2024 AGM, whichever occurs first. The directors may seek renewal of these or similar authorities at future annual general meetings.

SHAREHOLDER NOTES**Voting****When is my voting entitlement fixed?**

To attend, speak and vote at the AGM you must be a registered holder of shares at **6:00 pm on 10 June 2024**. Your voting entitlement will depend on the number of shares you hold at that time.

I can't attend the AGM but want to vote – what can I do?

If you are a registered holder and cannot attend, you can appoint the chairman or any other person to attend, speak and vote on your behalf. This person is called your proxy. Your proxy does not have to be a shareholder.

You can instruct your proxy how to vote. Where no specific instruction is given, your proxy may vote at his or her discretion or refrain from voting, as he or she sees fit.

You can appoint more than one proxy in relation to different shares within your holding.

You can appoint a proxy and submit voting instructions:

- Via CREST (see note opposite).
- By casting your proxy online at www.investorcentre.co.uk/eproxy.
- If you have received a hard-copy proxy form, by completing and returning the paper proxy card if one has been sent to you. Please read the instructions carefully to ensure you have completed and signed the card correctly. Any alterations must be initialled.

You will also need to give the attendance card to your proxy to bring to the AGM, along with photographic proof of his/her identity.

Proxies not properly notified to the Registrar may be denied access to the AGM. Giving your attendance card to your proxy is not sufficient – they must also be appointed in advance using one of the above methods.

If you own shares jointly, any one shareholder may sign the proxy card. If more than one joint holder submits a card, the instruction given by the first listed on the shareholder register will prevail.

By when do I have to submit my vote?

Proxy appointments and voting instructions, including any amendments, must be received by the Registrar by **10:30 am Monday 10 June 2024**.

If you miss this deadline and wish to submit a new vote or amend an existing vote, you can only do so by attending the AGM in person and voting.

I already voted but have changed my mind – can I change my vote?

You can submit a new instruction online at any time before the time and date above. If you wish to amend a paper instruction you must do so in writing and sign your new instruction.

The voting instruction received last will be the one that is followed. If a postal instruction and an online instruction are received on the same day, the online instruction will be followed.

I hold shares on behalf of several others – can I vote part of the holding separately?

You can appoint more than one proxy using the paper proxy form provided it is in relation to different shares. A single proxy can be appointed in respect of a part of a shareholding online at www.investorcentre.co.uk/eproxy and any additional proxy appointments will need to be lodged in hardcopy by submitting a paper proxy form in respect thereof. Such appointments need to indicate the number of shares to which the proxy relates to ensure the first instruction is not superseded.

Corporate shareholders may either appoint one or more proxies, or alternatively appoint one or more corporate representatives in relation to different shares, using the paper proxy form or via CREST.

Multiple proxies and corporate representatives may all attend and speak at the AGM and may vote the shares that their respective appointments represent in different ways.

I am a CREST member – can I use the CREST system to vote?

CREST members who wish to appoint a proxy (or proxies) through the CREST electronic proxy appointment service may do so for the AGM and any adjournment by using the procedures described in the CREST manual (euroclear.com/crest). 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 the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST proxy 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. All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy must be transmitted so as to be received by Computershare (ID 3RA50) by **10:30 am Monday 10 June 2024**. It is the responsibility of the CREST member concerned to take 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. The Company may treat a CREST proxy instruction as invalid in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.

I have a power of attorney from a shareholder – how can I vote?

You can vote using the paper proxy card only. You must ensure that the power of attorney and the proxy card have been deposited with the Registrar by **10:30 am Monday 10 June 2024**.

SHAREHOLDER NOTES CONTINUED**The AGM****Where and when will the AGM be held?**

The AGM will be held at the offices of Canaccord Genuity Limited, 88 Wood Street, London, EC2V 7QR on Wednesday 12 June 2024.

The AGM will start at 10:30 am so please allow plenty of time to travel. The doors will open at 10:00 am.

Is the AGM at the same location as last year?

