

# LEED PETROLEUM PLC

110 Cannon Street  
London  
EC4N 6AR

(the “Company”)

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## NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

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**To be held at 110 Cannon Street, London EC4N 6AR**

**on 17 December 2009 at 9 a.m.**

This document is important and requires your immediate attention. If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000. If you have sold or transferred all of your shares in Leed Petroleum PLC, please forward this document, together with the accompanying documents, as soon as possible 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.

**LETTER FROM ROBERT ADAIR  
NON-EXECUTIVE CHAIRMAN OF**

**LEED PETROLEUM PLC**

*(a public limited company registered in England and Wales with number 06034226)*

*To the holders of Shares*

Date: 25 November 2009

Dear Shareholder

**ANNUAL GENERAL MEETING 2009**

I have pleasure in writing to invite you to our 2009 Annual General Meeting (the "AGM") which will be held at 110 Cannon Street, London EC4N 6AR on 17 December 2009 at 9 a.m. Full details of the meeting and the resolutions that will be put to shareholders are set out in the enclosed Notice of Annual General Meeting.

The business to be conducted at the AGM is summarised below.

**Resolution 1 (Report and Accounts for year ended 30 June 2009)**

Shareholders are being asked to receive the report and accounts of the Company for the year ended 30 June 2009 and the report of the auditors thereon.

**Resolutions 2, 3, 4 and 5 (Re-election of Robert Adair, Robert Alcock, Peter Hirsch and Ian Gibbs)**

Under the Company's articles of association, one-third of the directors are required to retire by rotation at each annual general meeting. Robert Adair, Robert Alcock and Peter Hirsch retire by rotation, and Ian Gibbs retires in accordance with the terms of his appointment at the 2008 AGM. It is proposed that Robert Adair, Robert Alcock and Peter Hirsch are re-elected as directors of the Company and that Ian Gibbs is re-elected as a director for a term expiring on the date of the Company's annual general meeting in 2011. Robert Adair, Robert Alcock, Peter Hirsch and Ian Gibbs have business knowledge and bring valuable skills and experience to the board. The board is content that Robert Adair, Robert Alcock, Peter Hirsch and Ian Gibbs are independent in character and there are no relationships or circumstances which are likely to affect their character or judgement. The remaining directors therefore unanimously recommend Robert Adair, Robert Alcock, Peter Hirsch and Ian Gibbs are re-elected as directors of the Company.

### **Resolution 6 (Re-election of Stephen Fleming)**

Stephen Fleming retires in accordance with the terms of his appointment at the 2008 AGM and it is proposed that he is re-elected as a director of the Company. It proposed that Mr. Fleming be elected as a director for a term expiring on the date of the Company's annual general meeting in 2011. Mr. Fleming currently serves as an executive director of IB Daiwa Corporation, which at the date of this document owns or controls approximately 28.65 per cent. of the issued share capital of the Company. Mr. Fleming has wide business knowledge and brings valuable skills and experience to the board. The remaining directors therefore unanimously recommend that Mr. Fleming be elected as a director of the Company.

### **Resolution 7 (Re-appointment and Remuneration of auditors)**

Resolution 7 seeks your approval to re-appoint Grant Thornton UK LLP as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company at which accounts are laid before the Company and authorise the directors to determine Grant Thornton UK LLP's remuneration as auditors.

### **Resolution 8 (Authority to Allot Shares)**

This ordinary resolution seeks to authorise the directors for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot equity securities of the Company up to an aggregate nominal amount of £1,690,051.90. The authority contained in this resolution will expire at the conclusion of the Company's next annual general meeting or, if earlier, the date which is 15 months after the date of this resolution.

### **Resolution 9 (Pre-Emption Rights)**

This special resolution authorises the directors to allot equity securities of the Company for cash as if the pre-emption provisions of section 561(1) of the Companies Act 2006 did not apply to any such allotment. Under section 561, when new equity securities are allotted, they must first be offered to existing shareholders pro-rata to their holdings. This provision was designed to prevent the holdings of existing shareholders being diluted against their wishes by the allotment of new shares. Shareholders may waive this right of pre-emption. The authority contained in this resolution would be limited to the allotment of equity securities in connection with an offer of equity securities by way of rights or, otherwise than pursuant to such an offer, up to an aggregate nominal amount equal to £1,690,051.90 (representing 5 per cent. of the issued share capital of the Company). This authority will expire at the conclusion of the Company's next annual general meeting or, if earlier, the date which is 15 months after the date of this resolution.

