



Notice of the 2020 Annual General Meeting of ContourGlobal plc

**to be held electronically on
Wednesday, 27th May 2020
at 1.30 pm (London time)**

**This document is important and
requires your immediate attention**

If you are in any doubt as to the action you should take, please take advice immediately from an independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares, please send this document, together with the accompanying documents, at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

A proxy form for use at the Annual General Meeting is enclosed and, to be valid, should be completed and returned in accordance with the instructions printed on the form so as to be received by Equiniti Limited at FREEPOST RTHJ-CLLL-KBKU, Aspect House, Spencer Road, Lancing, West Sussex, BN99 8LU as soon as possible but, in any event, so as to arrive no later than 1.30 pm on Friday 22nd May 2020. Completion and return of a proxy form will not prevent members from attending and voting in person should they wish to do so.

Letter from the Chairman

Park House, 7th Floor,
116 Park Street,
London
W1K 6SS

7th April 2020

Dear Shareholder,

On behalf of the directors of ContourGlobal plc (together the “Directors”), it gives me great pleasure to invite you to attend the Annual General Meeting (or “AGM”) of ContourGlobal plc (the “Company”) which will be held electronically on Wednesday 27th May 2020 at 1.30 pm (London time).

As a result of the rapidly evolving Covid-19 situation and the stay at home measures introduced by the UK Government, we have determined to hold our AGM electronically to ensure the safety of our directors and shareholders and to make sure that shareholders who wish to attend the AGM are able to do so. The Company’s Articles of Association permit us to hold an electronic AGM and we have decided to make use of this provision. For full details of how this will work and to register for the AGM, please see page 5. I would urge you to vote in any event, prior to the meeting, using the proxy form enclosed with this Notice of Meeting, or via CREST or Shareview, whether or not you intend to attend the electronic meeting.

The AGM will be interactive, so you will have the opportunity to ask questions. Please email your questions to the Company Secretary in advance of the Meeting.

Resolutions and explanatory notes

The formal Notice of AGM is set out on the following pages of this document, detailing the resolutions that shareholders are being asked to vote on, along with explanatory notes of the business to be conducted at the AGM.

Voting

Voting on the business of the meeting will be conducted by way of a poll. The results of voting on the resolutions will be posted on the Company’s website as soon as practicable after the AGM.

Action to be taken

Whether or not shareholders propose to attend the AGM, it is important that they complete, sign and return the proxy form enclosed with this notice or vote electronically as set out below. Shareholders should return the proxy form to Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex, BN99 8LU. Alternatively, you can vote using the internet at www.sharevote.co.uk using the relevant reference numbers printed on your proxy form.

CREST members may use the CREST electronic proxy appointment service to submit their proxy appointment in respect of the AGM as detailed in the Notes to the Notice of the AGM on pages 3 and 4.

Please note that, in order to be valid, all proxy forms and appointments must be received by 1.30 pm on Friday 22nd May 2020.

If I am appointed as proxy I will, of course, vote in accordance with any instructions given to me. If I am given discretion as to how to vote, I will vote in favour of each of the resolutions to be proposed at the AGM.

Recommendation

The Directors believe that the resolutions set out in the Notice of AGM are in the best interests of the Company and its shareholders as a whole and unanimously recommend that shareholders vote in favour of all of the resolutions to be proposed at the AGM. The Directors who own ordinary shares intend to vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully,

Craig A. Huff

Chairman

Notice of the Annual General Meeting

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of ContourGlobal plc (the "Company") will be held electronically on Wednesday, 27th May 2020 at 1.30 pm (London time) to consider and, if thought appropriate, pass the following resolutions of which Resolutions 1 to 15 and 20 will be proposed as ordinary resolutions and Resolutions 16 to 19 will be proposed as special resolutions.

Resolutions 9 to 12 relating to the re-election of the independent non-executive Directors will be passed only if a majority of votes cast by the independent shareholders of the Company are in favour, in addition to a majority of the votes cast by all the shareholders being in favour. The independent shareholders of the Company are all the shareholders other than ContourGlobal LP.

Ordinary Resolutions

Reports and Accounts

1. To receive the reports of the Directors and Auditors and the accounts for the Company for the year ended 31st December 2019.

Long Term Incentive Plan

2. To approve the amendment summarised in the explanatory notes to this resolution to the rules of the ContourGlobal plc Long Term Incentive Plan (the "LTIP"), under which the individual limit set out in the LTIP is set at 200% of salary in normal circumstances.

Directors' Remuneration Report

3. To approve the Directors' Remuneration report for the year ended 31st December 2019.

Directors

Non-independent Non-Executive and Executive Directors

4. To re-elect Mr Craig A. Huff as a Director.
5. To re-elect Mr Joseph C. Brandt as a Director.
6. To re-elect Mr Stefan Schellinger as a Director.
7. To re-elect Mr Gregg M. Zeitlin as a Director.
8. To re-elect Mr Alejandro Santo Domingo as a Director.

