

NOTICE OF ANNUAL GENERAL MEETING

CONTANGO HOLDINGS PLC

(Registered in England and Wales with company number 10186111, the “Company”)

Notice is hereby given that the annual general meeting (“AGM” or “Meeting”) of the Company shall be held as a closed meeting in accordance with the provisions of the Corporate Insolvency and Governance Act 2020 (the “Act”), at 25 Green Street, London W1K 7AX on 22 February 2021 at 11.00 am for the following purposes:

ORDINARY BUSINESS

1. To receive and adopt the report of the directors and the audited accounts for the year ended 31st May 2020.
2. To re-appoint Crowe U.K. LLP as auditors.
3. To authorise the directors to fix the remuneration of the auditors.

Dated the 29th day of January 2021

By order of the Board

Graham May
Company Secretary
Contango Holdings plc

Registered office: 4th Floor, 36 Spital Square, London E1 6DY.

Notes:

1. All rights to attend, speak and vote for members and proxies shall be in accordance with the Act. The Board of the Company has elected, in view of the current Government guidelines during periods of lockdown, restricting movement and gatherings, to limit attendance at the Meeting to the minimum required to ensure that the Meeting is quorate, i.e. a Chairman of the Meeting and one other member. No other person shall therefore have a right to attend in person and participate.
2. A member shall therefore only be entitled to participate by way of appointment of a proxy to exercise all or any of his/her rights to attend, speak and vote by virtual electronic means at the Meeting of the Company, and you should have received a proxy form with this notice of Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. To appoint the Chairman of the Meeting as your proxy insert their full name into the proxy form. Due to the UK Government’s Stay at Home Measures, we strongly advise shareholders to appoint the Chairman of the Meeting as their proxy. If someone other than the Chairman is appointed, then their vote will not be capable of being exercised due to the meeting being closed. Further details are set out below.
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. To appoint more than one proxy, please contact the Company’s registrar, Avenir Registrars Limited, of 31 Primrose Road, London, E18 1DD, England. Due to Stay at Home Measures, we strongly advise shareholders to appoint the Chairman of the Meeting as their only proxy. Further details are set out below.
5. If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting as he or she thinks fit) in relation to any other matter which is put before the Meeting.
6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:
 - i. completed and signed (with any alteration or deletion signed and initialled);
 - ii. received not later than 48 hours before the time of the Meeting (or any adjournment thereof).

In the case of a member which is a company, the proxy form must be signed on its behalf by an officer of the company or any attorney for the company. 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.

7. 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).
8. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off 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 the Company's registrar, Avenir Registrars Limited, of 31 Primrose Road, London, E18 1DD, England. 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.
9. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrar, Avenir Registrars Limited, of 31 Primrose Road, London, E18 1DD, England. 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 the Company no later than 48 hours before the time of the meeting (or any adjournment thereof).
10. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.
11. You may not use any electronic address provided within this notice or any related documents (including the proxy form) to communicate with the Company other than as expressly stated.
12. To give an instruction via the CREST system, CREST messages must be received by the issuers agent (ID number RA20) not later than 48 hours before the time appointed for holding the Meeting.
13. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid an appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
14. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered in the Company's register of members at 11.00 a.m. on 19 February 2021 (or in the case of adjournment 48 hours before the time of the adjourned meeting) will be entitled to attend or vote at the meeting. Changes to entries in the register of members after that time shall be disregarded in determining the right of any person to attend or vote at this meeting.

There will be only limited Company representation at the Meeting and our advisers have also been asked not to attend. In order to comply with relevant legal requirements, the AGM will be convened with the minimum necessary quorum of two shareholders. This will be facilitated by the Company. We therefore strongly encourage shareholders to vote on all resolutions in advance of the AGM by completing an online proxy appointment form appointing the Chairman of the meeting as your proxy, to register any questions in advance and not to attend the meeting in person. Shareholders are therefore urged to submit their votes by proxy before 11.00 a.m. on 19 February 2021 and shareholders should appoint the Chairman of the meeting as their proxy.