

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in the Company, please send this document, together with the accompanying Form of Proxy, as soon as possible either to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

RUSPETRO PLC

(Registered in England and Wales with company number 07817695)



NOTICE OF THE 3RD ANNUAL GENERAL MEETING OF RUSPETRO PLC

TO BE HELD AT WHITE & CASE LLP,
5 OLD BROAD STREET,
LONDON EC2N 1DW
ON 2 JUNE 2014 AT 11:00 A.M.



RUSPETRO PLC

Registered in England and Wales with company number 07817695

1st Floor
Berkeley Square House
Berkeley Square
London W1J 6BD

29 April 2014

Dear Shareholder

NOTICE OF ANNUAL GENERAL MEETING

I am pleased to be writing to you, on behalf of the Board of Directors, with details of the 3rd Annual General Meeting (**AGM**) of Ruspetro PLC (the **Company**) which will be held at the offices of White & Case LLP, 5 Old Broad Street, London EC2N 1DW on Monday 2 June 2014 at 11.00 a.m. The doors will open at 10.30 a.m. and tea and coffee will be served before the meeting.

The formal notice of the AGM is set out on pages 7 to 8 of this document.

VOTING AT THE AGM

In order for the voting preferences of all shareholders to be taken into account, and not only those who are able to physically attend, the Company will conduct a poll vote on all resolutions put to the AGM. If you would like to vote on the resolutions being proposed at the AGM but cannot attend in person, please complete and return the Form of Proxy sent with this Notice to our registrars, Capita Asset Services at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible. Alternatively, you can vote online by visiting Capita's website at www.capitashareportal.com. The return of the Form of Proxy by post or registering your vote online will not prevent you from attending the AGM and voting in person should you wish to do so.

To be valid, the Form of Proxy or online voting instruction must be received by the Company's Registrars, Capita Asset Services, no later than 11:00 a.m. on Thursday 29 May 2014. CREST members may choose to use the CREST electronic proxy appointment service in accordance with the procedures set out in note 5 on page 10.

The results of the poll will be released to the market and published on the Company's website as soon as practicable after the conclusion of the AGM.

RESOLUTIONS

Details of the resolutions to be proposed at the AGM are given below.

Resolutions 1 to 14 are being proposed as ordinary resolutions and for each of these resolutions to be passed, more than 50% of the votes cast must be in favour of the resolutions. Resolutions 15 to 18 are being proposed as special resolutions. In order for special resolutions to be passed, at least 75% of the votes cast must be in favour of the resolution.

ORDINARY BUSINESS

Annual Report and Accounts (Resolution 1)

Shareholders will be asked to receive the Annual Report and Accounts for the year ended 31 December 2013. The Annual Report and Accounts were published and made available to shareholders on 29 April 2014 and may also be found at www.ruspetro.com.

Directors' Remuneration Report (Resolutions 2 & 3)

These resolutions seek shareholder approval for the Directors' Remuneration Policy, the Annual Report on Remuneration and the Annual Statement by the Chairman of the Remuneration Committee, which together form the Directors' Remuneration Report. The Directors' Remuneration Report can be found on pages 42 to 59 of the Annual Report and Accounts.

New regulations came into force on 1 October 2013 which require the Company to offer shareholders: (i) a binding vote on the Company's forward-looking remuneration policy (i.e. the Directors' Remuneration Policy) at least every three years; and (ii) a separate annual advisory vote on the implementation of the Company's existing remuneration policy in terms of the payments and share awards made to Directors during the year (i.e. the Annual Report on Remuneration).

Resolution 2 seeks shareholder approval for the Directors' Remuneration Policy, which can be found on pages 43 to 52 of the Annual Report and Accounts. The Directors' Remuneration Policy sets out the Company's future policy on Directors' remuneration, including the setting of the Directors' pay and the granting of share awards. Details on how the policy will be applied in practice for 2014 are set out in the Annual Report on Remuneration. If Resolution 2 is approved, the effective date of the remuneration policy will be 2 June 2014. Payments will continue to be made to Directors and former directors (in their capacity as directors) in line with existing contractual arrangements until that date. The policy remains consistent with that operated during the 2013 financial year.