Independent Non-Executive Directors

9. To re-elect Mr Ronald Trächsel as a Director.
10. To re-elect Mr Daniel Camus as a Director.
11. To re-elect Dr Alan Gillespie as a Director.
12. To elect Ms Mariana Gheorghe as a Director.

Auditors

13. To re-appoint PricewaterhouseCoopers LLP as Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM at which accounts are laid before the Company.
14. To authorise the Audit & Risk Committee of the Company to determine the remuneration of the Auditors.

Directors' authority to allot shares

15. That the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot:
 - (a) shares in the Company or to grant rights to subscribe for, or to convert any securities into, shares in the Company up to a maximum aggregate nominal amount of £2,235,709; and in addition

- (b) equity securities (as defined in section 560 of the Act) of the Company up to an aggregate nominal amount of £2,235,709 in connection with an offer of such securities by way of a rights issue,

provided that such authority shall apply in substitution for any previous authorities pursuant to section 551 of the Act and that this authority shall expire at the end of the next AGM of the Company or 26th August 2021, whichever is the earlier, save that the Company may, before such expiry, make an offer or agreement which would or might require rights to subscribe for or to convert any securities into shares to be granted or equity securities to be allotted after such expiry and the Directors may allot equity securities or grant such rights under any such offer or agreement as if the authority conferred by this resolution had not expired.

For the purposes of this Resolution, "rights issue" means an offer to:

- (i) holders of ordinary shares on the register on a record date fixed by the Directors in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable instrument) which may be traded for a period before payment for the securities is due, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with any treasury shares, fractional entitlements, record dates or legal or practical issues arising under the laws of, or the requirements of any recognised regulatory body or any stock exchange, in any territory.

Special Resolutions

Disapplication of pre-emption rights

16. That, subject to the passing of resolution 15, the Directors be and are hereby authorised pursuant to section 570 of the Act to allot equity securities (as defined in section 560(1) of the Act) for cash:
 - a) pursuant to the authority given by paragraph (a) of resolution 15 and/or to sell equity securities held as treasury shares for cash pursuant to section 727 of the Act, in each case as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this authority shall be limited:
 - (i) to the allotment and/or sale of equity securities in connection with a pre-emptive offer;
 - (ii) to the allotment and/or sale of equity securities otherwise than in connection with a pre-emptive offer, up to an aggregate nominal value of £335,356 pursuant to the authority
 - (iii) given by paragraph (b) of resolution 15 to the allotment and/or sale of equity securities in connection with any offer of such securities by way of a pre-emptive rights issue, such authority to expire at the end of the next AGM of the Company or 26th August 2021, whichever is the earlier, save that the Company may, before such expiry, make an offer or agreement which would or might require securities to be allotted or equity securities held as treasury shares to be sold after such expiry, and the Directors may allot equity securities and/or sell equity securities held as treasury shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Notice of the Annual General Meeting continued

For the purposes of this Resolution:

- (i) “rights issue” has the same meaning as in Resolution 15; and
 - (ii) “pre-emptive offer” means an offer of equity securities open for acceptance for a period fixed by the Directors to (a) holders (other than the Company) on the register on a record date fixed by the Directors of ordinary shares in proportion to their respective holdings and (b) other persons so entitled by virtue of the rights attaching to any other equity securities held by them, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory.
17. That, subject to the passing of resolution 15, the Directors be and are hereby authorised pursuant to section 570 of the Act, in addition to any authority granted under resolution 16, to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority given by resolution 15 and/or to sell equity securities held as treasury shares for cash pursuant to section 727 of the Act, as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall be:
- (a) limited to the allotment and/or sale of equity securities or sale of treasury shares up to an aggregate nominal value of £335,356; and
 - (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six 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 Notice,

such authority to expire at the end of the next AGM of the Company or 26th August 2021, whichever is the earlier, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry, and the Directors may allot equity securities and/or sell equity securities held as treasury shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Authority to purchase own ordinary shares

18. To unconditionally and generally authorise the Company for the purpose of section 701 of the Act to make market purchases (as defined in section 693(4) of the Act) of ordinary shares of £0.01 each in the capital of the Company provided that:
- (a) the maximum number of ordinary shares which may be purchased is 67,071,292;
 - (b) the minimum price which may be paid for each share is £0.01;
 - (c) the maximum price which may be paid for an ordinary share is an amount equal to the higher of (i) 105 per cent. of the average of the closing price of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for

the five business days immediately preceding the day on which such ordinary share is contracted to be purchased and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System;

- (d) this authority shall expire at the end of the next AGM Meeting of the Company or 26th August 2021, whichever is the earlier (except in relation to the purchase of ordinary shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry) unless such authority is renewed prior to such time.

Notice of general meetings

19. To authorise the Directors to call a general meeting other than an annual general meeting on not less than 14 clear days' notice.

