



THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

It contains proposals relating to Riverstone Energy Limited (the “Company”) on which you are being asked to vote. If you are in any doubt about the contents of this document or the action you should take, you are recommended to seek immediately your own personal financial advice from your independent financial adviser, stockbroker, bank manager, solicitor, accountant, or from another appropriately qualified and duly authorised independent adviser.

If you have sold or otherwise transferred all of your shares in Riverstone Energy Limited, please send this document and any accompanying documents at once to the purchaser or transferee or to the stockbroker, banker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

RIVERSTONE ENERGY LIMITED

(a registered closed-ended collective investment scheme incorporated as a company limited by shares under the laws of Guernsey with registration number 56689)

Notice of Annual General Meeting

Notice of the Annual General Meeting to be held at 17:00 (BST) on Monday, 18 May 2026 at Trafalgar Court, Les Banques, St Peter Port, Guernsey GY1 4LY, Channel Islands is set out at the end of this document.

A hard copy Form of Proxy has not been sent to you, instead shareholders are encouraged to vote via the Investor Centre app or web browser at <https://uk.investorcentre.mpms.mufg.com/>, CREST or by the Proximity Platform at www.proximity.io. If you require a hard copy Form of Proxy, you can request one directly from the Registrars by email at shareholderenquiries@cm.mpms.mufg.com or call MUFG Corporate Markets on UK: 0371 664 0391, from overseas call +44 (0) 371 664 0391. All Proxy Appointments must be received by MUFG Corporate Markets, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL as soon as possible and, in any event, not later than 17:00 (BST) on Thursday, 14 May 2026.

Your attention is drawn to the letter from the Chair of Riverstone Energy Limited which is set out in Part I of this document and which recommends that you vote in favour of the Resolutions to be proposed at the Annual General Meeting. Your attention is also drawn to the section entitled “Action to be Taken” on page 3 of this document.

PART I

LETTER FROM THE CHAIR

RIVERSTONE ENERGY LIMITED

(a registered closed-ended collective investment scheme incorporated as a company limited by shares under the laws of Guernsey with registration number 56689)

Directors:

Richard Horlick (Chair)
Karen McClellan
John Roche
Jeremy Thompson

Registered Office:

PO Box 286
Floor 2
Trafalgar Court
Les Banques
St Peter Port
Guernsey
GY1 4LY

15 April 2026

ANNUAL GENERAL MEETING

Dear Shareholder,

Introduction

The thirteenth Annual General Meeting of the Company will be held at Trafalgar Court, Les Banques, St Peter Port, Guernsey GY1 4LY, Channel Islands on Monday, 18 May 2026 at 17:00 (BST). The business to be considered at the Annual General Meeting is contained in the Notice of Annual General Meeting on page 5 of this document. A brief explanation of each of the Resolutions to be considered is set out below.

This letter explains the business to be considered at the Annual General Meeting and includes a recommendation that you vote in favour of the Resolutions set out in the Notice of the Annual General Meeting.

Update on Managed Wind-Down

At an extraordinary general meeting of the Company held on 22 August 2025, the Company entered into a managed wind-down, since which time its investment objective has been to realise all existing investments in the Company's portfolio in an orderly manner and make timely returns of cash to Shareholders.

The Company continues to implement its wind-down investment policy and the Board was pleased that on 23 October 2025 the Company carried out its first return of cash to Shareholders, equating to approximately 70 per cent. of the Company's issued share capital at that time.

The Board looks forward to providing further updates on the progress of the Company's managed wind-down in due course.

The Annual General Meeting

Ordinary Resolutions

Resolution 1:

The Directors must lay the annual audited financial statements for the financial year ending 31 December 2025 and the reports of the Directors and the Auditor thereon before Shareholders, and the Shareholders will be asked to receive and consider the financial statements and the reports.

Resolutions 2 and 3:

Shareholders will be asked to confirm the re-appointment of Ernst & Young LLP (Guernsey) as Auditor until the conclusion of the next annual general meeting of the Company due to be held in 2027 and to grant authority to the Board to determine their remuneration.

