

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in doubt about the contents of this document or about the action you should take you should consult immediately your stockbroker, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your Ordinary Shares in the Company, please send this document, together with the accompanying Form of Proxy, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

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# **MATRA PETROLEUM PLC**

*(Registered in England and Wales with company number 5375141)*

## **Notice of Annual General Meeting**

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A notice of an Annual General Meeting of the Company to be held at the offices of BDO Stoy Hayward LLP at 55 Baker Street, London W1U 7EU on 26 June 2009 at 11:30 am is set out at the end of this document.

Shareholders are requested to complete and return the enclosed Form of Proxy to the Company's Registrars, Computershare Investor Services plc, PO Box 82, The Pavilions, Bridgwater Road, Bristol BS99 7NH as soon as possible, but in any event, so as to arrive no later than 11:30 am on 24 June 2009, whether or not they propose to be present at the Annual General Meeting.

## LETTER FROM CHAIRMAN

### MATRA PETROLEUM PLC

*(Registered in England and Wales with company number 5375141)*

*Directors:*

Sir Michael Jenkins, Non-executive Chairman  
Peter Hind, Managing Director  
Neil Hodgson, Executive Director  
Gideon Tadmor, Non-executive Director  
Craig Burton, Non-executive Director  
Peter Gunzburg, Non-executive Director

*Registered Office:*

120 Bridge Road  
Chertsey, Surrey  
KT16 8LA  
UK

*To Shareholders*

#### NOTICE OF ANNUAL GENERAL MEETING

Dear Shareholder

#### 1 INTRODUCTION

I am writing in connection with the resolutions to be proposed at the forthcoming Annual General Meeting of Matra Petroleum plc (the “**Company**”) on 26 June 2009.

#### 2 RESOLUTIONS

The resolutions to be proposed at the Annual General Meeting are set out in full in the notice of meeting attached to this document.

The ordinary business to be proposed at the Annual General Meeting is:

- (a) to receive the Directors’ and Auditors’ reports and the financial statements for the financial year ended 31 December 2008;
- (b) to re-appoint BDO Stoy Hayward LLP as the Company’s auditors until the next Annual General Meeting and to authorise the directors to fix their remuneration; and
- (c) to re-elect Gideon Tadmor as a Director of the Company who shall retire by rotation.

The special business to be proposed at the Annual General Meeting is the renewal by the Board of its authority to allot relevant securities:

- (a) up to an aggregate nominal amount of £1,000,000; and
- (b) as if statutory pre-emption rights did not apply to allotments made in certain circumstances,

to provide the Company with sufficient capacity to allot further shares over the relevant period in order to, *inter alia*, raise further finances for the Company (if the Directors consider this appropriate and in the best interests of the Company at the relevant time).

### **3 FINANCIAL STATEMENTS**

It is proposed that the Directors' and Auditors' reports and the financial statements for the financial year ended 31 December 2008 will be received at the Annual General Meeting. The Directors' and Auditors' reports and the financial statements are enclosed and are also available on the Company's website ([www.matrapetroleum.com](http://www.matrapetroleum.com)).

### **4 ACTION TO BE TAKEN**

A form of proxy is enclosed for use by shareholders at the Annual General Meeting. If you are a shareholder, you are requested to complete, sign and return the form of proxy, whether or not you intend to be present at the meeting, and return it to Computershare Investor Services plc, PO Box 82, The Pavilions, Bridgwater Road, Bristol BS99 7NH. The completion and return of a form of proxy will not prevent you from attending the meeting and voting in person should you subsequently wish to do so.

### **5 RECOMMENDATION**

The Directors consider that the proposed resolutions are in the best interests of the Company and its shareholders as a whole.

Accordingly, the Directors unanimously recommend that you vote in favour of the resolutions being proposed at the Annual General Meeting, as they intend to do or procure to be done in respect of their own and their connected persons' beneficial holding.

Yours faithfully

Sir Michael Jenkins  
*Chairman*

**MATRA PETROLEUM PLC**  
*(Registered in England - No 5375141)*

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of the above-named Company will be held at the offices of BDO Stoy Hayward LLP at 55 Baker Street, London W1U 7EU on 26 June 2009 at 11:30 am for the transaction of the following business:

**ORDINARY BUSINESS**

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

- 1** To receive the Directors' and Auditors' reports and the financial statements for the financial year ended 31 December 2008.
- 2** To re-appoint BDO Stoy Hayward LLP as auditors to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.
- 3** To re-elect Gideon Tadmor as a Director of the Company who retires by rotation.

**SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following resolutions of which resolution 4 will be proposed as an ordinary resolution and resolution 5 will be proposed as a special resolution:

**THAT:**

- 4** the Directors be generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 (the "Act") to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £1,000,000. The authority referred to in this resolution shall be in substitution for all other existing authorities, and shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next Annual General Meeting of the Company. The Company may, at any time prior to the expiry of the authority, make an offer or agreement which would or might require relevant securities to be allotted after the expiry of the authority and the Directors are hereby authorised to allot relevant securities in pursuance of such offer or agreement as if the authority had not expired.
- 5** the Directors, pursuant to Section 95 of the Act, be empowered to allot equity securities (within the meaning of Section 94(2) of the Act) for cash pursuant to the authority conferred by Resolution 4 as if Section 89(1) of the Act did not apply to any such allotment provided that this power shall be limited to:
  - (a) the allotment of equity securities where such securities have been offered (whether by way of a rights issue, open offer or otherwise) to the holders of ordinary shares in the capital of the Company in proportion (as nearly as may be) to their holdings of such ordinary shares but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with equity securities representing fractional entitlements and with legal or practical problems under the laws of, or the requirements of, any regulatory body or any stock exchange in, any territory; and
  - (b) the allotment, other than pursuant to (a) above, of equity securities:
    - (i) arising from the exercise of options and warrants or conversion of any convertible securities outstanding at the date of this resolution; and

