

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.

FORUM ENERGY PLC

(REGISTERED IN ENGLAND AND WALES WITH COMPANY NUMBER 5411224)

NOTICE OF ANNUAL GENERAL MEETING

To be valid the Form of Proxy for use in connection with the 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 10.00 a.m. on 24 June 2010**. 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 the offices of Osborne Clarke, One London Wall, London EC2Y 5EB on 28 June 2010 at 10.00 a.m. 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 2009, together with the directors' report and the auditor's report on those financial statements.

Re-election of retiring director

2. To re-elect Barry Stansfield, who retires by rotation in accordance with the Company's Articles of Association.

Election of directors

3. To elect Robert Charles Nicholson as a director who, having been appointed since the last Annual General Meeting, offers himself for re-election in accordance with the Company's Articles of Association.
4. To elect Roberto V. Ongpin as a director who, having been appointed since the last Annual General Meeting, offers himself for re-election in accordance with the Company's Articles of Association.

Re-appointment of auditors

5. 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

6. To authorise the directors to determine the remuneration of the auditors.

Special Business

To consider and, if thought fit, pass the following resolutions of which Resolution 8 will be proposed as an ordinary resolution and Resolutions 7 and 9 will be proposed as special resolutions.

Adoption of revised Articles of Association

7. That:
 - (a) the Articles of Association of the Company be and they are amended by deleting to the fullest extent permitted by law all of the provisions of the Company's memorandum of association which, by virtue of Section 28 of the Companies Act 2006 (the "Act"), are to be treated as provisions of the Company's Articles of Association; and
 - (b) the draft Articles of Association produced to the meeting and initialled for the purposes of identification by the chairman of the meeting be and they are adopted by the Company in substitution for, and to the exclusion of, its existing Articles of Association.

Directors' authority to allot shares

8. 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 Act 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 £1,103,084, 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 2011, 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.

Disapplication of pre-emption rights

9. That the directors be and they are empowered pursuant to Section 570(1) of the Act to allot equity securities (as defined in Section 560(1) of the Act) of the Company wholly for cash pursuant to the authority of the directors under Section 551 of the Act conferred by resolution 8 above as if Section 561(1) of the Act did not apply to such allotment, provided that:
 - (a) the power conferred by this resolution shall be limited to:
 - (i) the allotment of equity securities in connection with an offer of equity securities to the holders of ordinary shares in the capital of the Company in proportion as nearly as practicable to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising under the laws or requirements of any overseas territory or by virtue of shares being represented by depository receipts or the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
 - (ii) the allotment, otherwise than pursuant to sub-paragraph (i) above, of equity securities up to an aggregate nominal value equal to £330,925; and

- (b) unless previously revoked, varied or extended, this power shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2011 except that the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if this power had not expired.

Dated: 23 April 2010
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 must reach the Company's registrars, Share Registrars Ltd, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL by no later than 10.00 a.m. on 24 June 2010.
2. The following documents 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 Annual General Meeting and will also be available for inspection at the place of the meeting from 15 minutes before the commencement of the meeting until its conclusion:
 - (a) 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;
 - (b) a copy of the proposed new Articles of Association of the Company, and a copy of the existing Articles of Association marked to show the changes being proposed in Resolution 7(b).

Copies of the documents referred to in note 2(b) above will also be available for inspection at the offices of Osborne Clarke, One London Wall, London EC2Y 5EB from the date of this notice until the conclusion of the meeting.

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 10.00 a.m. on 24 June 2010 (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

This year, nine Resolutions are proposed at the Meeting 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 2009, together with the auditors' report thereon.

Resolution 2: Re-election of retiring director

The Articles of Association of the Company require that a proportion of the directors are to retire at each Annual General Meeting. In addition, the Combined Code issued by the Financial Reporting Council recommends that directors should submit themselves for re-election at least once every three years. One of the current directors, Barry Stansfield, is therefore retiring and offering himself for re-appointment. Biographical details relating to Barry Stansfield and a summary of the terms of his letter of appointment can be found in the directors' report accompanying the audited financial statements for the year ended 31 December 2009.

Resolutions 3 and 4: Election of directors

These Resolutions concern the election of Robert Nicholson and Roberto Ongpin as directors of the Company. Robert Nicholson was appointed by the board on 9 March 2010 as a non-executive director and Roberto Ongpin was appointed by the board on 19 June 2009 as a non-executive director. Both Robert Nicholson and Roberto Ongpin are required by the Company's Articles of Association to offer themselves for re-election at the Annual General Meeting following their appointment.

The biographies of Robert Nicholson and Roberto Ongpin are set out on pages 6 and 7 of the report and accounts for the year ended 31 December 2009.