### **Actions to be taken**

Shareholders will find enclosed a Form of Proxy for use in relation to the AGM. Whether or not you intend to be present at the AGM, you are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon to Company's registrars, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom as soon as possible and, in any event, so as to arrive no later than 9 a.m. on 15 December 2009. The completion and return of a Form of Proxy will not preclude you from attending the AGM and voting in person should you so wish.

### **Recommendation**

**The board of directors considers that resolutions 1 to 9 are in the best interests of the Company and its members as a whole and are most likely to promote the success of the Company for the benefit of its members as a whole. The directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings.**

Yours sincerely

**Robert Adair**

Non-Executive Chairman

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Leed Petroleum PLC will be held at 110 Cannon Street, London EC4N 6AR on 17 December 2009 at 9 a.m. to transact the following business:

1. To receive and adopt the report of the directors and the audited accounts for the year ended 30 June 2009 together with the report of the auditors thereon.
2. To re-elect Robert Adair as a director.
3. To re-elect Robert Alcock as a director.
4. To re-elect Peter Hirsch as a director.
5. To re-elect Ian Gibbs as a director for a term expiring on the date of the Company's annual general meeting in 2011.
6. To re-elect Stephen Fleming as a director for a term expiring on the date of the Company's annual general meeting in 2011.
7. To reappoint Grant Thornton UK LLP as auditors of the Company to hold office until the conclusion of the next annual general meeting at which accounts are laid before the Company and to authorise the directors to agree their remuneration.
8. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

That the directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company ("Shares") and grant rights to subscribe for, or to convert any security into, Shares ("Subscription or Conversion Rights") up to an aggregate nominal amount of £1,690,051.90 provided that this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, the date which is 15 months after the date of this resolution, save that the Company may before such expiry make offers or agreements which would or might require Shares to be allotted or Subscription or Conversion Rights to be granted after such expiry and the directors may allot Shares and grant Subscription or Conversion Rights in pursuance of any such offers or agreements as if the authority conferred hereby had not expired and all unexercised authorities previously granted to the directors to allot Shares or grant Subscription or Conversion Rights be and are hereby revoked.

9. To consider and, if thought fit, to pass the following resolution as a special resolution:

That, subject to the passing of resolution 8 above, the directors be and are hereby empowered in accordance with section 570 and section 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) for cash, either pursuant to the authority conferred by resolution 8 above or by way of a sale of treasury shares, as if section 561(1) of that Act did not apply to any such allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with an offer of such securities:
  - (i) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares; and
  - (ii) to holders of other securities as required by the rights of those securities or as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in or under the laws of any territory or the requirements of any regulatory body or any stock exchange; and

- (b) the allotment (otherwise than pursuant to paragraph (a) above) of equity securities up to an aggregate nominal amount of £1,690,051.90,

and shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, the date which is 15 months after the date of this resolution, save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offers or agreements as if the power conferred hereby had not expired.

By order of the Board

**Robert Adair**  
Non-Executive Chairman

Leed Petroleum PLC  
110 Cannon Street  
London EC4N 6AR

25 November 2009

## NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

### **Entitlement to attend and vote**

1. The Company specifies that only those members registered on the Company's register of members at:

- 9 a.m. on 15 December 2009; or,
- if the Meeting is adjourned, at 6.00 p.m. on the day two days prior to the adjourned meeting,

shall be entitled to attend and vote at the Meeting.

### **Appointment of proxies**

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting, you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. Details of how to appoint more than one proxy are contained in the proxy form.