Ordinary resolution

Political donations

20. That the Company, and all companies that are its subsidiaries, at any time during the period during which this resolution is in force, be and are hereby authorised for the purposes of Part 14 of the Act, in aggregate, to:

- (a) make political donations to political parties and/or independent election candidates not exceeding £50,000 in total;
- (b) make political donations to political organisations other than political parties not exceeding £50,000 in total; and
- (c) incur political expenditure not exceeding £50,000 in total,

from the date of the passing of this resolution until the conclusion of the next AGM, or 26th August 2021, whichever is sooner. All existing authorisations and approvals relating to political donations or expenditure under Part 14 of the Act are hereby revoked without prejudice to any donation made or expenditure incurred prior to the date hereof pursuant to such authorisation or approval.

For the purposes of this resolution the terms “political donation”, “political parties”, “independent election candidates”, “political organisation” and “political expenditure” have the meanings given by sections 363 to 365 of the Act.

By order of the Board

Penny Thomas

Company Secretary

7th April 2020

Registered in England and Wales No. 10982736

Registered Office:
Park House, 7th Floor,
116 Park Street,
London
W1K 6SS

Notes to the Notice of Annual General Meeting

Special arrangements for the electronic meeting

In order to hold our AGM during the Covid-19 pandemic and the stay at home measures introduced by the UK Government, we have taken the decision to hold the meeting electronically, as permitted by our Articles of Association.

The meeting will use an electronic platform and each shareholder will require an individual invitation to attend. All shareholders wishing to attend electronically must email the Company Secretary at penny.thomas@contourglobal.com by no later than 22nd May 2020 to receive the invitation to access the meeting. Once your details have been verified, you will be issued with an individual e-mail link to join the meeting together with a poll card. You will be able to ask questions at the AGM, but it would be helpful if you could email these to the Company Secretary in advance.

To facilitate the smooth operation of the meeting we ask all shareholders to lodge proxy votes in advance of the AGM to assist with the poll vote procedures. You may still vote on a poll using the poll card issued with your meeting invitation as set out in Note 14 and by following the instruction for its electronic return as set out on the poll card.

Entitlement to attend and vote

Only those shareholders registered in the Company's register of members as at close of business on Friday 22nd May 2020, or, if this meeting is adjourned, at close of business on the day which is two days' prior to the adjourned meeting, shall be entitled to attend electronically and vote at the meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Website giving information regarding the meeting

A copy of this notice and other information regarding the meeting, including the information required by section 311A of the Companies Act 2006, can be found at www.contourglobal.com. Shareholders may not use any electronic address provided in either this Notice of AGM or any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

Appointment of proxies

A shareholder is entitled to appoint another person as their proxy to exercise all or any of their rights to attend the electronic meeting and to speak and vote at the AGM. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.

The appointment of a proxy will not preclude a shareholder from attending the electronic meeting and voting on a poll.

A proxy form is enclosed with this Notice. In the case of joint holders, any one holder may vote. If more than one holder is present at the electronic meeting, only the vote of the senior will be accepted, seniority being determined in the order in which the names appear on the register. A space has been included in the proxy form to allow members to specify the number of shares in respect of which that proxy is appointed. Shareholders who return the proxy form duly executed but leave this space blank will be deemed to have appointed the proxy in respect of all of their shares. Shareholders who wish to appoint more than one proxy in respect of their shareholding should contact the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, UK on 0371 384 2030 or +44 (0)121 415 7047 if you are calling from outside the UK. Lines open 8:30am to 5:30pm, Monday to Friday (excluding public holidays in England and Wales).

For additional proxy forms you may photocopy the proxy form provided with this document indicating on each copy the name of the proxy you wish to appoint and the number of ordinary shares in the Company in respect of which the proxy is appointed. All proxy forms should be returned together in the same envelope.

To appoint a proxy: either (a) the proxy form, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be deposited with the Company's Registrars, Equiniti Limited, FREEPOST RTHJ-CLLL-KBKU, Aspect House, Spencer Road, Lancing, West Sussex BN99 8LU, UK; or (b) the proxy appointment must be lodged using the CREST Proxy Voting Service in accordance with note 12 below; or (c) online proxies must be lodged in accordance with note 9 below in each case so as to be received no later than 48 hours before the time of the holding of the AGM or any adjournment thereof.

Please note that all proxy forms and appointments, whether postal or electronic, must be received by 1.30 pm (London time) on Friday 22nd May 2020.

Corporate representatives

A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises powers over the same share.

Nominated persons

The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

Notes to the Notice of Annual General Meeting

continued

Online voting

The website address for online voting is www.sharevote.co.uk. Shareholders will need to enter the Voting ID, Task ID and Shareholder Reference Number as printed on the proxy form, and to agree to certain terms and conditions.

Total voting rights

Holders of ordinary shares are entitled to attend and vote at general meetings of the Company. Each ordinary share confers one vote on a poll. The total number of issued ordinary shares in the Company on 30th March 2020, which is the latest practicable date before the publication of this document, is 670,712,920.

