

Dear colleagues,

As you may have seen in our announcement made earlier today (the “**Announcement**”) the board of Serica Energy plc (“**Serica**” or the “**Company**”) announced following recent media speculation that it was in discussions with EnQuest plc (“**EnQuest**”) regarding a possible transaction to combine Serica and EnQuest (the “**Possible Transaction**”).

We will be holding a Town Hall on Monday 10 March 2025 and hope as many of you as possible are able to join us. The purpose of the Town Hall is to allow us to directly update you on the Possible Transaction and we will try to answer as many questions as possible. However, to manage expectations, we want to flag that due to strict requirements of the UK Takeover Code rules, we are very restricted on what we can say at this stage and will be unable to comment beyond what is contained in the Announcement. The Town Hall will not be recorded but we will hold additional sessions for those who aren’t able to attend the initial Town Hall.

Under the strict regulations which govern public company transactions in the UK, which are called the UK City Code on Takeovers and Mergers (the “**Code**”), our Announcement started what is known as an “offer period”. This period lasts for 28 calendar days (unless we elect to extend it and this is approved by the Takeover Panel, which is the body that supervises and regulates compliance with the Code), and places an obligation on EnQuest to clarify its intentions (i.e. to make a firm offer which would set out more detail on the terms and other information regarding the Possible Transaction (through what is known as a “Rule 2.7 announcement”), or to announce it does not intend to make an offer for the Company (through what is known as a “Rule 2.8 announcement”). There can be no certainty as to whether any transaction will in fact take place or the terms on which any Possible Transaction may be agreed.

While there is no certainty any transaction will proceed, the board of the Company believes there are substantial potential benefits to the Possible Transaction including increasing scale and diversification, unlocking significant synergies and providing a strong platform for further growth and a new international foothold.

As noted above, the Possible Transaction envisages a combination of the Company and EnQuest and, under the Code, it is required that one party is the bidder (which is known as the “offeror”) and that one party is the target company (which is known as the “offeree”). Under the Possible Transaction being envisaged, EnQuest is the offeror and Serica is the offeree. As Serica has a larger market capitalisation than EnQuest, it is expected that the Possible Transaction will be structured as a “reverse takeover” under the UK Listing Rules. This means that if the Possible Transaction is ultimately consummated, the surviving listed entity would be EnQuest, which is already listed on the Main Board of the London Stock Exchange (as opposed to AIM). However, it is expected that Serica shareholders would hold a majority of the shares in the enlarged company.

I understand that the Announcement may cause uncertainty. We will provide updates on the situation as and when we are permitted to do so, but unfortunately, we are somewhat restricted under Code rules as to what we can say. As we are in an offer period, we are restricted as to the information that we are able to share with you at this stage because one of the key provisions of the Code is that all offeree shareholders should receive exactly the same information relating to a transaction governed by the Code and hence all communications are strictly regulated.

In the meantime, there is no certainty that the Possible Transaction will in fact materialise and it is more than ever important that we all continue to focus on the day job and try to not let speculation of what might happen get in the way of continuing to deliver safe and consistent operations. While I appreciate that this could be difficult, I would very much urge you to continue with business as usual.

Please do not respond to any media or other calls as we must follow the strict rules of the Code. All media and investor enquiries should be addressed to Andrew Benbow. You can as ever also always reach out to any of the members of the ELT for any specific questions or queries, albeit for the reasons set out above we may be constrained in what we are able to say.

If you have any administrative questions in relation to any shareholding you may have in the Company, please contact the Company's registrars, Link Group, at The Registry, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL or, between 9.00 a.m. and 5.30 p.m. (London time) Monday to Friday (except UK public holidays), on +44 (0)371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate.

Please note that, under the Code, addresses, email addresses and certain other information provided by shareholders (and persons with information rights to the Company for the receipt of communication from the Company) may be provided to EnQuest during the offer period as required under Section 4 of Appendix 4 of the Code.

In the event that EnQuest does proceed to make an offer for the Company, employees of the Company will have a right under Rule 25.9 of the Code to have published, at the Company's cost, a separate opinion on the effects of the offer on employment. Any such opinion will be appended to any circular on the offer that may be published by the Company in accordance with the requirements of Rule 25.9 of the Code, so long as such opinion is provided to and received by our Board in good time before publication of that circular. If the opinion is not received in good time before the publication of such circular, the Company will promptly publish the opinion on its website at [www.serica-energy.com](http://www.serica-energy.com) and will announce by a regulatory information service (i.e. a RNS) that it has been so published in accordance with Rule 25.9 of the Code. The Company will be responsible for the costs reasonably incurred by employee representatives in obtaining advice required for the verification of the information contained in that opinion in order to comply with the highest standards of care and accuracy that are required by Rule 19.1 of the Code.

A copy of the Announcement we made is attached to this email. Copies of this email and the Announcement will be available to you on the Company's website at [www.serica-energy.com](http://www.serica-energy.com). This email is not to be taken as a summary of the information in the Announcement and should not be regarded as a substitute for reading the Announcement in full.

We will communicate as regularly as we can and will remain as engaged as possible with you as we go through the offer period subject to Code requirements.

Many thanks and best regards,

Chris

**Chris Cox**  
CEO



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### **Important information**

The directors of the Company accept responsibility for the information contained in this email. To the best of the knowledge and belief of the directors of the Company (who have taken all reasonable care to ensure that such is the case) the information contained in this email (including any expressions of opinion) is in accordance with the facts and does not omit anything likely to affect the import of such information.

### **Right to request hard copies**

You may request a copy of this email, the Announcement and any information incorporated into it by reference to another source in hard copy form by writing to the Company's registrars, Link Group, at The Registry, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL or, between 9.00 a.m. and 5.30 p.m. (London time) Monday to Friday (except UK public holidays), on +44 (0)371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate.

A hard copy of this email or the Announcement will not be sent to you unless you so request it. You may also request that all future documents, announcements and information sent to you in relation to the Possible Transaction should be sent to you in hard copy form, again by writing to the address set out above or by calling the telephone number above.

### **Disclosure requirements of the Code**

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified.

An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 p.m. (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 p.m. (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 p.m. (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.