If the Directors' Remuneration Policy is approved (and once it commences), all payments by the Company to Directors and any former directors (in their capacity as directors) will be made in accordance with the policy (unless a payment has separately been approved by a shareholder resolution). Additionally, if the Directors' Remuneration Policy is approved and remains unchanged, it will be valid for up to three financial years without new shareholder approval being required. If the Company wished to change the Directors' Remuneration Policy, it would need to put the revised policy to a vote again before it could implement that new policy.

Resolution 3 seeks shareholder approval for the Annual Report on Remuneration which can be found on pages 53 to 59 of the Annual Report and Accounts. The Annual Report on Remuneration gives details of the implementation of the Company's current remuneration policy in terms of the payments and share awards made to the Directors in connection with their performance and that of the Company during the year ended 31 December 2013. This vote is advisory and will not affect the way in which the pay policy has been implemented.

The Company's auditors during the year, PricewaterhouseCoopers LLP, have audited those parts of the Directors' Remuneration Report that are required to be audited.

Election of Directors (Resolution 4 to 11)

The Company's Articles of Association require all Directors holding office as at the date of the Notice convening the AGM to retire and to offer themselves for election or re-election by shareholders. James McBurney has advised the Board that he will not stand for re-election at the AGM and will therefore retire as a Director at the conclusion of the 2014 AGM. Biographical details of each of the Directors in position as at 28 April 2014 and who are seeking election or re-election are set out on pages 20 to 21 of the Annual Report and Accounts.

On 28 April 2014, the Board appointed Dr C. Mark Pearson as an additional independent Non-executive Director. Dr Pearson's appointment as a member of the Board of Directors and of the Company's Audit Committee will be effective from 29 April 2014. A biography for Dr Pearson is included as an Appendix on page 9.

Having considered the complementary skills and experience offered by each of the Directors, the Board as a whole considers that each Director standing for election or re-election continues to contribute effectively and to demonstrate commitment to his role (including commitment of time for Board and committee meetings and other duties). The Board also considers that each of the Non-executive Directors, with the exception of Kirill Androsov, is independent in character and judgement and that there are no relationships or circumstances likely to affect that independence. Kirill Androsov was appointed as a Director under the terms of the Shareholder Agreement between the Company and Limolines Transport Limited, a major shareholder, and is therefore not considered to be independent.

Re-appointment of the Auditor and determination of their remuneration (Resolutions 12 & 13)

These resolutions relate to the re-appointment the auditor of the Company and authorise the Director to determine the remuneration payable to the auditor. PricewaterhouseCoopers LLP has indicated its willingness to continue in office. Details of the remuneration payable to the auditor during 2013 are set out in note 9 of the financial statements.

SPECIAL BUSINESS

Directors' authority to allot securities (Resolution 14)

Resolution 14, which is an ordinary resolution, would renew the authority currently held by the Directors to allot ordinary shares in the Company up to an amount approximately equal to two-thirds of the issued ordinary share capital of the Company (excluding treasury shares) as at 28 April 2013. The Company does not hold any shares in treasury.

The authority in paragraph (a) of resolution 14 would allow the Directors a general authority to allot new ordinary shares and grant rights to subscribe for, or convert other securities into, shares up to a maximum aggregate nominal amount equal to £11,112,716 (being 111,127,160 ordinary shares of 10 pence each). This amount represents approximately one-third of the Company's total issued ordinary share capital as at 28 April 2014, being the latest practicable date before the publication of this Notice.

The Association of British Insurers has advised that it will regard as routine a request to authorise the allotment of a further one-third of a company's issued share capital in connection with a rights issue. In light of this, paragraph (b) of the authority in resolution 14 would allow the Directors to allot new shares and rights to subscribe for, or convert other securities into, shares only in connection with a rights issue in favour of holders of equity securities up to a further nominal amount equal to £11,112,716. This amount again represents approximately one-third of the Company's total issued ordinary share capital as at 28 April 2014, being the latest practicable date before the publication of this Notice.