No, the 2023 AGM was held at the offices of Pinsent Masons LLP, 30 Crown Place, Earl Street, EC2A 4ES.

I want to participate in the AGM but cannot attend – what can I do?

You can vote your shares by appointing a proxy – see notes on page 9. Any voting instructions you have validly given in advance will be counted at the AGM.

What documents do I need to bring?

Please bring your attendance card, if you have one.

If you receive your notifications by email, you will be asked to show a copy, either on an electronic device or as a printout.

If you are attending on behalf of a registered holder of shares you must bring photographic proof of identity and evidence of your appointment to represent that shareholder, including their attendance card if possible. This includes people appointed as proxies, corporate representatives and those with power of attorney.

What security measures should I expect?

You will be asked to pass through our security systems before entering the AGM.

We do not permit behaviour that may interfere with anyone's security or safety or the good order of the AGM. Anyone who does not comply may be removed from the AGM.

Anyone attempting to take photos, film or record the proceedings may be asked to leave.

Please switch off any mobile phones or other electronic communication equipment before the AGM begins.

I hold shares through a broker or nominee, how can I attend?

You will need to ask your broker or nominee to appoint you as either a proxy or as a corporate representative. If they appoint you as a proxy, the appointment must be notified to the Registrar by the appropriate deadline (see notes on page 9). If they appoint you as a corporate representative, they will need to write a letter to us setting out the details of the appointment and of your shareholding, and you will need to bring the letter with you to the AGM along with photographic proof of identity. **If you do not have such a letter, or the Registrar has not been notified of your appointment as a proxy, you will be denied entry to the AGM.**

Please note that proxies and corporate representatives may not bring guests to the AGM.

May I bring a guest or a child?

The AGM is a private meeting of shareholders and their representatives. Guests are not entitled to attend the AGM as of right but they may be permitted entry at the absolute discretion of the Company at all times. You must contact us in advance if you would like to bring a guest: enquiries@starenergygroupplc.com

Proxies, corporate representatives and employee share plan participants may not bring guests to the AGM.

We suggest that it is not appropriate to bring young children. There will be no crèche facilities at the AGM.

May I ask a question at the AGM?

The chairman of the AGM will announce when you will have an opportunity to ask questions. If you wish to ask a question please tell an usher on entry to the auditorium.

Please endeavour to keep your questions short.

It is planned that certain members of the Board and senior executives of the Company will make themselves available to shareholders after the AGM.

Do you have help for shareholders with special needs?

If you are in a wheelchair or in need of help from a companion, please let us know at registration so that we can assist you.

How can I vote at the AGM?

Your form of proxy includes a poll card; please bring this with you if you intend to attend and vote in person at the AGM. Poll cards will also be available at registration. After opening the AGM, the chairman will put all the Resolutions to the AGM and poll boxes will be available for you to deposit your completed card. Please remember to sign it.

The poll will close 10 minutes after the AGM ends.

How are the votes counted?

Voting on all Resolutions is by a poll. In a Company such as ours, we think poll voting is the fairest approach. There will be no voting by a show of hands. On a poll, each member present in person or by authorised representative or by proxy, has a vote for every share of which he is the holder. Ordinary resolutions require the approval of a simple majority of the votes cast; special resolutions require three-quarters of the votes cast.

How can I find out the result of the vote?

It is expected that the total of the votes cast by shareholders 'for' or 'against' or 'withheld' on each Resolution will be published on www.starenergygroupplc.com by Thursday 13 June 2024.

CONTACT DETAILS**Star Energy Group plc**

Welton Gathering Centre
Barfield Lane off Wragby Road
Sudbrooke
Lincoln
LN2 2QX
Tel: +44 (0)20 3435 5230

www.starenergygroupplc.com

The Registrar**Computershare Investor Services plc**

The Pavilions
Bridgwater Road
Bristol
BS99 6ZZ
Telephone: 0370 707 1106

To update your communication preference please visit www.investorcentre.co.uk/ecomms