Therefore, the total number of votes exercisable as at 30th March 2020 is 670,712,920.

As at 30th March 2020, there have been no further changes in the major shareholdings notified to the Company since 16th March 2020 (being the date on which the Directors' Report for the year ended 31st December 2019 was approved).

CREST proxy instructions

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment of the meeting) by following the procedures described in the CREST Manual (available via www.euroclear.com). 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 by means of CREST 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. The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in note 6 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members (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 input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that their CREST sponsor or voting service provider takes) 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 as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Automatic poll voting

Each of the resolutions to be put to the meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. Members and proxies will be asked to complete a poll card to indicate how they wish to cast their votes. These cards need to be returned by email to Equiniti within 15 minutes of the conclusion of the meeting. The results of the poll will be published on the Company's website and notified to the UK Listing Authority once the votes have been counted and verified.

Publication of audit concerns

Under section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (a) the audit of the Company's accounts (including the Auditors' Report and the conduct of the audit) that are to be laid before the AGM; or (b) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

Questions

Any shareholder attending the meeting has the right to ask questions. The Company must answer any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, or (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Documents on display on the website

Copies of (a) the Articles of Association and (b) the rules of the LTIP will be available on the website.

Explanatory Notes to the Notice of Annual General Meeting

The notes on the following pages give an explanation of the proposed Resolutions.

Resolutions 1 to 15 and 20 are proposed as ordinary resolutions. For each of these Resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 16 to 19 are proposed as special resolutions. For each of these Resolutions to be passed, at least three-quarters of the votes cast must be in favour of the Resolution.

Resolution 1: Report and Accounts

The first item of business is the receipt by the shareholders of the Directors' report and the accounts of the Company for the year ended 31st December 2019. The Directors' report, the accounts and the report of the Company's auditors on the accounts and on those parts of the Directors' Remuneration report that are capable of being audited are contained within the Annual Report for the year ended 31st December 2019.

Resolution 2: Long Term Incentive Plan

This resolution seeks shareholder approval of an amendment to the rules of the ContourGlobal plc Long Term Incentive Plan. Under paragraph 4.6 (a) of the rules of the ContourGlobal plc Long Term Incentive Plan adopted by the board of the Company on 8th November 2017 conditional on admission to the UK Stock Exchange, the normal maximum total market value of shares over which Performance Share Awards and Restricted Share Awards may be granted to any employee during any financial year of the Company is 100% of salary. On 25th May 2018, shareholders approved the Company's Remuneration Policy under which the normal maximum total market value of shares over which Performance Share Awards and Restricted Share Awards may be granted to any Executive Director appointed after 25th May 2018 during any financial year of the Company is 200% of salary. The proposed amendment to paragraph 4.6 (a) brings the rules of the ContourGlobal plc Long Term Incentive Plan into line with the Company's Remuneration Policy. A copy of the rules of the ContourGlobal plc Long Term Incentive Plan is available for inspection at ContourGlobal plc's registered address and on the website.

Resolution 3: Directors' Remuneration report

This resolution seeks shareholder approval of the Directors' Remuneration report as set out on pages 89 to 105 of the Annual Report for the year ended 31st December 2019.

This resolution is subject to an "advisory vote" by shareholders and is therefore not binding on the Company.

Resolutions 4 to 12: Election and re-election of Directors

As announced on 5th April 2019, Mariana Gheorghe was appointed to the Board as a Non-Executive Director with effect from 30th June 2019 and will offer herself for election. Mariana brings a wealth of executive and finance experience and knowledge of diverse industries and geographies from previous roles. In accordance with the Company's Articles of Association and the UK Corporate Governance Code, all other Directors will offer themselves for re-election.

Following a performance evaluation carried out in 2019, the Board's view is that each of the Directors is fully competent to carry out their responsibilities as a member of the Board of Directors and that each Director's performance continues to be effective. Biographical details of the Directors are provided on pages 10 to 11 of this document.

Election of independent Directors

Under the UK Listing Rules, ContourGlobal LP is classed as a "controlling shareholder" of the Company (i.e., it is a shareholder that controls more than 30% of the votes at a General Meeting of the Company). Therefore, under rule 13.8.17 of the UK Listing Rules this AGM Notice is required to state certain information concerning any independent Director proposed for election or re-election, and under rule 9.2.2E of the UK Listing Rules such election or re-election must be approved by a majority vote of both the independent shareholders (i.e., shareholders of the Company, other than ContourGlobal LP, who are entitled to vote on the election of Directors), and the shareholders as a whole.

