THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this Circular or the action you should take, you are recommended to seek your own financial advice immediately from an appropriately authorised stockbroker, bank manager, solicitor, accountant or other independent financial adviser who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000 ("FSMA").

This Circular comprises a circular and notice of General Meeting (the "Circular") relating to Infinity Energy S.A. (the "Company").

The Circular is not a Prospectus and has not been approved by the Luxembourg competent authority, the *Commission de Surveillance du Secteur Financier*, in its capacity as the competent authority in Luxembourg, nor by the FCA under section 87A of FSMA.

THE WHOLE OF THE TEXT OF THIS CIRCULAR SHOULD BE READ BY SHAREHOLDERS. YOUR ATTENTION IS SPECIFICALLY DRAWN TO THE DISCUSSION OF CERTAIN RISKS AND OTHER FACTORS THAT SHOULD BE CONSIDERED IN CONNECTION WITH THE PROPOSED ACQUISITION AS SET OUT IN THE SECTION ENTITLED 'RISK FACTORS' BEGINNING ON PAGE 6 OF THIS CIRCULAR.

Infinity Energy S.A.

Registered office: 15, Boulevard Friedrich Whilhelm Raiffeisen, L-2411 Luxembourg
R.C.S. Luxembourg: B 70.673

Letter to Shareholders
and
Notice of General Meeting of Shareholders

in relation to:

Proposed Acquisition of 26% of the issued share capital of Transgas Limited

Proposed Migration of the Company from Luxembourg jurisdiction to Guernsey registration and jurisdiction

&

Proposed application to the UK Takeover Panel for confirmation that Gerwyn Williams will not be required to make a mandatory offer to Shareholders pursuant to Rule 9 of the Takeover Code as a consequence of the Proposed Acquisition and the Proposed Migration

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The Directors, whose names appear on page 16 and the Company accept responsibility for the information contained in this Circular. To the best of the knowledge of the Directors and the Company (who have taken all reasonable care to ensure that such is the case), the information contained in this Circular is in accordance with the facts and contains no omission likely to affect its import.

Certain information in relation to the Company has been incorporated by reference into this Circular. You should refer to the part of this Circular headed 'Relevant Documentation and Incorporation by Reference' which can be found on page 15 of this Circular.

This Circular is dated: 20th March 2019

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LETTER TO SHAREHOLDERS FROM THE INDEPENDENT DIRECTORS

Infinity Energy S.A.

15, Boulevard Friedrich Whilhelm Raiffeisen, L-2411 Luxembourg

R.C.S. Luxembourg: B 70.673

Dated: 20th March 2019

Dear Shareholder

Proposals following de-listing of the Company's ordinary shares from AIM in April 2018

1. ***Introduction***

We are writing to set out the proposed course of action and the specific proposals which we, the Independent Directors, are recommending to Shareholders and which have been developed with the Company's advisers in the period prior to and following the de-listing of the Company's Ordinary Shares from AIM in April 2018.

The purposes of the Proposals are to re-establish a public market for trading in the Company's Ordinary Shares, to commence the acquisition and development by the Company of an oil and gas business which fits within the experience and expertise of your Board and to seek to deliver positive returns for Shareholders on their investment in Ordinary Shares.

The Directors have considered various alternative proposals and courses of action during this period, but have concluded that the following proposals are, in the Board's opinion, in the best interests of Shareholders and most likely to deliver the objectives set out above.

2. ***The Proposals***

It is proposed that the Company now takes the following steps:

- To propose the Resolutions to Shareholders in a General Meeting of Shareholders, notice of which is set out in **Part VII of this Circular**.

