

## RNS Announcement

25 January 2024

AIM: SYN

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### Addendum to the Notice of General Meeting

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Synergia Energy Ltd (**Synergia Energy** or the **Company**) hereby gives notice that the Directors have determined to issue an addendum (Addendum) to include a resolution 4 in the Company's Notice of General Meeting, which was announced on 15 January 2024.

The Company confirms that there is no change to the date, time and venue of the General Meeting, which will be held on Thursday, 15 February 2024 at 10am GMT / 6pm AWST at Vigo Consulting, Sackville House, 40 Piccadilly, London W1J 0DR, United Kingdom, or to the other three resolutions.

Information on voting is contained In the Addendum.

Attached is a copy of the Addendum to the Notice of Meeting and updated Proxy Form. Below is an extract of the text from the Addendum related to resolution 4:

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#### **Resolution 4 – Authorise the future issue of up to 2,750,000,000 new ordinary shares**

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*Following de-listing from the ASX, the Company is no longer bound by the restrictions on issuing new shares pursuant to ASX Listing Rules. However, the Company is committed to best corporate governance practices and to maintaining similar restrictions.*

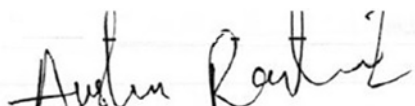
*The purpose of this resolution is to give the Directors powers to allot shares in excess of the previously disclosed commitment. The Company committed in December 2022 to its AIM Nominated Adviser, Strand Hanson Limited, that it will not issue, or commit to issue, more than 25% of its share capital at the date of the de-listing from the ASX. After the issue of the Placement Shares in December 2023, the Company has largely used up the 25% capacity to issue new shares.*

*The Board is anticipating additional capital raising to be required before the next Annual General Meeting and considers that it is in the interests of Shareholders for the Company to have the authority to place new ordinary shares for cash. Also the Board considers it prudent to retain sufficient financial flexibility to meet both anticipated demands for capital, and any unforeseen challenges that may arise.*

*This resolution provides that the Directors may issue up to 2,750,000,000 new fully paid ordinary shares in addition to the current 10,497,336,158 ordinary shares without requiring further shareholder approval.*

Please note that the Depositary Interest Holders will not be issued with a new Form of Instruction to include the addendum to the Notice of Meeting, CREST will be updated accordingly and all Depositary Interest Holders can submit their instruction through the CREST system. Should any Depositary Interest Holder require a Form of Instruction to include the addendum to the Notice of Meeting then they should contact Computershare Investor Services plc by email to [!UKALLDITeam2@computershare.co.uk](mailto:UKALLDITeam2@computershare.co.uk)

**For and on behalf of Synergia Energy Limited**



**Anshu Raghuvanshi  
Company Secretary**

For further information, please contact:

**Investor Enquires**  
**Synergia Energy Ltd**  
Briana Stayt  
Investor Relations  
Email: [bstayt@synergiaenergy.com](mailto:bstayt@synergiaenergy.com)  
Tel: +61 8 9485 3200  
Australia

**AIM Joint Broker**  
**Panmure Gordon (UK) Ltd**  
Broker  
Mark Murphy / Hugh Rich /  
Freddie Wooding  
Tel: +44 (0)20 7886 2500  
UK

**AIM Joint Broker**  
**Novum Securities**  
Broker  
Colin Rowbury  
Email:  
[crowbury@novumsecurities.com](mailto:crowbury@novumsecurities.com)  
Tel: +44 20 7399 9427  
UK

**AIM Nominated Adviser**  
**Strand Hanson Limited**  
Nominated Adviser  
Ritchie Balmer / Rory  
Murphy  
Tel: +44 20 7409 3494  
UK

**Media Enquires (UK)**  
**Vigo Consulting**  
Investor Relations  
Patrick d'Ancona / Finlay Thomson  
Email:  
[patrick.dancona@vigoconsulting.com](mailto:patrick.dancona@vigoconsulting.com)  
[finlay.thomson@vigoconsulting.com](mailto:finlay.thomson@vigoconsulting.com)  
Tel: + 44 20 7390 0230 UK