The Board has no current plans to undertake a rights issue or to allot new shares other than to fulfil the Company's obligations in connection with employee share and incentive plans. However the Board considers it desirable that the Company has the maximum flexibility permitted by corporate governance guidelines in managing the Group's capital resources and responding to market developments. If this resolution is passed, the authority will remain in force until the conclusion of the Company's AGM in 2015 or 30 June 2015, whichever is the earlier.

Disapplication of pre-emption rights (Resolution 15)

Resolution 15 is proposed as a special resolution. 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 first offered to shareholders in proportion to their existing holdings.

The purpose of paragraph (a) of resolution 15 is to authorise the Directors to allot new shares pursuant to the authority given by paragraph (a) of resolution 14, including the sale of any shares held in treasury for cash (i) in connection with a pre-emptive offer or rights issue or (ii) otherwise up to an aggregate nominal amount of £1,666,907 representing approximately 5% of the total issued ordinary share capital of the Company as at 28 April 2014, being the latest practicable date before the publication of the Notice, in each case without the shares first being offered to existing shareholders in proportion to their existing holdings.

The purpose of paragraph (b) of resolution 15 is to authorise the Directors to allot new shares pursuant to the authority given by paragraph (b) of resolution 14, or to sell treasury shares, for cash in connection with a rights issue without the shares first being offered to existing shareholders in proportion to their existing holdings. This is in line with corporate governance guidelines.

In accordance with the Pre-emption Group's Statement of Principles, the Directors confirm their intention that no more than 7.5% of the issued share capital will be issued for cash on a non-pre-emptive basis (other than pursuant to a rights issue or pre-emptive offer) during any rolling three year period (excluding shares issued pursuant to employee incentive schemes) without prior consultation with shareholders.

This authority would remain in force until the conclusion of the Company's AGM in 2015 or 30 June 2015, whichever is the earlier.

Authority to purchase own shares (Resolution 16)

In certain circumstances it may be advantageous for the Company to purchase its own shares and Resolution 16, which is a special resolution, would renew the authority currently held by the Directors to purchase up to 10% of the Company's total issued share capital. No shares were bought back under the current authority. The resolution would enable the Directors to buy back up to 33,338,148 ordinary shares as at 28 April 2014, being the latest practicable date before the publication of this Notice, and sets the maximum and minimum prices at which these shares may be bought.

The Company has options outstanding over 6,217,579 ordinary shares, representing 1.87% of the total issued share capital as at 28 April 2014, being the latest practicable date before the publication of this Notice. If the Company were to purchase the maximum number of shares permitted by this resolution, the options as at 28 April 2014 would represent 2.07% of the Company's total issued share capital.

Companies are able to hold purchased shares as treasury shares rather than cancelling them. While the Act no longer places a limit on the number of shares which can be held in treasury, the Association of British Insurers considers that the former 10% limit remains appropriate. The Directors will decide at the time of purchase whether to hold shares in treasury or to cancel them immediately. Shares held in treasury do not carry voting rights and no dividends will be paid on any such shares. It is also possible for the Company to transfer shares out of treasury pursuant to an employees' share scheme. If any shares are so used, the Company will include them in the limits on the number of new shares which may be issued by such employees' share schemes, as long as this is required under institutional guidance. Currently, the Company has no shares held in treasury.

The Directors have no present intention of exercising the authority to purchase the Company's ordinary shares but will keep the matter under review, taking into account other investment opportunities. The authority would only be exercised if and when, in the light of market conditions prevailing at the time, they believe that the effect of such purchases will be in the best interests of shareholders generally.

This authority would remain in force until the conclusion of the Company's AGM in 2015 or 30 June 2015, whichever is the earlier.

Amendment to the Rules of the Performance Share Plan (Resolution 17)

The Ruspetro PLC Performance Share Plan (the **PSP**) was adopted by the Board on 17 January 2012. Under the terms of the PSP, the Directors may grant awards comprising a conditional right to receive a specified number of ordinary shares in the Company at the end of a specified period. The terms of the PSP also provide for the grant of option rights and for awards to be settled in cash. Currently, the maximum potential award levels under the PSP for the Chief Executive Officer and other Executive Directors are 150% and 125% of salary respectively. In order to align the rules of the PSP with the Director's Remuneration Policy, shareholder approval is being sought to increase this maximum to 150% of salary for all Executive Directors. As detailed in the Annual Report on Remuneration, conditional awards have been granted at this level for 2014 but should shareholder approval not be obtained, the portion of the award above 125% will lapse in respect of the Executive Chairman and the Chief Financial Officer. The Company is also taking this opportunity to introduce some minor administrative amendments to the rules of the PSP.