Resolution 5: 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 be re-appointed as auditors for the current year.

Resolution 6: Auditors' remuneration

This Resolution authorises the directors to fix the auditor's remuneration.

Special Business

Resolution 7: Adoption of revised Articles of Association

At the Annual General Meeting, a special resolution will be proposed in relation to the adoption of revised Articles of Association following the full implementation of the Companies Act 2006 in October 2009. The principal changes are set out in the annex to this notice of general meeting.

Resolution 8: 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 Meeting. Resolution 8 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 £1,103,084, 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.

Resolution 9: Disapplication of pre-emption rights

If the directors wish to allot any of the unissued shares of the Company for cash in accordance with the authority proposed in Resolution 8, the Companies Act 2006 requires that new shares must generally be offered first to shareholders in proportion to their existing holdings. These are the pre-emption rights of shareholders. In certain circumstances, it may be in the interests of the Company for the directors to be able to allot some shares for cash without having to offer them first to existing shareholders.

In line with common practice, Resolution 9 therefore seeks approval to renew the current authority to empower the directors to allot equity shares for cash other than in accordance with the statutory pre-emption rights, in connection with a rights issue and other pre-emptive offers and otherwise up to a maximum nominal amount of £330,925, representing approximately 10 per cent of the nominal value of the issued share capital of the Company.

In addition, there are legal, regulatory and practical reasons why it may not always be possible to issue new shares under a rights issue to some shareholders, particularly those resident overseas. To cater for this, the Resolution also permits the directors to make appropriate exclusions or arrangements to deal with such difficulties.

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 9 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.

ANNEX

EXPLANATORY NOTES IN RELATION TO THE PRINCIPAL CHANGES TO THE COMPANY'S ARTICLES OF ASSOCIATION

1. The Company's objects

The provisions regulating the operations of the Company are currently set out in the Company's memorandum and Articles of Association. The Company's memorandum contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope.

The Companies Act 2006 significantly reduces the constitutional significance of a company's memorandum. The Companies Act 2006 provides that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the company. Under the Companies Act 2006 the objects clause and all other provisions which are contained in a company's memorandum, for existing companies at 1 October 2009, are deemed to be contained in the company's Articles of Association but the company can remove these provisions by special resolution.

Further the Companies Act 2006 states that unless a company's articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason the Company is proposing to remove its objects clause together with all other provisions of its memorandum which, by virtue of the Companies Act 2006, were treated as forming part of the Company's Articles of Association with effect from 1 October 2009. Resolution 7(a) confirms the removal of these provisions for the Company. As the effect of this Resolution will be to remove the statement currently in the Company's memorandum of association regarding limited liability, the revised Articles of Association (the "New Articles") also contain an express statement regarding the limited liability of shareholders.

2. Articles which duplicate statutory provisions

Provisions in the Company's existing Articles of Association (the "Existing Articles") which replicate provisions contained in the Companies Act 2006 are in the main amended to bring them into line with the Companies Act 2006.

3. Authorised share capital and unissued shares

The Companies Act 2006 abolishes the requirement for a company to have an authorised share capital and the New Articles reflect this. Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the Companies Act 2006, save in respect of employee share schemes.

4. Redeemable shares

Under the Companies Act 1985, if a company wished to issue redeemable shares, it had to include in its articles the terms and manner of redemption. The Companies Act 2006 enables directors to determine such matters instead provided they are so authorised by the articles. The New Articles contain such an authorisation. The Company has no plans to issue redeemable shares but if it did so the directors would need shareholders' authority to issue new shares in the usual way.

5. Authority to purchase own shares, consolidate and sub-divide shares, and reduce share capital

Under the Companies Act 1985, a company required specific enabling provisions in its articles to purchase its own shares, to consolidate or sub-divide its shares and to reduce its share capital or other undistributable reserves as well as shareholder authority to undertake the relevant action. The Existing Articles include these enabling provisions. Under the Companies Act 2006 a company will only require shareholder authority to do any of these things and it will no longer be necessary for articles to contain enabling provisions. Accordingly certain of the relevant enabling provisions have been removed in the New Articles.

6. Suspension of registration of share transfers

The Existing Articles permit the directors to suspend the registration of transfers. Under the Companies Act 2006 share transfers must be registered as soon as practicable. The power in the Existing Articles to suspend the registration of transfers is inconsistent with this requirement. Accordingly, this power has been removed in the New Articles.

7. General

Generally the opportunity has been taken to bring clearer language into the New Articles and in some areas to conform the language of the New Articles with that used in the model articles for public companies produced by the Department for Business, Innovation and Skills.