25 January 2024

Dear Shareholder

**2024 GENERAL MEETING OF SHAREHOLDERS – ADDENDUM TO NOTICE OF MEETING AND PROXIES**

Synergia Energy Ltd (AIM:SYN) (**SYN** or the **Company**) hereby gives notice to Shareholders that, in relation to the notice of general meeting dated 15 January 2024 (**Notice of Meeting**) concerning the general meeting of Shareholders to be held at Vigo Consulting, Sackville House 40 Piccadilly, London W1J 0DR on 15 February 2024 at 10.00am (GMT) 6.00pm (WST), (**Meeting**), the Directors have determined to include a new Resolution 4, additional sections in the Explanatory Memorandum and Schedule 1 on the terms set out in the Addendum to the Notice of Meeting (**Addendum**).

The Addendum is supplemental to the Notice of Meeting and should be read in conjunction with the Notice of Meeting.

**Addendum to the Notice of Meeting**

In accordance with the *Corporations Act 2001 (Act)*, the Company will not be dispatching physical copies of the Addendum to Shareholders, unless a Shareholder has previously requested to receive a hard copy.

You will be able to view and download the Addendum to the Notice of Meeting online as follows:

- from the Company website at: <https://www.synergiaenergy.com/news>
- from the Company's AIM market announcements page (AIM:SYN)

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Addendum.

**Voting at the Meeting or by proxy**

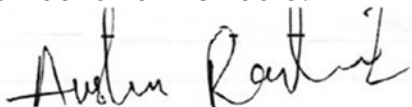
Please refer to the first page of the Addendum for important information on your replacement proxy form.

Your proxy voting instruction must be received by Tuesday, 13 February 2024 at 10:00am GMT/6:00pm AWST, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Addendum is important and should be read in its entirety in conjunction with the Notice of Meeting. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

If you have any difficulties obtaining a copy of the Addendum please contact the Company on +61 (08) 9485 3200.

On behalf of the Board.



**Anshu Raghuvanshi**  
**Company Secretary**

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# SYNERGIA ENERGY LTD

ABN 50 078 652 632

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## ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

Notice is given to Shareholders that, in relation to the notice of general meeting dated 15 January 2024 (**Notice of Meeting**) concerning the general meeting of Shareholders to be held at Vigo Consulting, Sackville House 40 Piccadilly, London W1J 0DR on 15 February 2024 at 10.00am (GMT) 6.00pm (WST), the Directors have determined to issue this addendum to the Notice of Meeting (**Addendum**) for the purposes set out below.

Capitalised terms and abbreviations used in this Addendum have the same meaning as set out in the Notice of Meeting, unless otherwise defined.

**This Addendum is supplemental to the Notice of Meeting and should be read in conjunction with the Notice of Meeting.** Save for the changes set out below, all other Resolutions proposed and information in the Notice of Meeting, including the Explanatory Memorandum, remain unchanged.

The Company confirms that in issuing this Addendum, **there is no change to the time, date or location of the Meeting.**

### **Additional Resolutions**

By this Addendum, one additional resolution is added to the Notice of Meeting as follows:

- Resolution 4 – Authorise the future issue of up to 2,750,000,000 new ordinary shares

### **Explanatory Memorandum – Supplementary Information**

By this Addendum, one additional section is added to the Explanatory Memorandum to the Notice of Meeting as follows which contains further details on the resolutions added by this Addendum:

- Resolution 4 – Authorise the future issue of up to 2,750,000,000 new ordinary shares

### **Replacement Proxy Form and Voting Instructions**

Enclosed with this Addendum is a replacement Proxy Form.

If Shareholders wish to have their votes counted by proxy in respect of the above Resolution, Shareholders **must** use the replacement Proxy Form to vote on the Resolution. If a party provides a replacement Proxy Form, any Proxy Form dispatched with the original Notice of Meeting which has been completed by that party will be disregarded.

The Company reserves the right to accept a Proxy Form dispatched with the original Notice of Meeting if a new replacement Form is not provided by the relevant Shareholder.