In order to determine this, the Company will arrange for the number of votes cast by the independent shareholders to be counted separately and will announce the results of the voting on both bases. If a majority vote is not achieved on both bases, the Company may under the UK Listing Rules put the matter to a second vote, this time a single vote of the shareholders as a whole at a general meeting, to be held between 90 and 120 days after the AGM. Pending the second vote, the relevant Director or Directors will be deemed to have been elected only for the period from the date of the AGM until the earlier of (a) the conclusion of any second vote, (b) the date 120 days after the AGM and (c) the date of any announcement by the Board that it does not intend to hold a second vote. If the independent Director's election is approved by a majority vote of all shareholders at the second general meeting, the Director will then be elected until the next AGM.

None of the independent non-executive Directors seeking election or re-election at the AGM has any existing or previous relationship, transaction or arrangement with the Company, its Directors, any controlling shareholder of the Company or any associate of a controlling shareholder of the Company within the meaning of rule 13.8.17R (1) of the UK Listing Rules.

In considering the independence of the independent non-executive Directors proposed for re-election, the Board has taken into consideration the guidance provided by the UK Corporate Governance Code. Accordingly, the Board considers Ronald Trächsel, Daniel Camus, Alan Gillespie and Mariana Gheorghe to be independent in accordance with Provision 11 of the UK Corporate Governance Code and is not aware of any relationships or circumstances which are likely to affect, or could appear to affect, his or her judgment.

The Company's Nomination Committee considers the appointment and replacement of Directors subject to the rules set out in the Company's Articles of Association. The Nomination Committee will normally engage an independent search consultant with no connection to the Company to find appropriate candidates for the Board with the requisite skills, and in doing so will take account of relevant guidelines and legislation relating to the appointment of individuals to boards. The Nomination Committee may also consider candidates introduced to the Company from other sources.

Resolution 13: Re-appointment of Auditors

The auditors of a company must be appointed or re-appointed at each general meeting at which the accounts are laid. Resolution 13 proposes, on the recommendation of the Audit & Risk Committee, the re-appointment of PricewaterhouseCoopers LLP as the Company's auditors, until the conclusion of the next general meeting of the Company at which accounts are laid.

Explanatory Notes to the Notice of Annual General Meeting

continued

Resolution 14: Remuneration of Auditors

This Resolution seeks shareholder consent for the Audit & Risk Committee of the Company to set the remuneration of the Auditors.

Resolution 15: Directors' authority to allot

Under the Companies Act 2006, the directors of a company may only allot new shares (or grant rights over shares) if authorised to do so by the shareholders in a general meeting. The authority which is sought in respect of this is dealt with in Resolution 15. The authority in paragraph (a) of the resolution will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to approximately one third (33.3%) of the total issued ordinary share capital of the Company (exclusive of treasury shares) which as at 30th March 2020, being the latest practicable date prior to publication of this notice of meeting, is equivalent to a nominal value of £2,235,709.

The authority in paragraph (b) will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares only in connection with a rights issue up to a further nominal value of £2,235,709, which is equivalent to approximately one third (33.3%) of the total issued ordinary share capital of the Company (exclusive of treasury shares) as at 30th March 2020.

The Company currently holds no shares in treasury.

In total, the resolution will allow the Directors to allot a maximum aggregate of two-thirds of the issued share capital of the Company and is considered in line with the Investment Association's Share Capital Management Guidelines issued in July 2016.

The Directors have no present intention to undertake a rights issue or to allot shares or grant rights to subscribe for or convert any security into shares pursuant to this authority, other than in connection with employee share and incentive plans. However, the Directors consider it desirable to have the flexibility to respond to market developments and to enable allotments to take place in appropriate circumstances.

If the Resolution is passed the authority will expire on the earlier of the next AGM or 26th August 2021.

Resolutions 16 and 17: Disapplication of pre-emption rights

If the Directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), company law requires that these shares are offered first to shareholders in proportion to their existing holdings (known as pre-emption rights). There may be circumstances, however, when it is in the interests of the Company to be able to allot new equity securities for cash other than on a pre-emptive basis to shareholders, particularly those resident in certain overseas jurisdictions.

Pre-emptive offers

Limbs (a)(i) and (b) of Resolution 16 deal with the authority of the Directors to allot new shares or other equity securities pursuant to the authority given by Resolution 15, or sell treasury shares, for cash on a pre-emptive basis but subject to such exclusions or arrangements as the Directors may deem appropriate to deal with certain legal, regulatory or practical difficulties. For example, in a pre-emptive rights issue, there may be difficulties in relation to fractional entitlements or the issue of new shares to certain shareholders. The Board has no current intention of exercising the authority under part (a)(i) of resolution 16, but considers the authority to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer or pre-emptive rights issue having made appropriate exclusions or arrangements to address such difficulties.

Non-pre-emptive offers – general disapplication

In addition, there may be circumstances when the Directors consider it in the best interests of the Company to allot a limited number of ordinary shares or other equity securities, or sell treasury shares for cash on a non-pre-emptive basis. The Pre-Emption Group Statement of Principles supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities (and sales of treasury shares for cash) representing no more than 5% of issued ordinary share capital (exclusive of treasury shares), without restriction as to the use of proceeds of those allotments.