(ii) other than pursuant to (i) above, up to an aggregate nominal value of £125,000,

and this power shall, unless previously revoked or varied by special resolution of the Company in general meeting, expire at the conclusion of the next Annual General Meeting of the Company. 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 are hereby empowered to allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.

BY ORDER OF THE BOARD

**Andrew Smith**

*Secretary*

18 May 2009

Registered office:  
120 Bridge Road,  
Chertsey  
Surrey KT16 8LA  
United Kingdom

Notes:

1. As a shareholder of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at an annual general meeting of the Company. A proxy need not be a member of the Company.
2. 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 any joint holders. For these purposes, seniority shall be determined by the order of the names appearing in the register of members in respect of the joint holding.
3. In the case of a corporation, the form of proxy must be executed under its common seal or signed on its behalf by a duly authorised attorney or duly authorised officer of the corporation.
4. To be valid, such proxy card and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney must be deposited with the registrars of the Company, Computershare Investor Services plc, PO Box 82, The Pavilions, Bridgwater Road, Bristol BS99 7NH, in accordance with the instructions printed thereon, so as to be received no later than 48 hours before the time of the meeting, or any adjournment thereof.
5. The completion and return of a proxy card will not affect the right of a member to attend, speak and vote in person at the meeting convened by this notice.
6. 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. To appoint more than one proxy, please contact the registrars of the Company, Computershare Investor Services plc, PO Box 82, The Pavilions, Bridgwater Road, Bristol BS99 7NH.
7. 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 "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 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.

8. Pursuant to regulation 41 of The Uncertificated Securities Regulations 2001, members will be entitled to attend and vote at the meeting if they are registered on the Company's register of members 48 hours before the time appointed for the meeting or any adjournment thereof.

**MATRA PETROLEUM PLC**  
(Registered in England - No 5375141)

**FORM OF PROXY**  
**for use by shareholders at the Annual General Meeting**  
**to be held on 26 June 2009**

I/We, the undersigned shareholder(s) of Matra Petroleum plc (the "Company") hereby appoint the Chairman of the Meeting \*(see note 1) as my/our proxy to vote in my/our name(s) and on my/our behalf at the Annual General Meeting of the Company to be held at the offices of BDO Stoy Hayward LLP at 55 Baker Street, London W1U 7EU on 26 June 2009 at 11:30 am and at any adjournment thereof.

Please indicate with an "X" in the appropriate boxes below how the proxy should vote and then sign in the space provided below. If no specific direction as to voting is given, the proxy may vote or abstain at his discretion.

**ORDINARY BUSINESS**

For                      Against                      Withheld

**Resolution 1** - (adoption of Report and Accounts)


**Resolution 2** - (re-appointment of Auditors)

**Resolution 3** - (re-elect Gideon Tadmor as a Director who retires by rotation)

**SPECIAL BUSINESS**

For                      Against                      Withheld

**Resolution 4** - (general power to allot shares)

**Resolution 5** - (disapplication of pre-emption rights)


I/We authorise my/our proxy to act at his/her discretion in relation to any other business arising at the Meeting (including in respect of the question whether to adjourn such meeting) and at any adjournment of such Meeting.

Signature(s) ..... Dated .....

Name: .....  
(in block capitals)

Address .....  
.....

Initials and surnames of joint holders if any .....

Notes:

1. \*If you wish to appoint any person other than the Chairman of the Meeting as proxy, please delete the words "Chairman of the Meeting" and insert his or her name and address in the space provided and initial the alteration. The person appointed to act as a proxy need not be a member of the Company.
2. As a shareholder of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at an annual general meeting of the Company. A proxy need not be a member of the Company.
3. In the case of a corporation, this form must be expressed to be executed by the corporation and must be signed by a director and the secretary or by two directors or under the hand of a duly authorised officer or attorney.
4. In the case of joint holders the vote of the person first named in the register of members tendering a vote will be accepted to the exclusion of the votes of the other joint holders.
5. To be valid, this form and any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority must be deposited with the Company's registrars, Computershare Investor Services plc, PO Box 82, The Pavilions, Bridgwater Road, Bristol BS99 7NH, not less than 48 hours before the time of the meeting.
6. Any alteration to this form must be initialled.
7. The completion and return of a proxy card will not affect the right of a member to attend, speak and vote in person at the meeting convened by this notice.
8. 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. To appoint more than one proxy, please contact the registrars of the Company, Computershare Investor Services plc, PO Box 82, The Pavilions, Bridgwater Road, Bristol BS99 7NH.
9. 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 "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 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.
10. Pursuant to regulation 41 of The Uncertificated Securities Regulations 2001, members will be entitled to attend and vote at the meeting if they are registered on the Company's register of members 48 hours before the time appointed for the meeting or any adjournment thereof.