

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.

**ADMINISTRATIVE GUIDE FOR THE
EXTRAORDINARY GENERAL MEETING (“EGM”)**

DAY AND DATE	TIME	BROADCAST VENUE	ONLINE MEETING PLATFORM
Thursday, 14 November 2024	10.00 a.m.	Conference Room, Sapura@Mines, No. 7, Jalan Tasik, The Mines Resort City, 43300 Seri Kembangan, Selangor Darul Ehsan, Malaysia.	https://meeting.boardroomlimited. my (“Boardroom Meeting Portal”)

MODE OF MEETING – VIRTUAL MEETING

The EGM of the Company will be held virtually through live streaming and online remote voting via Remote Participation and Electronic Voting (“RPEV”) facility which is available on Boardroom Share Registrars Sdn Bhd (“Boardroom”)’s website at <https://meeting.boardroomlimited.my>.

With the online meeting platform, shareholders may exercise their rights as a member to participate (including to pose questions to the Board and/or Management of the Company) and vote at the EGM. As shareholders/proxies/ corporate representatives **WILL NOT BE ALLOWED** to be physically present at or admitted to the broadcast venue on the day of the EGM, all members are urged to attend the EGM remotely via meeting platform <https://meeting.boardroomlimited.my>.

SHAREHOLDERS ENTITLED TO PARTICIPATE AND VOTE

Only shareholders whose names appear in the Record of Depositors and Register of Members as at **6 November 2024** shall be eligible to participate and vote at the EGM or appoint proxy to participate and vote on his or her behalf.

HOW TO JOIN THE MEETING

Step 1 – Register/Sign-up as Online User

(Note: The registration/sign-up as online user will be opened on 29 October 2024 and closed at 10.00 a.m. on 12 November 2024.)

Register online with Boardroom Smart Investor Portal (for first time registration only) in the manner stated below. Please proceed to Step 2, if you have already registered/signed up with Boardroom Smart Investor Portal (“BSIP”) earlier.

Step 1 – Register Online with BSIP (for first time registration only)

(Note: If you have already signed up with BSIP, you are not required to register again. You may proceed to Step 2)

- (a) Access the website <https://investor.boardroomlimited.com>.
- (b) Click **Register** to sign up as a user.
- (c) Please select the correct account type i.e. sign up a **Shareholder** or **Corporate Holder**.
- (d) Complete registration with all required information. Upload and attached your MyKad front and back image and click **Sign Up**.
- (e) For Corporate Holder, kindly upload the authorization letter/Certificate of Appointment of Corporate Representative/Power of Attorney and click **Sign Up**.
- (f) You will receive an email from BSIP Online for e-mail address verification. Click on **Verify Email Address** from the email received to continue with the registration.
- (g) Once your email address is verified, you will be re-directed to BSIP Online for verification of mobile number. Click on **Request OTP Code** and an OTP code will be sent to the registered mobile number. You will need to enter the OTP Code and click **Enter** to complete the process.
- (h) Once your mobile number is verified, registration of your new BSIP account will be pending for final verification.
- (i) An e-mail will be sent to you to inform the approval of your BSIP account within one (1) business day. Subsequently, you can login at <https://investor.boardroomlimited.com> with the e-mail address and password filled up by you during registration to proceed.

Step 2 – Online Registration Procedure

(Note: The registration for remote access will be opened on 29 October 2024 and closed at 10.00 a.m. on 12 November 2024)

Individual and Corporate Shareholders

- Login to <https://investor.boardroomlimited.com> using your user ID and password from Step 1 above. *(Note: If you do not have an account with BSIP, please sign-up/register with Boardroom Smart Investor Portal for free - refer to Item Step 1 for guide.)*
- Click “Meeting Event” and select from the list of companies **“SAPURA ENERGY BERHAD EXTRAORDINARY GENERAL MEETING”** and click **Enter**.
- To attend the virtual EGM remotely,
 - Click **Register for RPEV**.
 - Enter your CDS account number.
 - Read and accept the General Terms and Conditions to submit your request.
- To appoint proxy,
 - Click **Submit eProxy Form**.
 - For Corporate Shareholder, select the company you would like to represent (if more than one)
 - Read and accept the General Terms and Conditions and enter your CDS account number. Then, insert your proxy details and voting instructions. If you wish your proxy(ies) to act upon his/her discretion, please indicate **Discretionary**.