Accordingly, the purpose of limb (a)(ii) of Resolution 16 is to authorise the Directors to allot new shares and other equity securities pursuant to the allotment authority given by Resolution 15, or sell treasury shares, for cash up to an aggregate nominal value of £335,356, without the shares or other equity securities first being offered to existing shareholders in proportion to their existing holdings. This amount is equivalent to approximately 5% of the total issued ordinary share capital of the Company as at 30th March 2020. As at 30th March 2020, the Company holds no treasury shares.

Non-pre-emptive offers – acquisitions and specified capital investments

The Pre-Emption Group Statement of Principles also supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities (and sales of treasury shares for cash) representing no more than an additional 5% of issued ordinary share capital (exclusive of treasury shares), to be used only in connection with an acquisition or specified capital investment. The Pre-Emption Group's Statement of Principles defines "specified capital investment" as meaning one or more specific capital investment related uses for the proceeds of an issuance of equity securities, in respect of which sufficient information regarding the effect of the transaction on the company, the assets the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the potential return.

Accordingly, and in line with the template resolutions published by the Pre-Emption Group, Resolution 17 seeks to authorise the Directors to allot new shares and other equity securities pursuant to the authority given by Resolution 15, or sell treasury shares, for cash up to a further nominal amount of £335,356, being approximately 5% of the total issued ordinary share capital of the Company as at 30th March 2020, only in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue. If the authority given in Resolution 17 is used, the Company will publish details of the placing in its next annual report.

The Board considers the authorities in resolutions 16 and 17 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a rights issue or other pre-emptive offer without the need to comply with the strict requirements of the statutory pre-emption provisions.

If these resolutions are passed, the authorities will expire at the end of the next AGM or on 26th August 2021, whichever is the earlier. The Board intends to adhere to the provisions in the Pre-Emption Group's Statement of Principles not to allot shares for cash on a non-pre-emptive basis (other than pursuant to a rights issue or pre-emptive offer) in excess of an amount equal to 7.5% of the total issued ordinary share capital of the company within a rolling three-year period other than (i) with prior consultation with shareholders or (ii) in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

Resolution 18: Purchase of own shares

The effect of Resolution 18 is to renew the authority granted to the Company to purchase its own ordinary shares, up to a maximum of 67,071,292 ordinary shares, until the next AGM or 26th August 2021, whichever is the earlier. This represents 10% of the ordinary shares in issue (excluding shares held in treasury) as at 30th March 2020, being the latest practicable date prior to the publication of this notice. The Company's exercise of this authority is subject to the stated upper and lower limits on the price payable, the upper limit being the price stipulated in Commission Delegated Regulation (EU) 2016/1052 as referred to in Article 5(6) of the EU Market Abuse Regulation, and the UK Listing Rules.

Pursuant to the Companies Act 2006, the Company can hold any shares which are repurchased as treasury shares and either re-sell them for cash, cancel them, either immediately or at a point in the future, or use them for the purposes of its employee share schemes. Holding the repurchased shares as treasury shares will give the Company the ability to re-sell or transfer them in the future and will provide the Company with additional flexibility in the management of its capital base. No dividends will be paid on, and no voting rights will be exercised in respect of, treasury shares. Shares held as treasury shares will not automatically be cancelled and will not be considered in future calculations of earnings per share (unless they are subsequently re-sold or transferred out of treasury).

The Directors consider it desirable and in the Company's interests for shareholders to grant this authority. As announced on 1st April 2020, the Company has commenced a share buyback. Further information is contained in the RNS announcement which is available on the Company's website.

The Company will not, save in accordance with a predetermined, irrevocable and non-discretionary programme, repurchase shares in the period immediately preceding the preliminary announcement of its annual or half year results as dictated by the UK Listing Rules or Market Abuse Regulation or, if shorter, between the end of the financial period concerned and the time of a relevant announcement or, except in accordance with the UK Listing Rules and the Market Abuse Regulation, at any other time when the Directors would be prohibited from dealing in shares.

As at 30th March 2020, being the latest practicable date prior to publication of this notice, there were no outstanding warrants or options to subscribe for ordinary shares in the Company and the Company did not hold any treasury shares.