Resolutions 4 to 6 (inclusive):

In accordance with the Articles and corporate governance best practice as set out in the AIC Corporate Governance Code, all Directors will retire from office at the Annual General Meeting. Jeremy Thompson will not offer himself for re-election and will cease to be a Director of the Company at the conclusion of the Annual General Meeting, having served for over 10 years. Each other Director has offered himself or herself to stand for re-election. Each Director re-elected will hold office until the conclusion of the next annual general meeting of the Company due to be held in 2027 unless in the meantime he or she retires or ceases to be a Director in accordance with the Articles, by operation of law or until he or she resigns.

The Board monitors developments in corporate governance to ensure the Board remains aligned with best practice especially with respect to the increased desired focus on greater gender and ethnic diversity on the boards of listed companies. The Board recognises and acknowledges the importance of having a variety of backgrounds and experiences represented in the boardroom for the effective functioning of the Board. It is the ongoing aspiration of the Board to have a well-diversified representation. The Board also believes that Directors with diverse skills, capabilities and experience gained from different backgrounds enhance the Board by bringing a wide range of perspectives to the Company. The Board's view has been, and continues to be, that all appointments to the Board should be merit-based and assessed against objective selection criteria.

Following a performance evaluation of the Directors, the Board believes that each Director standing for re-election continues to make an effective and valuable contribution and demonstrates commitment to the role.

Each of the Directors seeking re-election to the Board is seeking re-election as an independent director. As at the date of the Annual General Meeting, all of the Directors seeking re-election will have served on the Board for fewer than nine years. The Board as a whole considers that each Director standing for re-election is independent.

Action to be taken

Form of Proxy

Whether or not you intend to attend the Annual General Meeting, you are urged to vote electronically via Investor Centre app or web browser at <https://uk.investorcentre.mpms.mufg.com/>.

Investor Centre is a free app for smartphone and tablet provided by MUFG Corporate Markets (the Company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.

Apple App Store



GooglePlay



If you are an institutional investor, you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 17:00 (BST) on 14 May 2026 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

If you are a member of CREST, you may register the appointment of a proxy by using the CREST electronic proxy appointment service. Further details are set out in the notes to the Notice of Annual General Meeting.

The lodging of the Form of Proxy or Electronic Proxy Appointment will not prevent you from attending the Annual General Meeting and voting in person if you so wish. If you require a hard copy Form of Proxy (or assistance with how to complete, sign and return it or assistance in submitting your proxy appointment electronically), please email MUFG Corporate Markets, at shareholderenquiries@cm.mpms.mufg.com or by post at PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL; by telephone on UK: 0371 664 0391, from overseas call +44 (0) 371 664 0391, calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. MUFG Corporate Markets operate between 9.00 a.m. – 5.30 p.m. (BST), Monday to Friday excluding public holidays in England and Wales. MUFG Corporate Markets can only provide information regarding the completion of the Form of Proxy and cannot provide you with investment or tax advice. To be valid, the Form of Proxy must be completed in accordance with the instructions printed on it and lodged with MUFG Corporate Markets, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL as soon as possible and, in any event, not later than 17:00 (BST) on Thursday, 14 May 2026.

A quorum for the Annual General Meeting consisting of two Shareholders present in person (including by attorney or proxy or, in the case of a corporation Shareholder, by a duly appointed representative) and entitled to vote is required for the Annual General Meeting.

All votes on the Resolutions contained in the Notice of Annual General Meeting will be held by poll so that all voting rights exercised by Shareholders, who are entitled to do so at the Annual General Meeting, will be counted.

Resolutions 1 to 6 are proposed as ordinary resolutions which, on a poll, require a simple majority of more than 50 per cent. of the total voting rights of Shareholders who, being entitled to do so at the meeting, vote (in person, by attorney or by proxy) in favour of the relevant Resolution (excluding any votes that are withheld).

If all Resolutions are duly passed at the Annual General Meeting, and other necessary formalities are completed, this will result in the Resolutions becoming binding on each Shareholder in the Company whether or not they voted in favour of the Resolutions or voted at all.