For Authorised Nominees and Exempt Authorised Nominees

- a) Log in to <https://investor.boardroomlimited.com>.
- b) Click “Meeting Event(s)” and select from the list of companies – SAPURA ENERGY BERHAD EXTRAORDINARY GENERAL MEETING and click **Enter**.
- c) Click **‘Submit eProxy Form’**.
- d) Select the company you would like to represent (if more than one).
- e) Proceed to download the file format for **Submission of eProxy Form**.
- f) Prepare the file for the appointment of proxy(ies) by inserting the required data.
- g) Proceed upload the duly completed Proxy Appointment file.
- h) Review and confirm your proxy(ies) appoint(s) and click **Submit**.
- i) Download or print the eProxy Form as acknowledgement.

For Corporate Shareholders, Authorised Nominees/Exempt Authorised Nominees and Attorney, you may also write to bsr.helpdesk@boardroomlimited.com and provide the name of the shareholder, CDS number and the Certificate of Appointment of Corporate Representative or Proxy Form (as the case may be). A copy of MyKad or passport and a valid email address are required.

For any of the above request:

- (a) An email notification will be sent by Boardroom to notify that request for remote participation has been received for system verification.
- (b) Upon system verification against the **General Meeting Record of Depositor** as of **6 November 2024**, you will receive an email from Boardroom either approving or rejecting your registration for remote participation.
- (c) You will also receive your remote access user ID and password along with the email from Boardroom if your registration is approved.
- (d) Please note that the closing time to submit your request is at 10.00 a.m. on 12 November 2024 (48 hours before the commencement of the virtual EGM).
- (e) The Login User Guide for participation, posing questions and voting at the EGM, will be emailed to you together with your remote access user ID and password once your registration has been approved.

Step 3 – Login to RPEV (<https://meeting.boardroomlimited.my>)

(Note: The quality of the connectivity to the RPEV for live webcast as well as for remote online voting is highly dependent on the bandwidth and the stability of the internet connectivity available at the location of the remote users.)

- (a) The RPEV will be opened for login starting one (1) hour before the commencement of the EGM at 9.00 a.m. on 14 November 2024.
- (b) Follow the steps given to you in the email along with your remote access user ID and password to login to the RPEV Platform, Boardroom Smart Investor Portal. (refer to item (e) of step 2 above).
- (c) The steps will also guide you on how to view live web cast, ask questions and vote.
- (d) The live webcast will end and the messaging window will be disabled upon the Chairman announces the closure of the EGM.
- (e) You can then logout from the RPEV.

VIRTUAL MEETING

- (1) In line with the Malaysian Code on Corporate Governance 2021 Practice 13.0, by conducting a virtual Extraordinary General Meeting (“EGM”), this would allow greater participation as it facilitates electronic voting and remote shareholders’/proxies’ participation. With the RPEV, you may exercise your right as a member/proxy holder of the Company to participate remotely (including to pose questions to the Board of Directors and/or Management of the Company) and vote via electronic voting at the virtual EGM.
- (2) Alternatively, you may also appoint the Chairman as your proxy to attend and vote on your behalf at the virtual EGM.

PROXY

- (1) Shareholders are encouraged to go online, participate, and vote at the EGM using RPEV. Shareholders who are unable to join the virtual EGM are encouraged to appoint the Chairman or their proxy to vote on their behalf.
- (2) If you wish to attend the virtual EGM yourself, please do not submit any Proxy Form. You will not be allowed to attend the virtual EGM together with a proxy appointed by you.
- (3) The Proxy Form can be deposited with the Share Registrars, 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, or by electronic means through BSIP, not later than forty-eight (48) hours before the Meeting, i.e., no later than 12 November 2024 at 10.00 a.m. Kindly refer to Step 2 – Online Registration Procedure above in order to login and deposit your eProxy Form electronically.

- (4) If a shareholder has submitted his/her proxy form prior to the EGM and subsequently decides to appoint another person or wishes to participate in the virtual EGM by himself/herself, please revoke the appointment of proxy/proxies not later than forty-eight (48) hours before the Meeting, i.e., no later than 12 November 2024 at 10.00 a.m.. Please find the below step for revocation on eProxy form or physical proxy form:

eProxy Form
<ul style="list-style-type: none"> • Go to “Meeting Event” and select “SAPURA ENERGY BERHAD EXTRAORDINARY GENERAL MEETING” from the list of companies and click “Enter”. • Go to “PROXY” and click on “Submit Another eProxy Form”. • Go to “Submitted eProxy Form List” and click “View” for the eProxy form. • Click “Cancel/Revoke” at the bottom of the eProxy form. • Click “Proceed” to confirm.
Physical Proxy Form
Please write in to bsr.helpdesk@boardroomlimited.com to revoke the appointment of proxy/proxies.

