



3.01 Chester House • 1-3 Brixton Road  
London • SW9 6DE

Registered in England & Wales No 02933545

## Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Cabot Energy Plc (“the Company”) will be held at the offices of Fieldfisher LLP, Riverbank House, 2 Swan Lane, London, EC4R 3TT on 23 May 2018 at 14:30 for the following purposes:

To consider and, if thought fit, pass the following resolutions to be proposed as Ordinary Resolutions:

1. To receive the Annual Report and audited Consolidated Financial Statements of the Company for the year ended 31 December 2017.
2. To appoint Deloitte LLP as auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.
3. To re-elect K Bush (who retires from office in accordance with Article 108 of the Company’s Articles) as a Director of the Company.
4. To re-elect P Lafferty (who retires from office in accordance with Article 113 of the Company’s Articles) as a Director of the Company.
5. To re-elect P Mychalkiw (who retires from office in accordance with Article 113 of the Company’s Articles) as a Director of the Company.
6. To authorise the Directors, pursuant to and in accordance with section 551 of the Companies Act 2006 (the “Act”) to exercise all powers of the Company to allot ordinary shares in the capital of the Company and grant rights to subscribe for or convert any security into ordinary shares up to a maximum aggregate nominal value of £1,621,149 (being approximately 25% of the Company’s issued share capital as at the date of this notice), provided that such authority shall expire at the conclusion of the next Annual General Meeting of the Company, except that the Directors may, before such expiry, make offers or agreements which would or might require ordinary shares to be allotted or rights to be granted after such expiry and allot ordinary shares or grant rights in pursuance of such offers or agreements.

To consider and, if thought fit, pass the following resolution to be proposed as a Special Resolution:

7. To authorise the Directors, pursuant to and in accordance with section 570 and 573 of the Act, to allot equity securities (as defined in section 560 of the Act) for cash as if sub-section 561 of the Act did not apply to the allotment of equity securities pursuant to the authority conferred on them under section 551 of the Act up to the aggregate nominal value of £648,460 (being approximately 10% of the Company’s issued share capital as at the date of this notice), such power to expire on the earlier of the conclusion of the next Annual General Meeting of the Company and 15 months after the date of the resolution (but so as to enable the Company, before the expiry of such power, to make offers or agreements which would or might require equity securities to be allotted after such expiry and to enable them to allot equity securities for cash pursuant to such offers or agreements as if the power conferred thereby had not expired).

By order of the Board

William Anderson  
Secretary

Registered Office:

Chester House, Unit 3.01 Kennington Park, 1-3 Brixton Road, London, SW9 6DE

Dated 30 April 2018

**Notes:**

1. A member of the Company entitled to attend and vote at the meeting convened by this Notice may appoint a proxy to attend and vote on a poll in their stead. A proxy need not be a member of the Company. A member may appoint more than one proxy provided that such appointment is in respect of voting rights attaching to different shares.
2. To be valid, the enclosed Form of Proxy must be completed and lodged together with a power of attorney or any other authority (if any) under which it is signed, or a notarially certified copy thereof, at the offices of the Company's Registrars, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA not less than 48 hours before the time appointed for holding the meeting.
3. Completion of the proxy does not preclude a member from attending and voting at the meeting if they so wish.
4. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, hereby specifies that only those shareholders registered on the Register of Members of the Company at 14:30 on 21 May 2018 shall be entitled to attend or vote at the meeting in respect of shares registered in their name at the time. Changes to entries on the relevant Register of Members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting, notwithstanding any provisions in any enactment, the Articles of Association of the Company or other instrument to the contrary.