This is a meeting for the Company's Shareholders, and we encourage you to share your thoughts with the members of the Board, including the Chair of the Board and the Chair of each Committee, who will be in attendance at the Annual General Meeting. We will respond to Shareholder questions submitted in advance of the Annual General Meeting or afterwards to IR@RiverstoneREL.com addressed for the attention of the Board.

Recommendations

The Board considers that the proposals and subjects of the Resolutions are in the best interests of Shareholders as a whole. Accordingly, the Board unanimously recommends Shareholders, as those Directors who own shares in the Company intend to do so in respect of their own beneficial holdings, to vote in favour of the Resolutions. You are urged to vote via the Investor Centre app or web browser at <https://uk.investorcentre.mpms.mufg.com/>, CREST or by the Proximity Platform at www.proximity.io.

Yours faithfully

Richard Horlick
Chair

PART II

Definitions

“**Annual General Meeting**” means the annual general meeting of the Company convened for 17:00 (BST) on Monday, 18 May 2026 (or any adjournment thereof), notice of which is set out at the end of this document;

“**Articles**” means the articles of incorporation of the Company in force from time to time;

“**Auditor**” means the auditor of the Company from time to time (currently Ernst & Young LLP (Guernsey), St. Julian’s Avenue, St. Peter Port, Guernsey GY1 2HH, Guernsey);

“**Board**” or “**Directors**” (each a “**Director**”) means the board of directors of the Company from time to time;

“**Companies Law**” means The Companies (Guernsey) Law, 2008 (as amended);

“**Company**” means Riverstone Energy Limited;

“**Form of Proxy**” means the form of proxy for use at the Annual General Meeting;

“**Listing Rules**” means the Listing Rules of the Financial Conduct Authority;

“**Ordinary Shares**” means the redeemable ordinary shares of no par value in the capital of the Company issued and designated as “Ordinary Shares” of such class, and denominated in such currencies, as the Directors may determine in accordance with the Articles, and having the rights and being subject to such restrictions as contained in the Articles;

“**Resolutions**” (each a “**Resolution**”) means the resolutions to be proposed at the Annual General Meeting and contained in the notice of the Annual General Meeting; and

“**Shareholders**” (each a “**Shareholder**”) means the shareholders of the Company, whose name is entered in the share register as the holder of shares in the capital of the Company from time to time.

RIVERSTONE ENERGY LIMITED

(Company No. 56689)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the thirteenth Annual General Meeting of Riverstone Energy Limited (the “Company”) will be held at Trafalgar Court, Les Banques, St Peter Port, Guernsey GY1 4LY, Channel Islands on Monday, 18 May 2026 at 17:00 (BST) to consider and, if thought fit, to pass the following resolutions which will be proposed as ordinary and special resolutions as set out below:

Ordinary Resolutions

To be proposed as ordinary resolutions:

1. That the annual audited financial statements of the Company for the year ended 31 December 2025, together with the reports of the Directors and the Auditor thereon, be received and considered.
2. That Ernst & Young LLP (Guernsey), of St. Julian’s Avenue, St. Peter Port, Guernsey GY1 2HH, Guernsey, be re-appointed as Auditor of the Company until the conclusion of the next annual general meeting.
3. That the Board of Directors be authorised to determine the remuneration of the Auditor.
4. That Richard Horlick be re-elected as a Director of the Company.
5. That Karen McClellan be re-elected as a Director of the Company.
6. That John Roche be re-elected as a Director of the Company.

By order of the Board
Yours faithfully

Richard Horlick
Chair

Registered Office
P.O. Box 286
Floor 2, Trafalgar Court
Les Banques
St Peter Port
Guernsey, GY1 4LY
Channel Islands

Notes:

1. To have the right to attend and vote at the meeting you must hold shares in the Company and your name must be entered on the share register of the Company in accordance with Note 8 below.
2. Shareholders entitled to attend and vote at the meeting may appoint one or more proxies (who need not be a Shareholder) to attend, speak and vote on their behalf, provided that if two or more proxies are to be appointed, each proxy must be appointed to exercise the rights attaching to different shares. Where multiple proxies have been appointed to exercise rights attached to different shares, on a show of hands those proxy holders taken together would collectively have the same number of votes as the Shareholder who appointed them would have on a show of hands if he or she were present at the meeting. On a poll, all or any of the rights of the Shareholder may be exercised by one or more duly appointed proxies.
3. A hard copy Form of Proxy has not been sent to you, Alternatively, Shareholders can submit their Forms of Proxy electronically not later than 17:00 (BST) on Thursday, 14 May 2026 via the Investor Centre app or web browser at <https://uk.investorcentre.mpms.mufg.com/>.