Authority to hold general meetings on 14 clear days' notice (Resolution 18)

The Companies Act 2006 (the **Act**) requires listed companies to provide shareholders with 21 days' notice of any general meeting unless shareholders have approved the calling of general meetings at shorter notice. The notice period for AGMs cannot be reduced in this way. While the Directors do not intend calling general meetings on short notice as a matter of routine, enabling the Board to call general meetings on 14 clear days' notice would provide flexibility where that was merited by the business of the relevant meeting.

Resolution 18, which is a special resolution, will remain in force until the conclusion of the Company's AGM in 2015. The Board intends to renew this authority at each AGM.

Recommendation

The Directors consider that all the resolutions being proposed at this year's AGM are in the best interests of the Company and its members as a whole and will promote the success of the Company. The Directors therefore unanimously recommend that you vote in favour of all the resolutions as they intend to do in respect of their own beneficial holdings.

Yours sincerely

Alexander Chistyakov
Executive Chairman, Ruspetro PLC

RUSPETRO PLC

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 3rd Annual General Meeting (**AGM**) of Ruspetro PLC (the **Company**) will be held at the offices of White & Case LLP, 5 Old Broad Street, London EC2N 1DW on 2 June 2014 at 11.00 a.m. to consider and, if thought fit, to pass resolutions 1 to 14 as ordinary resolutions and resolutions 15 to 18 as special resolutions.

ORDINARY BUSINESS

1. To receive the Company's Annual Report and Accounts for the year ended 31 December 2013.
2. To approve the Directors' Remuneration Policy, which is set out on pages 43 to 52 of the Annual Report and Accounts.
3. To approve the Directors' Remuneration Report for the year ended 31 December 2013 as set out on pages 42 to 59 of the Annual Report and Accounts (excluding the Directors' Remuneration Policy set out on pages 43 to 52 of that report).
4. To elect John Conlin as a Director of the Company.
5. To elect Kirill Androsov as a Director of the Company.
6. To elect Maurice Dijols as a Director of the Company.
7. To elect Frank Monstrey as a Director of the Company.
8. To elect Mark Pearson as a Director of the Company.
9. To re-elect Alexander Chistyakov as a Director of the Company.
10. To re-elect Thomas Reed as a Director of the Company.
11. To re-elect Robert Jenkins as a Director of the Company.
12. To re-appoint PricewaterhouseCoopers LLP as auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
13. To authorise the Directors to determine the remuneration of the auditor.

SPECIAL BUSINESS

14. THAT:
 - (a) The authority conferred on the Directors by Article 12 of the Company's Articles of Association be renewed and for this purpose:
 - (i) the Section 551 Amount shall be £11,112,716; and
 - (ii) the Prescribed Period be the period ending at the conclusion of the Company's AGM in 2015 or 30 June 2015, whichever is the earlier; and
 - (b) the Directors be generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (the **Act**) to exercise all powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares up to a further nominal amount of £11,112,716 in connection with an offer by way of a rights issue, such authority to apply until the conclusion of the Company's AGM in 2015 or 30 June 2015, whichever is the earlier, but so that the Company may make offers or enter into agreements which would, or might, require shares to be allotted, or rights to subscribe for, or convert other securities into, shares to be granted after the authority ends.

The authorities in this Resolution apply in substitution for all previous authorities pursuant to Section 551 of the Act.

For the purposes of the authority in paragraph (b) above, "rights issue" means an offer to: (i) holders of ordinary shares (other than the Company) 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)

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 exclusion, restriction or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, records dates or legal, regulatory or practical problems in, or under the laws of, any territory.