Upon revocation, proxy/proxies appointed earlier will not be allowed to participate at the EGM. In such event, shareholders should advise their proxy/proxies accordingly.

- (5) By submitting the duly executed Proxy Form, the member and his/her proxy(ies) consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for the purpose of the EGM and any adjournment thereof.

REMOTE PARTICIPATION AND ELECTRONIC VOTING

- (1) Please note that the remote participation and electronic voting is available to:
- (a) Individual Member;
 - (b) Corporate Shareholder;
 - (c) Authorised Nominee; and
 - (d) Exempt Authorised Nominee.
- (2) If you choose to participate in the virtual EGM, you will be able to view a live webcast of the EGM proceedings, pose questions to the Board, and submit your votes in real-time whilst the meeting is in progress.

VOTING

- (1) The voting will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
- (2) The Company has appointed Boardroom Share Registrars Sdn. Bhd. as the poll administrator to conduct the poll by way of electronic voting (“**E-Voting**”) and SKY Corporate Services Sdn. Bhd. as scrutineers to verify the poll result.
- (3) During the EGM, real-time voting will be implemented, and the Chairman will make the declaration of the poll result of each resolution after completion of voting for each resolution.
- (4) For the purposes of this EGM, E-Voting will be carried via personal smart mobile phones, tablets, or laptops.
- (5) There are two (2) methods for members and proxies who wish to use their personal voting device to vote remotely. The methods are:
 - (a) Use QR Scanner Code given to you in the email received after successful registration; OR
 - (b) Go to the website with URL <https://meeting.boardroomlimited.my>

PROCEDURES DURING ONLINE EGM

No recording or photography of the EGM proceedings is allowed without the prior written permission of the Company.

You must ensure that you are connected to the internet at all times in order to participate and vote when the EGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the meeting is maintained. Kindly note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at the location of the remote participants.

SUBMISSION OF QUESTIONS

(a) Prior to the virtual EGM

Shareholders may submit questions in relation to the agenda items by logging in to BSIP at <https://investor.boardroomlimited.com> latest by Tuesday, 12 November 2024 at 10.00 a.m. Click "Submit Questions" after selecting "SAPURA ENERGY BERHAD VIRTUAL EXTRAORDINARY GENERAL MEETING" from 'Corporate Meeting'.

(b) During the virtual EGM

Shareholders may type their questions in the messaging box at any time during the virtual EGM on the online meeting platform.

In order to ensure a smooth and efficient conduct of the EGM, questions that are repetitive in nature and/or have been previously answered will not be specifically addressed. The Board and Management of the Company will endeavour to provide the responses at the virtual EGM. However, being mindful of time constraints, some responses may be emailed after the conclusion of the virtual EGM.

NO VOUCHERS AND DOOR GIFTS

There will be no voucher(s) or any door gift(s) for shareholders/proxies who participate in the EGM.

CIRCULAR TO SHAREHOLDERS

The Circular to Shareholders is available on Bursa Malaysia Securities Berhad's website at www.bursamalaysia.com under Company Announcements of Sapura Energy Berhad and also at the Company's website at www.sapuraenergy.com. Alternatively, you may scan the QR code which is printed on the EGM Notification which was circulated to shareholders on 29 October 2024.

Should you require a printed copy of the Circular, please submit a request to our Share Registrar through telephone/e-mail/post to our Share Registrar at the number/e-mail/ mailing address given below.

ENQUIRIES

If you have any queries prior to the meeting, please contact the following persons during office hours:

Boardroom Share Registrars Sdn. Bhd. 11th Floor, Menara Symphony No. 5, Jalan Prof. Khoo Kay Kim Seksyen 13, 46200 Petaling Jaya Selangor Darul Ehsan, Malaysia Telephone Number General Line: +603-7890 4700 Hastini Hassim: +603-7890 4702 Hastini.Hassim@boardroomlimited.com	Sapura Energy Berhad Sapura@Mines No. 7, Jalan Tasik The Mines Resort City 43300 Seri Kembangan Selangor Darul Ehsan, Malaysia Telephone Number Norain Mohammad Madsom: +603-8659 8519 Siti Jamilah Nordin: +603-8659 8436
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