Investor Centre is a free app for smartphone and tablet provided by MUFG Corporate Markets (the Company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.

Apple App Store



GooglePlay



4. If you are an institutional investor, you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 17:00 (BST) on 14 May 2026 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
5. If you require a hard copy Form of Proxy (or assistance with how to complete, sign and return it or assistance in submitting your proxy appointment electronically), please email shareholderenquiries@cm.mpms.mufg.com or call MUFG Corporate Markets by telephone on UK: 0371 664 0391, from overseas call +44 (0) 371 664 0391. 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. Lines are open 9:00 a.m. to 5:30 p.m., Monday to Friday, excluding public holidays in England and Wales. To be valid, the Form of Proxy appointing a proxy (and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) must be received by MUFG Corporate Markets, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL as soon as possible and, in any event, not later than 17:00 (BST) on Thursday, 14 May 2026.
6. Submission of a Proxy vote shall not preclude a member from attending and voting in person at the meeting in respect of which the proxy is appointed or at any adjournment thereof.
7. Unless otherwise indicated on the Form of Proxy, CREST, Proximity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion or withhold from voting.
8. The time by which a person must be entered on the share register of the Company in order to have the right to attend and vote at the meeting is close of business on Thursday, 14 May 2026. If the Annual General Meeting is adjourned, the time by which a person must be entered on the share register in order to have the right to attend or vote at the adjourned meeting is 48 hours before the date fixed for the adjourned Annual General Meeting. Changes to entries on the share register after such times shall be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.
9. At the Annual General Meeting, each Resolution put to the vote shall be decided by a show of hands or by a poll, at the discretion of the Chair.

10. Unless voting is by a poll at the discretion of the Chair, every Resolution put to the vote at the Annual General Meeting shall be decided in the first instance by a show of hands of the Shareholders (present in person or by proxy or by attorney) and entitled to vote. However, a poll may be demanded by (i) the Chair; or (ii) not less than 5 Shareholders (present in person or by proxy) having the right to vote on the Resolution; or (iii) one or more of the Shareholders (present in person or by proxy) representing at least 10 percent of the total voting rights of all Shareholders having the right to vote on the Resolution.
11. On a poll, each Shareholder entitled to vote at the Annual General Meeting will have one vote per Ordinary Share held. As at the latest practicable date prior to the publication of this notice, the Company's issued share capital consisted of 7,334,416 Ordinary Shares. Therefore, the total voting rights in the Company as at that date are 7,334,416.
12. If you are a member of CREST, you may register the appointment of a proxy by using the CREST electronic proxy appointment service. Further details are set out below.
13. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by using the procedures, and to the address, described in the CREST manual (available via www.euroclear.com) subject to the provisions of the Articles. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
14. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK and International Limited's ("Euroclear") specifications and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by 17:00 (BST) on Thursday, 14 May 2026. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST applications host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
15. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.
16. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 34(1) of the Uncertificated Securities (Guernsey) Regulations, 2009.
17. The annual audited financial statements of the Company for the year ended 31 December 2025 are available from the Company's website (www.RiverstoneREL.com) with hard copies available upon request from the Company Secretary, Ocorian Administration (Guernsey) Limited (via email: riverstoneteam-GG@ocorian.com).
18. If within thirty minutes from the time appointed for the meeting a quorum is not present, the Annual General Meeting shall stand adjourned for five Business Days at the same time and place or to such other day and at such other time and place as the Board may determine and (subject to Article 19.5) no notice of adjournment need be given; this notice shall be deemed to constitute due notice of any such adjourned meeting within the meaning of the Articles. At any such adjourned meeting, those Shareholders who are present in person or by attorney (or proxy or, in the case of a corporation Shareholder, by a duly appointed representative) shall be the quorum.