15. THAT subject to the passing of resolution 14 above,
- (a) The power conferred on the Directors by Article 13 of the Company's Articles of Association be renewed for the Prescribed Period specified in Resolution 14(a)(ii) and for such period the Section 561 Amount shall be £1,666,907. Such authority shall be in substitution for all previous powers pursuant to Section 561 of the Act; and
 - (b) the Directors are empowered to allot equity securities (as defined in section 560(1) of the Act) wholly for cash pursuant to the authority given by paragraph (b) in Resolution 14 above in connection with a rights issue as if section 561(1) of the Act did not apply to such allotment, such power to expire at the conclusion of the Company's AGM in 2015 or 30 June 2015, whichever is the early, but so that the Company may make offers and enter into agreements during this period which would, or might, require equity securities to be allotted after the power ends.

For the purposes of this Resolution, "rights issue" has the same meaning as that set out in Resolution 14 above.

16. THAT the Company be generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (as defined in section 693 of the Act) of ordinary shares of £0.10 each in the capital of the Company, on such terms and in such manner as the Directors may from time to time determine, and where such ordinary shares are held as treasury shares, the Company may use them for the purposes of its employee share schemes, provided that :
- (a) The maximum aggregate number of ordinary shares which may be purchased is 33,338,148;
 - (b) The minimum price which may be paid for each ordinary share is £0.10; and
 - (c) The maximum price, exclusive of expenses, which may be paid for each ordinary share does not exceed the higher of (i) 105 per cent of the average of the middle market price of an ordinary share (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) the price stipulated by article 5(1) of the Buy-back and Stabilisation Regulations (No 2273/2003)

This authority shall expire at the conclusion of the Company's AGM in 2015 or 30 June 2015, whichever is the earlier, except in relation to any purchase of ordinary shares for which the contract was concluded before such date and which would or might be executed wholly or partly after such date.

17. THAT the Rules of the Ruspetro PLC Performance Share Plan be amended as set out in the draft revised rules produced at the AGM and initialled by the Chairman of the meeting for the purposes of identification.
18. THAT a general meeting of the Company, other than an AGM, may be called on not less than 14 clear days' notice.

By Order of the Board

Prism Cosec Limited

Company Secretary

Ruspetro plc

1st Floor, Berkeley Square House, Berkeley Square, London W1J 6BD29

28 April 2014

APPENDIX

Dr C. Mark Pearson is a founding shareholder and the President of Liberty Resources II LLC, a US-based company focused on acquiring acreage in emerging oil and gas resource plays and generating superior production results based on applying its completions expertise to maximize production and economic recovery. Dr Pearson has over 30 years industry experience and was previously President and CEO of CARBO Ceramics Inc. and lead the production enhancement technology team at Atlantic Richfield Company.

In 2005, Dr Pearson was named a Distinguished Member of the International Society of Petroleum Engineers and was a Distinguished Lecturer during 2012/13, presenting on the topic of hydraulic fracturing of horizontal wells. Dr Pearson has BSc and PhD degrees from the Camborne School of Mines (part of the University of Exeter, UK) and is a graduate of the Harvard Business School Advanced Management Program. He has also served as a professor in the Petroleum Engineering Department of the Colorado School of Mines.

Notes to the Notice of Annual General Meeting

- 1 **Record Date**

Shareholders registered in the Register of Members of the Company as at 18:00 on 29 May 2014 (or, in the event of any adjournment, on the date which is two days before the time of the adjourned meeting excluding non-working days) shall be entitled to attend or vote at the AGM in respect of the shares registered in their name at that time. Changes to entries on the Register of Members after 18:00 on 29 May 2014 will be disregarded in determining the rights of any person to attend or vote at the AGM.
- 2 **Proxies**

Members are entitled to appoint another person as his proxy (who need not be a member of the Company) to exercise all or any of their rights to attend, speak and vote on their behalf at the AGM.

A member 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 member. Members who wish to appoint more than one proxy in respect of their holding may obtain additional Forms of Proxy by contacting the Company's Registrars, Capita Asset Services on 0871 664 0300 (UK only calls cost 10p per minute plus network extras) or +4420 8639 3399 (if calling from overseas calls are charged at standard overseas call rates). Lines are open Monday to Friday 9.00am to 5.30pm. Alternatively, members may photocopy the Form of Proxy provided with this document indicating on each copy the name of the proxy appointed and the number of ordinary shares in the Company in respect of which that proxy is appointed. All Forms of Proxy should be returned together in the same envelope.

