



This notice of meeting is important and requires your immediate attention.

If you are in any doubt as to the contents of this document and/or the action you should take, you are recommended to seek personal financial advice from your bank manager, stockbroker, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your shares in the Company, please send this document and all accompanying documents to the purchaser or transferee, or to the stockbroker, bank or other agent through or to whom the transfer was effected so that they can be passed on to the person who now owns the shares.

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## **FORUM ENERGY PLC**

(REGISTERED IN ENGLAND AND WALES WITH COMPANY NUMBER 5411224)

### **NOTICE OF ANNUAL GENERAL MEETING**

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To be valid the Form of Proxy for use in connection with the annual general meeting (“AGM” or “Meeting”) should be completed, signed and returned to reach the Company’s registrars, Share Registrars Ltd, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL by not later than 11.00 a.m. (UK time) on 27 June 2011. The completion and return of the Form of Proxy will not preclude you from attending and voting in person at the Meeting should you wish. For full details on proxy appointments, see the notes to the Notice of Annual General Meeting and the Form of Proxy.

# FORUM ENERGY PLC

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (the "AGM") of Forum Energy plc (the "Company") will be held at Room 607, 6th Floor Ramon Cojuangco Building, Makati Avenue, Makati City, Philippines and by video conference link from the offices of Osborne Clarke, One London Wall, London EC2Y 5EB on 29 June 2011 at 6.00 p.m. in Manila and 11.00 a.m. in London for the following purposes:

### Ordinary Business

To consider and, if thought fit, pass the following resolutions which will be proposed as ordinary resolutions:

#### *Report and accounts*

1. To receive the audited financial statements of the Company for the year ended 31 December 2010, together with the Directors' report and the auditors' report on those financial statements.

#### *Election of Directors*

2. To elect Barry Stansfield as a Director.
3. To elect Roberto V. Ongpin as a Director.
4. To elect Robert C. Nicholson as a Director.
5. To elect Dr Walter Brown as a Director.
6. To elect Andrew J. Mullins as a Director.
7. To elect Carlo Aniceto Samson Pablo as a Director.
8. To elect Paul Frederick Wallace as a Director.
9. To elect Richard Beacher as a Director.
10. To elect Edward Tortorici as a Director.

#### *Re-appointment of auditors*

11. To re-appoint BDO Stoy Hayward LLP as auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next general meeting at which accounts are laid before the Company.

#### *Auditors' remuneration*

12. To authorise the Directors to determine the remuneration of the auditors.

### Special Business

To consider and, if thought fit, pass the following resolution as an ordinary resolution.

#### *Directors' authority to allot shares*

13. That, in substitution for any equivalent authorities and powers granted to the Directors prior to the passing of this resolution, the Directors be and they are generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 to exercise all powers of the Company to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being "relevant securities") up to an aggregate nominal amount of £1,112,151, provided that, unless previously revoked, varied or extended, this authority shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2012, except that the Company may at any time before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if this authority had not expired.

Dated: 1 June 2011

Registered Office:

120 Bridge Road

Chertsey

Surrey KT16 8LA

By order of the Board

Andrew Mullins

Company Secretary

### Notes:

1. A member who is entitled to attend, speak and vote may appoint a proxy to attend, speak and vote instead of him. A proxy need not also be a member of the Company but must attend the AGM in order to represent you. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A Form of Proxy is enclosed. The notes to the Form of Proxy include instructions on how to appoint the Chairman of the AGM or another person as proxy. To be effective the Form of Proxy must reach the Company's registrars, Share Registrars Ltd, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL by no later than 11.00 a.m. (UK time) on 27 June 2011.
2. Copies of the executive Directors' service contracts with the Company and any of its subsidiary undertakings and letters of appointment of the non-executive Directors are available for inspection at the registered office of the Company during usual business hours on any weekday (Saturday, Sunday or public holidays excluded) from the date of this notice until the conclusion of the AGM and will also be available for inspection at the place of the meeting from 15 minutes before the commencement of the AGM until its conclusion.
3. Please note that communications regarding the matters set out in this notice of Annual General Meeting will not be accepted in electronic form.
4. The Company, pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered in the register of members of the Company at 6.00 p.m. on 27 June 2011 (or if the AGM is adjourned, two working days before the time fixed for the adjourned AGM) shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. Any changes to the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the AGM.

## EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

As the majority of the Company's shares are held by shareholders based in the Philippines, the Board of Directors has decided that the principal venue for this year's Annual General Meeting will be Room 607, 6th Floor Ramon Cojuangco Building, Makati Avenue, Makati City, Philippines. However, in order that the Company's UK shareholders have an adequate opportunity to speak and vote at the Meeting, the Company has arranged for shareholders to be able to attend the Meeting by video conference link from the offices of the Company's solicitors, Osborne Clarke, One London Wall, London EC2Y 5EB. This year, 13 Resolutions are to be proposed at the AGM and the purpose of each of the Resolutions is as follows:

### Ordinary Business

#### Resolution 1: The Accounts and Reports

The Directors will present their report and the audited financial statements for year ended 31 December 2010, together with the auditors' report thereon.

#### *Resolutions 2 to 10: Election of Directors*

Given the changes in the composition of the Board effected in the past 12 months, the Board considers it appropriate to put forward all Directors for election this year, including those new Directors appointed by the Board since the last annual general meeting, who are required by the Company's articles of association to put themselves forward for election at the meeting. Biographical details relating to the Directors and summaries of the terms of their appointment can be found in the Directors' report accompanying the audited financial statements for the year ended 31 December 2010.

#### *Resolution 11: Appointment of auditors*

The Company is required to appoint auditors at each annual general meeting at which accounts are laid before shareholders, to hold office until the next such meeting. The Resolution proposes that BDO Stoy Haywood LLP be re-appointed as auditors for the current year.

#### *Resolution 12: Auditors' remuneration*

This Resolution authorises the Directors to fix the auditors' remuneration.

### Special Business

#### *Resolution 13: Directors' power to allot securities*

Section 549 of the Companies Act 2006 stipulates that Directors cannot allot shares or rights to subscribe for shares in the Company (other than the shares allotted in accordance with an employee share scheme) unless they are authorised to do so by the shareholders in general meeting. The Directors' general authority to allot shares was granted at last year's annual general meeting and is due to expire at the conclusion of the AGM. Resolution 13 seeks a new general authority from shareholders (to the exclusion of the previous general authority granted at last year's annual general meeting) for the Directors to allot relevant securities up to an aggregate nominal value of [£1,112,151], representing approximately one-third of the nominal value of the issued ordinary share capital of the Company as at the date of this notice. The Directors do not have any present intention of exercising this authority, but they consider it desirable that the specified amount of authorised but unissued share capital is available for issue so that they can more readily take advantage of possible opportunities. Unless renewed, revoked, varied or extended, this authority will expire at the conclusion of the next annual general meeting of the Company.

#### *Recommendation*

The Directors believe that the proposals in Resolutions 1 to 13 are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors recommend that shareholders vote in favour of each Resolution as they intend to do so in respect of their own beneficial shareholdings.