Resolution 19: Notice of general meetings

Under the Companies Act 2006, the notice period required for all general meetings of the Company is 21 days, though shareholders can approve a shorter notice period for general meetings that are not annual general meetings, which cannot however be less than 14 clear days. Annual general meetings will continue to be held on at least 21 clear days' notice. The shorter notice period would not be used as a matter of routine, but only where the flexibility is merited by the business of the general meeting to be held, and is thought to be to the advantage of shareholders as a whole. Shareholder approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

Resolution 20: Political donations

Part 14 of the Companies Act 2006 requires companies to obtain shareholders' authority for donations to registered political parties and other political organisations in the EU totalling more than £5,000 in any twelve month period, and for any political expenditure in the EU, subject to limited exceptions. The definition of donation in this context is very wide and extends to bodies such as those concerned with policy review, law reform and the representation of the business community. There are further restrictions on companies incurring political expenditure (as defined in the Companies Act 2006) without first obtaining shareholders' consent. The Company has not made any political donations and does not envisage making any; however, this resolution is proposed for approval as a precaution in order to avoid inadvertent breach of the legislation as a result of the wide meanings given to the terms "political donations" and "political expenditure". This resolution, if passed, will authorise the Directors until the next AGM or 26th August 2021, whichever is the earlier, to make donations and incur expenditure which might otherwise be caught by the terms of the Act, up to an aggregate amount of £50,000 for the Company and for subsidiary companies.

Directors' Biographies

Craig A. Huff, Chairman

Committee Membership:

Nomination Committee (Chair)

Mr. Huff co-founded ContourGlobal in 2005 and serves as the Chairman of the Board of Directors. He co-founded Reservoir Capital in 1998 and is a member of all fund Investment Committees. He currently serves on the boards of many of Reservoir Capital's portfolio companies in industries such as energy, power, aircraft leasing, and insurance.

Mr. Huff has been instrumental in the formation and development of a variety of hedge funds and private investment firms. Prior to founding Reservoir Capital, he was a Partner at Ziff Brothers Investments and, prior to business school, served in the U.S. Navy as a nuclear submarine officer and nuclear engineer. Mr. Huff graduated magna cum laude from Abilene Christian University with a B.S. in Engineering Physics. He completed his M.B.A. at Harvard Business School, where he graduated with high distinction as a Baker Scholar.

Joseph C. Brandt, President and Chief Executive Officer

Mr. Brandt co-founded ContourGlobal and has served as ContourGlobal's President and Chief Executive Officer since 2005 and is a member of its Board of Directors. He has led development and operations in the global electric utility industry in Europe, the Americas and Africa for nearly two decades.

Prior to co-founding ContourGlobal in 2005, Mr. Brandt worked at The AES Corporation, an international power company, from 1999 to 2005, serving as Executive Vice President, Chief Operating Officer and Chief Restructuring Officer. At AES, his responsibilities included management of the company's global utility operations. He served on the board of directors of many of AES's key subsidiaries, including AES Gener in Chile where he was Chairman of the Board.

Mr. Brandt received a B.A. from George Mason University, a M.A. from the University of Virginia and a J.D. from Georgetown University Law Center. He also attended graduate school at the University of California, Berkeley and was a Fulbright Fellow at Helsinki University in Finland.

Stefan Schellinger Group Chief Financial Officer

Mr. Schellinger joined ContourGlobal in April 2019 and serves as Executive Vice President, Global Chief Financial Officer and is a member of the Board of Directors of ContourGlobal plc.

Prior to joining, Mr. Schellinger was Group Finance Director and Executive Director of Essentra plc from 2015 until 2018, having joined the company as Corporate Development Director and Group Management Committee member in 2013. Prior to this, he spent 8 years with Danaher Corporation, as Corporate Development Director and as Finance Director - Emerging Markets at Gilbarco Veeder Root. Mr. Schellinger has previously worked as Vice President in investment banking at J.P. Morgan in London with a focus on strategic advisory and M&A. He started his career in accountancy in Germany at Arthur Andersen.

He received his MBA from the University of Chicago, Graduate School of Business and holds a degree in Finance and Accounting from the University of St. Gallen, Switzerland.

Gregg M. Zeitlin, Non-Executive Director

Mr. Zeitlin has served on ContourGlobal's Board of Directors since 2008. He co-founded Reservoir Capital in 1998 and serves as a Senior Managing Director, and is a member of all fund Investment Committees. He serves on the boards of several Reservoir Capital portfolio companies and has been instrumental in the formation and development of several investment firms seeded by Reservoir Capital.

Prior to founding Reservoir Capital, Mr. Zeitlin was a partner at Ziff Brothers Investments. Before joining Ziff Brothers Investments, he was Vice President, Financial Strategy for Ziff Communications Company, where he focused on strategic partnerships and acquisitions, and ultimately, the sale of the Ziff family's operating businesses. Previously, Mr. Zeitlin worked at Sunrise Capital Partners and Wasserstein Perella & Co.

He graduated with Highest Honours from the University of Texas at Austin with a BBA in Finance.

Alejandro Santo Domingo, Non-Executive Director

Committee Membership:

Nomination Committee

Mr. Santo Domingo has served on ContourGlobal's board of directors since October 2017. He is a Senior Managing Director at Quadrant Capital Advisors, Inc. in New York City.