5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

### **Appointment of proxy using proxy form**

6. The notes to the proxy form explain how to direct your proxy and how to vote on each resolution or withhold your vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to the Company's registrars, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom; and
- received by the Company's registrars no later than 9 a.m. on 15 December 2009 or, in the case of an adjourned meeting, not less than 48 hours before the time appointed for the holding of the adjourned meeting.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

#### **Appointment of proxy by joint members**

7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

#### **Changing proxy instructions**

8. To change your proxy instructions simply submit a new proxy appointment using the method set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

To obtain another proxy form, please contact the Company's registrars, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

#### **Termination of proxy appointments**

9. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrars, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer

of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by the Company's registrars, Computershare Investor Services PLC, no later than 9 a.m. on 15 December 2009 or, in the case of an adjourned meeting, not less than 48 hours before the time appointed for the holding of the adjourned meeting.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

### **Nominated Persons**

10. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "nominated person") may, under an agreement between him and the member by whom he was nominated, have a right to be appointed, or to have someone else appointed, as a proxy for the Meeting. If a nominated person has no such right or does not wish to exercise it, he may have a right under such an agreement to give instructions to the member as to the exercise of voting rights. The statement of the rights of members in relation to the appointment of proxies in notes 2 to 9 above does not apply to nominated persons. The rights described in those notes can only be exercised by ordinary shareholders of the Company.

### **Documents on display**

11. The following documents will be available for inspection at 110 Cannon Street, London EC4N 6AR, United Kingdom during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this notice of meeting up to and including the date of the Meeting and also at the place of the Meeting from at least 15 minutes prior to the Meeting until its conclusion:

- (a) copies of the directors' service contracts; and
- (b) copies of the terms of appointment of the non-executive directors.

## **Communication**

12. Except as provided above, members who have general queries about the Meeting should contact James Slatten, Chief Operating Officer of Leed Petroleum PLC, on +1 337 314 0700.

**LEED PETROLEUM PLC**  
**(the "Company")**  
**FORM OF PROXY**

For use at the Annual General Meeting of the Company to be held at the offices of K&L Gates LLP, 110 Cannon Street, London EC4N 6AR, on 17 December 2009 at 9 a.m.

I/We (block capitals) ..... being (a) holder(s) of shares of £0.05 each in the capital of the Company, hereby appoint the Chairman of the meeting or ..... (note 1) as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 17 December 2009 and at any adjournment thereof.

I/We direct my/our proxy to vote in the manner indicated by an X in the appropriate column. Unless otherwise indicated, or upon any matter properly put before the meeting but not referred to below, my/our proxy may exercise his discretion as to how he votes and whether or not he abstains from voting. The proxy will be used only in the event of a poll being directed as demanded. On a show of hands, only those shareholders present in person will be entitled to vote.

Summary of Resolutions	For	Against	Vote Withheld	Discretionary
To receive and adopt the report of the directors and the audited accounts for the year ended 30 June 2009 together with the report of the auditors thereon.				
To re-elect Robert Adair as a director.				
To re-elect Robert Alcock as a director.				
To re-elect Peter Hirsch as a director.				
To re-elect Ian Gibbs as a director.				
To re-elect Stephen Fleming as a director.				
To reappoint Grant Thornton UK LLP as auditors of the Company and authorise the directors to agree their remuneration.				
To authorise the directors to allot shares in accordance with section 551 of the Companies Act 2006.				
To empower the directors to allot equity securities as if section 561(1) of the Companies Act 2006 did not apply in relation to such allotments.				

**Dated** ..... **2009**

**Signature(s)** .....

**Notes**

(1) A member entitled to attend the meeting is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at the meeting. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share.

(2) If you wish to appoint a proxy other than the Chairman of the meeting, insert his name in the space provided and delete "the Chairman of the meeting or". A proxy need not be a member of the Company. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

(3) If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly

(4) The form of proxy should be signed and dated by the member or his attorney duly authorised in writing. In the case of a corporation this proxy must be given under its common seal or signed on its behalf by a duly authorised officer or attorney. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form. Any alteration made to the form of proxy should be initialled.

(5) To be effective this Form of Proxy and any authority under which it is executed (or a notarially certified copy of such

authority) must be deposited at the offices of Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom, not less than 48 hours before the time for holding the meeting. Completion and return of the Form of Proxy will not preclude shareholders from attending and voting in person at the meeting.

(6) The Company specifies that only those shareholders registered in the register of members at the time at 9 a.m. on 15 December 2009 (or, in the event of an adjournment, the time which is 48 hours before the adjourned meeting) shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after 9 a.m. on 15 December 2009 (or, in the event of an adjournment, the time which is 48 hours before the adjourned meeting) shall be disregarded in determining the rights of any person to attend or vote at the meeting.

(7) In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant holding.

(8) To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If you either select the "Discretionary" option or if no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

(9) To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.

(10) If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

(11) For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.