

NOT FOR DISTRIBUTION IN THE UNITED STATES, JAPAN OR AUSTRALIA, OR IN ANY OTHER JURISDICTION IN WHICH SUCH DISTRIBUTION WOULD BE PROHIBITED BY APPLICABLE LAW.

Technology Enhanced Oil plc U.S.\$118,320,000 6.00 per cent. Mandatory Convertible Bonds due 2022 (ISIN: XS1337093121) (the “Bonds”)

Notice of Invitation to Bondholders

22 December 2020. Technology Enhanced Oil plc (the “**Issuer**”) hereby gives notice to holders of the Bonds (the “**Bondholders**”) of an invitation (the “**Invitation**”) to convert their Bonds into ordinary shares in the capital of the Issuer (“**Ordinary Shares**”) or newly issued mandatory convertible notes (the “**Notes**”), on and subject to the terms set out in this notice and in the letters sent to Bondholders by the Issuer on or before the date of this notice (the “**Bondholder Letters**”).

Capitalised terms used but not defined in this notice shall have the meaning given to them in the Terms and Conditions of the Bonds.

Details of the Invitation

The Invitation is being made to all Bondholders. Holders of the Bonds issued between 15 January 2016 and 7 November 2017 (inclusive), being the first 6 tranches of Bonds issued (such Bondholders, the “**Tranche 1-6 Bondholders**”), will be eligible to convert their Bonds into Ordinary Shares, while the holders of the Bonds issued on or after 6 December 2019 (such Bondholders, the “**Tranche 7-8 Bondholders**”) will be eligible to exchange their Bonds for Notes. The Invitation is being structured in this way in recognition of the relatively short-term nature of the Tranche 7-8 Bondholders’ investment to date.

All Bondholders who wish to accept the Invitation in respect of their Bonds must do so in respect of all of the Bonds held by them, and will be required to confirm the same to the Issuer.

Bondholders who choose not to accept the Invitation will continue to hold their Bonds following completion of the Invitation.

Tranche 1-6 Bondholders: Conversion of Bonds into Ordinary Shares

Each Tranche 1-6 Bondholders who validly accepts the Invitation to convert all of the Bonds held by it into Ordinary Shares will receive such number of Ordinary Shares as shall be determined by dividing the aggregate principal amount of Bonds held by it by the prevailing Conversion Price, rounded down to the nearest whole Ordinary Share. As at the date of this notice, the prevailing Conversion Price is U.S.\$591.60 per Ordinary Share.

The Conversion Date in respect of all Bonds held by Tranche 1-6 Bondholders who validly accept the Invitation to convert all of the Bonds held by them into Ordinary Shares will be 15 January 2021. Accordingly, all such Tranche 1-6 Bondholders who accept the Invitation will receive the coupon falling to be paid on 15 January 2021 and no further interest will be payable thereafter in respect of such Tranche 1-6 Bondholders’ Bonds which are converted into Ordinary Shares pursuant to the Invitation.

Tranche 7-8 Bondholders: Exchange of Bonds for Notes

Each Tranche 7-8 Bondholder who validly accepts the Invitation to exchange all of the Bonds held by it for Notes will receive newly issued Notes in registered, certificated form. The Notes to be issued to each Tranche 7-8 Bondholder who accepts the Invitation will be issued in the same nominal amount as such Bondholder’s existing Bonds, will bear the same coupon (6.00% per annum) and Conversion Price as the Bonds, and will have a maturity of 3 years.

All Bonds held by Tranche 7-8 Bondholders who validly accept the Invitation to exchange the Bonds held by them for Notes will be exchanged into Notes on 15 January 2021. Accordingly, all such Tranche 7-8 Bondholders who accept the Invitation will receive the coupon falling to be paid on 15 January 2021 and no further interest will be payable thereafter in respect of such Tranche 7-8 Bondholders’ Bonds which are exchanged for Notes pursuant to the Invitation.