Mr Santo Domingo is a member of the board of Anheuser-Busch Inbev (ABIn). He was a member of the Board of Directors of SABMiller Plc, where he was also Vice-Chairman of SABMiller Plc. for Latin America. He is Chairman of the Board of Bavaria S.A. in Colombia. He is Chairman of the Board of Valorem, a company which manages a diverse portfolio industrial and media assets in Latin America. He is also a director of JDE (Jacobs Douwe Egberts), Florida Crystals, the world's largest sugar refiner, Caracol TV, Colombia's leading broadcaster, El Espectador, a leading Colombian Daily, and Cine Colombia, Colombia's leading film distribution and movie theater company.

In the non-profit sector, he is Chairman of the Wildlife Conservation Society and Fundación Mario Santo Domingo. He is also a Member of the Board of Trustees of the Metropolitan Museum of Art, a Member of the Board of Channel Thirteen/WNET (PBS), a Member of the Board of DKMS; a foundation dedicated to finding donors for leukemia patients, and he is a Member of the Board of Fundación Pies Descalzos. He is a Member of the Board of Trustees of the Mount Sinai Health System. Mr. Santo Domingo is a graduate of Harvard College.

Ronald Trächsel,
Independent Non-Executive Director

Committee Membership:

Audit & Risk Committee (Chair)

Mr. Trächsel has served on ContourGlobal's board of directors since May 2015. He currently serves as the Chief Financial Officer of the BKW Group and has been in that position since 2014. From 2007 to 2014, Mr. Trächsel served as the Chief Financial Officer of Sika Group, and from 1999 to 2000, he held several positions at Vitra Group, including Chief Financial Officer and Chief Executive Officer.

Prior to joining Vitra Group, he worked at Ringier Group, Ciba-Geigy Corporation and BDO/Visura. He also serves on various boards of directors, including the board of Swissgrid AG, and KWO AG. Mr. Trächsel received an M.B.A. from the University of Bern.

Daniel Camus,
Independent Non-Executive Director

Committee Membership:

Audit & Risk Committee

Remuneration Committee (Chair)

Nomination Committee

Mr. Camus has served on ContourGlobal's board of directors since April 2016. He most recently served as Chief Financial Officer of the humanitarian finance organization The Global Fund, based in Geneva and was in that position since 2012. Mr. Camus also serves on the board of directors of Cameco Corp (Canada) and is a member of the Board of directors of Find Diagnostics in Geneva (Switzerland).

From 2002 to 2011, Mr Camus served as Group CFO and head of Strategy and International Activities of Electricité de France SA (EDF), an integrated energy operator with an international presence, active in the generation, distribution, transmission, supply and trading of electrical energy. Prior to joining EDF, he held various roles in the chemical and pharmaceutical industry in Germany, France, the United States and Canada. He held several senior responsibilities with the Hoechst and Aventis Groups.

Daniel received his PhD in Economics from the Sorbonne University and is a Laureate of the Institute d'Études Politiques de Paris, with specialization in finance.

Dr. Alan Gillespie,
Senior Independent Non-Executive Director

Committee Membership:

Audit & Risk Committee

Remuneration Committee

Nomination Committee

Dr. Gillespie has served on ContourGlobal's board of directors since 2017. He previously served as a Non-Executive Director of Elan Corporation plc from 1996 to 2007, as Chairman of Ulster Bank Group from 2001 to 2008, as Senior Independent Director of United Business Media plc from 2008 to 2017 and as Senior Independent Director of Old Mutual plc from 2009 to 2018.

In the public sector, Dr. Gillespie served as Chairman of The Northern Ireland Industrial Development Board from 1996 to 2002, Chief Executive of the United Kingdom's Commonwealth Development Corporation (CDC Capital Partners) from 2000 to 2003, where he was responsible for the creation of Globeleq, an electricity generation and transmission business across the emerging markets, and Chairman of The International Finance Facility for Immunisation (IFFIm) from 2005 to 2012 and as Chairman of the United Kingdom's Economic and Social Research Council (ESRC) from 2009 to 2018.

Dr. Gillespie's investment banking career spanned 10 years at Citigroup, Inc. in London and Geneva, and 15 years at Goldman Sachs & Co. in London, where he was a Partner for 10 years. He received an M.A. and Ph.D. from the University of Cambridge and is an Honorary Fellow at Clare College, University of Cambridge.

Mariana Gheorghe,
Independent Non-Executive Director

Committee Membership:

Remuneration Committee

Nomination Committee

Ms. Gheorghe has served as Non-Executive Director on our Board of Directors since 30th June, 2019. From 2006 to 2018, she was Chief Executive Officer and President of the Romanian oil and gas company OMV Petrom which is part of the Austrian-listed OMV Group. She led OMV Petrom's transformation following privatization and oversaw its entry into electricity generation.

Prior to this, Ms. Gheorghe held several senior finance roles, including working as an international banker for the European Bank for Reconstruction and Development based in London and as Deputy General Director for the Romanian Ministry of Finance.

She is currently a member of the Supervisory Board of ING Group and ING Bank, based in the Netherlands, a position she has held since 2015.

ContourGlobal plc

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