

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Sapura Energy Berhad (“SEB” or “Company”) will be held as a virtual meeting at the broadcast venue in the Conference Room at Sapura@Mines, No. 7 Jalan Tasik, The Mines Resort City, 43300 Seri Kembangan, Selangor Darul Ehsan, Malaysia on Thursday, 14 November 2024 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, to pass the following resolution (with or without modifications):

ORDINARY RESOLUTION

PROPOSED DISPOSAL BY SAPURA UPSTREAM ASSETS SDN BHD (“SUA”), A WHOLLY-OWNED SUBSIDIARY OF SEB, OF ITS ENTIRE 50% EQUITY INTEREST IN SAPURAOMV UPSTREAM SDN BHD (“SAPURAOMV”) TO TOTALENERGIES HOLDINGS SAS FOR A TOTAL DISPOSAL CONSIDERATION OF USD705.3 MILLION (OR EQUIVALENT TO APPROXIMATELY RM3,022.3 MILLION) TO BE SATISFIED VIA:

- (I) A CASH CONSIDERATION OF USD530.3 MILLION (OR EQUIVALENT TO APPROXIMATELY RM2,272.5 MILLION); AND
 - (II) THE RELEASE OF THE ORDINARY SHARES IN SAPURAOMV PLEDGED BY SUA TO OMV EXPLORATION & PRODUCTION GMBH OF AN AMOUNT OF USD175.0 MILLION (OR EQUIVALENT TO APPROXIMATELY RM749.8 MILLION)
- (“PROPOSED DISPOSAL”)**

“THAT subject to the approvals and/or consents being obtained from all relevant regulatory authorities and/or parties (where applicable) upon terms and/or conditions acceptable to the Company’s Board of Directors (“Board”), approval be and is hereby given to the Company and SUA, a wholly-owned subsidiary of SEB, to undertake the Proposed Disposal subject to and upon the terms and conditions of the sale and purchase agreement and the warranty deed both dated 22 April 2024 entered into between SEB, SUA and TotalEnergies Holdings SAS.

AND THAT the Board be and is hereby empowered and authorised to do all such acts, deeds and things and to execute, enter into, sign and deliver on behalf of the Company, all such documents and/or arrangements as the Board may deem necessary, expedient and/or appropriate to implement, to finalise, to give full effect to and to complete the Proposed Disposal, with full powers to assent to and/or accept any conditions, modifications, variations, arrangements and/or amendments as the Directors of the Company may in their absolute discretion deem fit, necessary and/or expedient in the best interest of the Company and/or as may be imposed by any relevant authorities and/or parties in connection with the Proposed Disposal.”

BY ORDER OF THE BOARD

AZMANIRA BINTI ARIFF (MAICSA 7070361) (SSM PC No.: 202308000848)

CHOONG SIEW MUN (MAICSA 7068632) (SSM PC No.: 202008001881)

Company Secretaries

Selangor Darul Ehsan
29 October 2024

Notes:

- (a) *The EGM of the Company will be conducted on a virtual basis through live streaming and online remote voting by shareholders via the Remote Participation and Electronic Voting (“RPEV”) Platform at <https://meeting.boardroomlimited.my>. Please follow the steps and procedures provided in the Administrative Notes for the EGM of the Company in order to register, participate and vote remotely via the RPEV Platform.*

The primary mode of communication by shareholders for the EGM is via text messaging facilities provided under the RPEV Platform. In the event of any technical glitch in the primary mode of communication, all other reasonable modes of communication is acceptable for the EGM.

- (b) *The ordinary resolution in the Notice of the EGM is to be conducted by poll voting as per Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad via the RPEV Platform.*
- (c) *A member of the Company shall be entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote at a meeting of the members of the Company, subject to the Constitution of the Company.*
- (d) *A member entitled to attend and vote at the EGM is entitled to appoint up to two (2) proxies to attend and vote on a poll in his stead. A proxy may, but need not be a member of the Company and there is no restriction as to the qualification of the proxy. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.*
- (e) *Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“Omnibus Account”), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each Omnibus Account it holds.*
- (f) *An instrument appointing a proxy shall be in writing and in the case of an individual shall be signed by the appointor or by his attorney; and in the case of a corporate member, shall be either under its common seal or signed by its attorney or an officer on behalf of the corporation.*
- (g) *The instrument appointing a proxy must be deposited with the Share Registrar of the Company, Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than forty-eight (48) hours before the time appointed for holding the EGM, i.e. no later than 12 November 2024 at 10.00 a.m. or any adjournment thereof.*

Alternatively, the instrument appointing a proxy may be deposited via electronic means through the Share Registrar’s website, Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> to login and deposit your form of proxy electronically not less than forty-eight (48) hours before the time appointed for the holding of the meeting, i.e., no later than 12 November 2024 at 10.00 a.m. or any adjournment thereof.

- (h) *As an alternative to the appointment of a proxy, a corporate member may appoint its corporate representative to attend the EGM pursuant to Section 333 of the Companies Act 2016. For this purpose and pursuant to Section 333(5) of the Companies Act 2016, the corporate member shall provide a certificate under its common seal as prima facie evidence of the appointment of the corporate representative.*

For the purpose of determining a member who shall be entitled to attend the EGM in accordance with Article 59(2) of the Company’s Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 6 November 2024. Only a depositor whose name appears on the Record of Depositors as at 6 November 2024 shall be entitled to attend the EGM or appoint proxies to attend and/or vote on his/her behalf.