A Form of Proxy is enclosed with this Notice. Completion of the Form of Proxy will not prevent a member from subsequently attending and voting at the AGM in person if they so wish. The Form of Proxy, 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 either (i) received by post or (during normal business hours only) by hand at the offices of the Company's Registrars, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent. BR3 1ER or (ii) members may submit their proxies electronically at www.capitashareportal.com using the Bar Code and Investor Code set out in the Form of Proxy, in each case by no later than 11:00 a.m. on Thursday 29 May 2014, being 48 hours before the time appointed for the holding of the AGM excluding non-working days.
- 3 **Information Rights and Nominated Persons**

Persons who have been nominated under section 146 of Act (a **Nominated Person**) to enjoy information rights do not have a right to vote or appoint a proxy at the AGM and the statements of the rights of members in relation to the appointment of proxies in note 2 above does not apply to Nominated Persons. The rights described in that note can only be exercised by members of the Company.

However, a Nominated Person may have the right (under an agreement with the member by whom they were nominated) to be appointed, or to have someone else appointed, as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise that right, they may have a right to give voting instructions to the registered shareholder under any such agreement.
- 4 **Corporate Representatives**

A corporate shareholder may authorise a person or persons to act as its representative(s) at the AGM. Each such representative may exercise (on behalf of the corporate shareholder) the same powers as the corporate shareholder could exercise if they were an individual shareholder in the Company, provided that they do not do so in relation to the same shares.
- 5 **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 AGM to be held on 2 June 2014 and any adjournment thereof by following the procedures described in the CREST Manual. CREST Personal Members or other CREST Sponsored Members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a **CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instruction, as described in the CREST Manual (available at www.euroclear.com/CREST). The message, regardless of whether it relates to the appointment of a proxy or to 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: RA10) by no later than 11:00 a.m. on Thursday 29 May 2014. No message received through the CREST network after this time will be accepted. 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. The CREST Manual is available at www.euroclear.com/CREST.

CREST members and, where applicable, their CREST sponsors or voting service provider 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 his 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 provider are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company will treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- 6 **Total Voting Rights**

Holders of the Company's ordinary shares are entitled to attend and vote at general meetings of the Company. Each ordinary share entitles the holder to one vote on a poll. As at 28 April 2014, being the latest practicable date prior to the publication of this Notice, the Company's issued share capital consisted of 333,381,480 ordinary shares. The Company does not hold any shares in Treasury. Therefore, the total voting rights in the Company as at 28 April 2014 are 333,381,480.

- 7 **Questions**
Any member attending the AGM has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information, (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 AGM that the question be answered.
- 8 **Voting at the AGM**
Each of the resolutions to be put to the AGM will be voted on by way of a poll and not by a show of hands. In this way, the voting preferences of all shareholders are taken into account not only those who are able to physically attend the AGM. The results of the poll will be notified to the market in the usual way and published on the Company's website after the meeting.
- 9 **Publication of Audit Concerns**
Under section 527 of the Act, the Company may be required by members meeting the threshold set out in that section to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts for the year ended 31 December 2013 (including the auditor report and the conduct of the audit) that are to be laid before the AGM; or (ii) 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 Act which they intend to raise at the AGM. The Company may not require the members requesting any such website publication to pay its costs in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, 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 Act to publish on a website.
- 10 **Display Documents**
Copies of the service contracts for all Executive Directors, the letters of appointment for the Non-executive Directors and the current and proposed amended rules of the Performance Share Plan are available for inspection at the registered office of the Company during normal business hours on any weekday (excluding Saturdays, Sundays and public holidays) from the date of this Notice until the conclusion of AGM and also at the place of the AGM from 10.30 a.m. on the day of the AGM until the conclusion thereof.
- 11 **Information available on the website**
A copy of this Notice and other information required by section 311A of the Act can be found at www.ruspetro.com.
- 12 **Electronic address**
Please note that shareholders may **not** use any electronic address provided in this Notice or any related documents (including the Form of Proxy) to communicate with the Company for any purpose other than those expressly stated.