

25 November 2021
Publication of Circular and Notice of General Meeting

Pharos Energy plc
("Pharos" or the "Company" or, together with its subsidiaries, the "Group")

**Publication of Circular and Notice of General Meeting:
Farm-Out of the Group's interests in the El Fayum and North Beni Suef Concessions, Egypt**

Pharos has today published a shareholder Circular relating to the farm-out and sale of a 55% working interest and operatorship in each of the Egyptian El Fayum and North Beni Suef Concessions (the "Assets") to IPR Lake Qarun Petroleum Co ("IPR Lake Qarun"), a wholly owned subsidiary of IPR Energy AG ("IPR") (the "Transaction"), pursuant to the conditional agreements entered into by Pharos and IPR Lake Qarun on 14 September 2021.

Following completion of the Transaction, the firm consideration payable to the Group is US\$5 million on completion plus a disproportionate funding contribution from IPR Lake Qarun of US\$38.425 million net to Pharos (to be adjusted for working capital and interim period adjustments from the effective economic date of 1 July 2020). In addition, the Group will be entitled to contingent consideration depending on the average Brent Price each year from 2022 to the end of 2025, capped at a maximum total payment of US\$20 million. Detailed terms are set out in the Circular.

Under the UK Listing Rules, the Transaction constitutes a Class 1 transaction and is therefore conditional on the approval of Pharos shareholders by a simple majority of votes cast. The Transaction is also conditional upon, inter alia, the waiver or deemed waiver by EGPC of its pre-emption rights in respect of the Transaction and the signature of the Deeds of Assignment by EGPC and the Minister.

The Circular contains further details of the Transaction and a notice convening a General Meeting of Pharos to be held at the offices of Shepherd and Wedderburn LLP, 5 Cheapside, Octagon Point, London EC2V 6AA at 10.00 a.m. (GMT) on 14 December 2021 ("the General Meeting") to consider and, if thought fit, approve the Transaction.

The expected timetable of principal events in relation to the General Meeting and the Transaction is as follows:

Announcement of the Transaction	15 September 2021
Publication of this Circular (including the Notice of General Meeting) and the Form of Proxy and despatch to Shareholders	25 November 2021
Latest time and date for receipt of Forms of Proxy or electronic proxy appointments or completion and transmission of CREST Proxy Instructions	10.00 a.m. (GMT) on 12 December 2021
General Meeting	10.00 a.m. (GMT) on 14 December 2021
Expected date of Completion	Q1 2022
Long stop date for satisfaction or waiver of the Conditions	14 May 2022

Availability of the Circular

The Circular will shortly be submitted to the FCA's National Storage Mechanism and will be available for inspection on its website at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>. The Circular will also be available for viewing on the Company's website later today at <https://www.pharos.energy/investors/shareholder-centre/agm-gm/>.

The definitions referenced in this announcement have the same meaning as given in the Circular published today, unless otherwise stated.

Enquiries

Pharos Energy plc
Ed Story, President and Chief Executive Officer
Sue Rivett, Chief Financial Officer
Camarco
Billy Clegg | Owen Roberts | Monique Perks

Tel: 020 7747 2000

Tel: 020 3757 4980

Notes to editors

Pharos Energy plc is an independent oil and gas exploration and production company with a focus on sustainable growth and returns to stakeholders, which is listed on the London Stock Exchange. Pharos has production, development and/or exploration interests in Egypt, Vietnam and Israel. In Egypt, until completion of the Transaction occurs, Pharos holds a 100% working interest in the El Fayum oil Concession in the Western Desert. The Concession produces from 10 fields and is located 80 km southwest of Cairo. It is operated by Petrosilah, a 50/50 JV between Pharos and the Egyptian General Petroleum Corporation (EGPC). Similarly, until completion of the Transaction occurs, Pharos is also an operator with a 100% working interest in the North Beni Suef (NBS) Concession, which is located immediately south of the El Fayum Concession. In Vietnam, Pharos has a 30.5% working interest in Block 16-1 which contains 97% of the Te Giac Trang (TGT) field and is operated by the Hoang Long Joint Operating Company. Pharos' unitised interest in

25 November 2021

Publication of Circular and Notice of General Meeting

the TGT field is 29.7%. Pharos also has a 25% working interest in the Ca Ngu Vang (CVN) field located in Block 9-2, which is operated by the Hoan Vu Joint Operating Company. Blocks 16-1 and 9-2 are located in the shallow water Cuu Long Basin, offshore southern Vietnam. Pharos also holds a 70% interest in and is designated operator of Blocks 125 & 126, located in the moderate to deep water Phu Khanh Basin, north east of the Cuu Long Basin, offshore central Vietnam. In Israel, Pharos together with Cairn Energy plc and Israel's Ratio Oil Exploration, have eight licences offshore Israel. Each party has an equal working interest and Cairn is the operator.