*The business of the Meeting affects your shareholding and your vote is important.*

*This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.*

***Should you wish to discuss any matter please do not hesitate to contact the Company Secretary on +61 8 9485 3200.***

# SYNERGIA ENERGY LTD

ABN 50 078 652632

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## AGENDA

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### 1. RESOLUTION 4

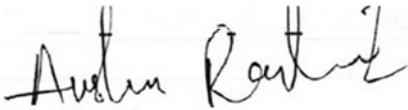
#### **Authorise the future issue of up to 2,750,000,000 new ordinary shares.**

To consider, and if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

*"That Shareholders authorise the Directors to issue up to 2,750,000,000 new fully paid ordinary shares in the Company, on the terms and conditions in the Explanatory Memorandum."*

#### **Voting Exclusion**

A voting exclusion statement doesn't apply to this Resolution.



**By order of the Board**  
**Anshu Raghuvanshi**  
**Company Secretary**  
**25 January 2024**

# SYNERGIA ENERGY LTD

ABN 50 078 652632

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## EXPLANATORY MEMORANDUM

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### 1. INTRODUCTION

The Explanatory Memorandum outlined in the Notice of Meeting is supplemented by including the sections set out below in this Addendum.

The purpose of this Explanatory Memorandum is to provide Shareholders with all the information known to the Company which is material to a decision on how to vote on the Resolutions accompanying this Addendum.

Capitalised terms and abbreviations used in this Explanatory Memorandum have the same meaning set out in the Notice of Meeting unless otherwise defined otherwise.

The Directors recommend that Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

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### 2. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read this Addendum, including the Explanatory Memorandum, carefully before deciding on how to vote on the Resolutions.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders as at 4.00pm (AWST) on Tuesday, 13 February 2024.

#### 2.1 Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

#### 2.2 Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 94853200***

### **3. BACKGROUND**

#### **Resolution 4 – Authorise the future issue of up to 2,750,000,000 new ordinary shares**

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Following de-listing from the ASX, the Company is no longer bound by the restrictions on issuing new shares pursuant to ASX Listing Rules. However, the Company is committed to best corporate governance practices and to maintaining similar restrictions.

The purpose of this resolution is to give the Directors powers to allot shares in excess of the previously disclosed commitment. The Company committed in December 2022 to its AIM Nominated Adviser, Strand Hanson Limited, that it will not issue, or commit to issue, more than 25% of its share capital at the date of the de-listing from the ASX. After the issue of the Placement Shares in December 2023, the Company has largely used up the 25% capacity to issue new shares.

The Board is anticipating additional capital raising to be required before the next Annual General Meeting and considers that it is in the interests of Shareholders for the Company to have the authority to place new ordinary shares for cash. Also the Board considers it prudent to retain sufficient financial flexibility to meet both anticipated demands for capital, and any unforeseen challenges that may arise.

This resolution provides that the Directors may issue up to 2,750,000,000 new fully paid ordinary shares in addition to the current 10,497,336,158 ordinary shares without requiring further shareholder approval.

SYNURM

MR RETURN SAMPLE  
123 SAMPLE STREET  
SAMPLE SUBURB  
SAMPLETOWN VIC 3030



## Need assistance?



**Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **6:00pm (AWST) on Tuesday, 13 February 2024.**

# Replacement Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### PARTICIPATING IN THE MEETING

#### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**PIN: 99999**

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



**Change of address.** If incorrect, mark this box and make the correction in the space to the left.



I N D

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Synergia Energy Ltd hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Synergia Energy Ltd to be held at Vigo Consulting, Sackville House, 40 Piccadilly, London, W1J 0DR, United Kingdom on Thursday, 15 February 2024 at 10:00am (GMT) 6:00pm (AWST) and at any adjournment or postponement of that meeting.

## Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

|              |  | For                      | Against                  | Abstain                  |
|--------------|--|--------------------------|--------------------------|--------------------------|
| Resolution 1 | Ratification of issue of Placement Shares to clients of Novum Securities Limited | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Approval of issue of Placement Warrants to clients of Novum Securities Limited   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | Approval of issue of Fee Warrants to Novum Securities Limited                    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 | Authorise the future issue of up to 2,750,000,000 new ordinary shares            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

|  |                      |                            |      |
|--|----------------------|----------------------------|------|
| <input type="text"/>                   | <input type="text"/> | <input type="text"/>       | / /  |
| Sole Director & Sole Company Secretary | Director             | Director/Company Secretary | Date |

### Update your communication details *(Optional)*

|                      |                      |
|----------------------|----------------------|
| <input type="text"/> | <input type="text"/> |
| Mobile Number        | Email Address        |

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

