

## **CALLING UP NOTICE TO THE EXTRAORDINARY GENERAL MEETING IN INDEPENDENT OIL & RESOURCES ASA (to be dissolved)/INDEPENDENT OIL & RESOURCES PLC.**

The Extraordinary General Meeting in Independent Oil & Resources ASA (to be dissolved)/Independent Oil & Resources Plc will take place on Thursday 18. July 2013 at 11.00 hrs (Cyprus time) at Ernst & Young House, 27 Spyrou Kyprianou Avenue, Limassol, Cyprus.

The Board has proposed the following agenda:

1. Opening of the Extraordinary Meeting by the Chairman of the Board, Mr. Jan Egil Moe
2. Election of the person to lead the General Meeting, and election of a person to co-sign the Minutes from the Extraordinary Meeting together with the chairman of the meeting
3. Approval of the calling up notice and agenda.
4. Approval of liquidation accounts
5. Proposal to de-register Independent Oil & Resources ASA (to be dissolved) from the Norwegian Register of Business Enterprises

### **Ad 5**

In accordance with resolution from the Annual General Meeting in 2012, the company is in the process of relocating its headquarters to Cyprus. The process includes establishing of a new company in Cyprus - Independent Oil & Resources Plc - where all the assets and liabilities are being transferred to and continued in the new company from Independent Oil & Resources ASA. The original company - Independent Oil & Resources ASA – must then follow the rules for deregistration of the company from the Norwegian Register of Business Enterprises.

The company was on the 14th February 2013 temporarily registered with the Registrar of Companies in Cyprus as Independent Oil & Resources Plc (a continuation of the Independent Oil & Resources ASA). On 17 April 2013, the company was registered in the Norwegian Register of Business Enterprises as company to become dissolved. The deadline for comments from creditors expired on June 17<sup>th</sup> 2013 with no comments registered. The Company therefore proposes to the general meeting that the company files for deregistration from the Norwegian Register of Business Enterprises.

Norwegian company law requires the approval of financial statements for companies to be deleted from the Register of Business Enterprises. All activities are transferred and continued in the new company Independent Oil & Resources Plc. Thus the continuation entails no practical changes to the shareholders and the accounts are settled without any payment to shareholders.

## GUIDANCE

Shareholders who want to attend the General Meeting must notify the company not later than five (5) days before the General Meeting, cf. the Articles of the Company, § 6. The notification regarding participation must be received at the latest by Friday 12. July 2013 at 09.00 hrs.

Shareholders who are unable to attend the General Meeting may submit a proxy to a person of their own choice or to the Chairman of the Board. Shareholders or persons acting under a proxy who wants to participate in the General Meeting must notify the company beforehand and at the latest by Friday 12. July 2013 at 09.00hrs.

Attachments to the Agenda are available on the Fondsmeglernes Informasjonstjeneste (Norwegian Stockbrokers Information Services) web page:

[http://www.nfmf.no/English/Unlisted\\_shares/NOTC\\_news/](http://www.nfmf.no/English/Unlisted_shares/NOTC_news/)

Shareholders can on request get documents for the General Meeting sent by post, cf. the Norwegian Public Limited Liability Act § 5-11a.

Limassol, 27. June 2013

INDEPENDENT OIL & RESOURCES ASA (to be dissolved)/

INDEPENDENT OIL & RESOURCES PLC

On behalf of the Board according to proxy

Jan Egil Moe

Chairman of the Board

## EXTRAORDINARY GENERAL MEETING 18. JULY 2013

for Independent Oil & Resources ASA (to be dissolved)/Independent Oil & Resources Plc, will be held on Thursday 18. July 2013 at 11.00 hrs. (Cyprus time) at Ernst & Young House, 27 Spyrou Kyprianou Avenue, Limassol, Cyprus.

### NOTICE OF ATTENDANCE

**Must be received by Independent Oil & Resources ASA (to be dissolved )/Independent Oil & Resources Plc, c/o Fidelius Management Services Ltd, P.O.Box 56128, 3304 Limassol, Cyprus on Friday 12. July 2013 at 09.00 hrs. (Cyprus time) at the latest. or alternatively by telefax + 357 25356500 or e-mail : [ddemou@fidelius.com.cy](mailto:ddemou@fidelius.com.cy)**

The undersigned will attend the Ordinary General Meeting of Independent Oil & Resources ASA (to be dissolved)/Independent Oil & Resources Plc on Thursday 18. July 2013 and submit my vote for:

..... own shares.

..... other shares as authorized by power of attorney

In total for ..... shares.

..... x).....x).....

*Place/Date* *Name in capital letters* *Signature of shareholder*

*X) To be signed only for personal attendance. For the power of attorney, please use the power of attorney below the dotted line.*

### POWER OF ATTORNEY

If you are unable to attend the Extraordinary General Meeting, this power of attorney may be used by a person you authorize, or you may send the power of attorney without submitting the proxy's name. If so, the name of the chairman of the Board will be put on the power of attorney before the Extraordinary General Meeting is held.

**The power of attorney must be received by Independent Oil & Resources ASA (to be dissolved)/Independent Oil & Resources Plc, c/o Fidelius Management Services Ltd, P.O.Box 56128, 3304 Limassol, Cyprus on Friday 12. July 2013 at 09.00 hrs. (Cyprus time) at the latest. or alternatively by telefax + 357 25356500 or e-mail : [ddemou@fidelius.com.cy](mailto:ddemou@fidelius.com.cy)**

The undersigned hereby gives the chairman of the Board

or alternatively: .....

*(Name in capital letters)*

power of attorney to attend the Ordinary General Meeting for Independent Oil & Resources ASA on Thursday 18. July 2013 and to vote on my behalf for my/our shares.

Number of shares the poser of attorney is given for .....

..... x).....x).....

*Place/Date* *Name in capital letters* *Signature of shareholder*

*x) Only to be signed if the power of attorney is used*