How to accept the Invitation

In order to accept the invitation, Bondholders (1) must validly accept the Invitation (or arrange to have the Invitation accepted on their behalf) through Euroclear Bank SA/NV ("**Euroclear**") or Clearstream Banking S.A. ("**Clearstream, Luxembourg**"), and (2) must deliver, or arrange to have delivered on their behalf, to the Issuer (c/o David Smith, Company Secretary, at d.smith@druces.com) both (i) a signed confirmation (in the form set out in the relevant Bondholder Letters), and (ii) a signed conversion notice (in the case of the Tranche 1-6 Bondholders) or notice of exchange (in the case of the Tranche 7-8 Bondholders), each such notice being in the form set out in the relevant Bondholder Letters.

The deadline for acceptance of the Invitation as described in the immediately preceding paragraph is 4.00 p.m. (London time) on 8 January 2021.

For the avoidance of doubt, if eligible Bondholders do not want to accept the invitation, they will remain holders of the Bonds without any action required.

Indicative Timetable for the Invitation

The Issuer may, in its sole discretion, extend, amend, waive any condition of or terminate the Invitation at any time (subject to applicable law) and the below times and dates are subject to the right of the Issuer to so extend, amend and/or terminate the Invitation.

Events

Times and Dates

(All times are London time)

Commencement of the Invitation

Notice given to Bondholders through Euroclear and Clearstream, Luxembourg.

22 December 2020

Invitation Deadline

Final deadline for Bondholders to accept Invitation (as described under "*How to accept the Invitation*" above).

4.00 p.m. on 8 January 2021

Notice of Results of Invitation

Notice given by the Issuer of the aggregate nominal amount of Bonds in respect of which the Invitation is accepted.

11 January 2021

Conversion/Exchange Date

Date on which Bonds in respect of which the Invitation is accepted will be converted into Ordinary Shares/exchanged for Notes (as applicable).

15 January 2021

Deadline for delivery of Ordinary Shares/Notes

Date by which Ordinary Shares or Notes in certificated form (as applicable) will be delivered to Bondholders who have validly accepted the Invitation.

12 February 2021

*Bondholders are advised to check with any bank, securities broker or other intermediary through which they hold Bonds when such intermediary would need to receive instructions from a Bondholder in order for that Bondholder to be able to participate in the Invitation by the deadline specified in this notice. **The deadlines set by any such intermediary and each of Euroclear and Clearstream, Luxembourg for acceptance of the Invitation will be earlier than the relevant deadlines specified in this notice.***

Announcements in connection with the Invitation will be made by the delivery of notices to Euroclear and Clearstream, Luxembourg.

Questions and requests for assistance in connection with the Invitation may be directed to Marc Samuel, Chairman (msamuel@iskandia.com).

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DISCLAIMER This notice must be read in conjunction with the Bondholder Letters. This notice and the Bondholder Letters contain important information which should be read carefully before any decision is made with respect to the Invitation. If any Bondholder is in any doubt as to the contents of this notice of the Bondholder Letters or the action it should take, it is recommended to seek its own financial advice, including in respect of any tax consequences, from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Bonds are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to accept the Invitation.

IMPORTANT INFORMATION

This notice is for information purposes only and does not constitute or form part of an offer to sell or the solicitation of an offer to buy or subscribe to any securities. This announcement is not an offer of securities for sale into the United States or any other jurisdiction.

The release, publication or distribution of this notice in certain jurisdictions may be restricted by law and therefore persons in such jurisdictions into which this notice is released, published or distributed should inform themselves about and observe such restrictions.

The Invitation will not be made in any jurisdiction in which the making or acceptance thereof would not be in compliance with the laws of such jurisdiction.

This notice does not constitute or form part of any offer or invitation to sell, or any solicitation of any offer to purchase. It is not an advertisement and not a prospectus for the purposes of Regulation (EU) 2017/1129.