- Provided that the Resolutions are duly passed with sufficient Shareholder votes to demonstrate substantial support for the Resolutions (excluding Gerwyn Williams and persons deemed to be acting in concert with him), to seek confirmation from the Takeover Panel, prior to the Proposed Migration (described below), that Gerwyn Williams is not obliged to make a mandatory offer pursuant to Rule 9 of the Takeover code following completion of the Proposed Acquisition (described below) even if the Proposed Migration occurs prior to completion of the Proposed Acquisition, on the basis that both the Proposed Acquisition and the waiver of any obligation to make a Mandatory Offer following completion of the Proposed Acquisition have been approved by Shareholders prior to implementation of the proposed Migration. **Please see Part III of this Circular for further details of the implications of such confirmation and waiver.**

- Subject to the above confirmation being received from the Takeover Panel, to migrate the Company from its current registration in (and the legal jurisdiction of) Luxembourg, to registration in (and the legal jurisdiction of) Guernsey. The Board considers that this migration will significantly reduce the costs of administration of the Company and will provide for a more secure business environment post-Brexit. **Further details of the Proposed Migration are set out in Part II of this Circular. It should be noted that Shareholders have already approved the Proposed Migration in a general meeting on 1st June 2018.**

- Following the Proposed Migration, to finalise and publish a prospectus in relation to the Company and to apply for admission of the Ordinary Shares to the Standard Segment of the Official List and to trading on the London Stock Exchange's Main Market for listed securities. **Further details of the Proposed Admission are set out in Part II of this Circular.**

- Conditional upon the Proposed Admission becoming effective, to complete the Proposed Acquisition. **Further details of the terms of the Proposed Acquisition are set out in Part I of this Circular.** It should be noted in particular that the Proposed Acquisition is to acquire 26 per cent. of the entire shares of Transgas for a consideration of £10,740,188.70 to be satisfied by the issue of 2,685,047,174 Ordinary Shares of the Company. The Consideration Shares are to be issued at a price of £0.004 each, which values Transgas at approximately £41.3 million, which includes an entry to industry cost. The Consideration Shares will represent approximately 60.47 per cent. of the Enlarged Share Capital of the Company on Proposed Admission (ignoring any placing of new shares in conjunction with Proposed Admission together with shares to be issued to advisers which form part of their fees and Directors' accrued shares) and will result in Gerwyn Williams holding a total of approximately 70 per cent. of such Enlarged Share Capital.

3. ***Additional information***

Further details of Transgas and its assets are set out in **Part IV** of this Circular and Shareholders are encouraged to carefully consider this information before deciding what action to take. More details of the licences held by Transgas can be found in the report by RISC (UK) Limited and the additional technical information relating to licences and assets held by Transgas and its subsidiaries which are available for inspection by Shareholders as set out on page 15 of this Circular.

We have set out **in Part V** of this Circular a brief summary of the financial position and results of both the Company and Transgas for the three financial years ended 31st December 2017. However, the statutory accounts of each of the Company and Transgas are available for inspection set out on page 15 of this Circular (and, in the case of Transgas, via the Companies House web site).

4. ***Risk factors***

The specific risks for the Group and Shareholders which the Independent Directors consider to be relevant in relation to the Proposed Acquisition are set out **immediately following this letter** and Shareholders are urged to consider these risks before deciding what action to take.

5. ***Action to be taken***

- Shareholders who hold their shares in certificated form will find enclosed with this document a Form of Proxy. Whether or not you intend to be present at the GM, such Shareholders are requested to complete the Form of Proxy in accordance with the instructions printed on it and return it as soon as possible and in any case so as to be received by Computershare Investor Services (Jersey) Limited c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY, as soon as possible and, in any event, no later than 13:00 (BST) on 23rd April 2019. Alternatively, Shareholders may appoint a proxy by utilising the Computershare electronic proxy service as explained in the notes set out in the Notice of Meeting of this document. The completion and return of a Form of Proxy will not prevent such Shareholders from attending the GM and voting in person if they wish to do so; and

- Holders of Depositary Interests should complete a Form of Instruction to instruct the Depositary, how to vote the number of Ordinary Shares in the Company represented by their Depositary Interests. Holders of Depositary Interests are requested to complete the Form of Instruction in accordance with the instructions provided on it and return it as soon as possible and in any case so as to be received by The Depositary, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY no later than 13:00 (BST) on 18th April 2019. Alternatively, Depositary Interest holders may instruct the Depositary how to vote by utilising the CREST voting service as explained in notes set out in the Notice of Meeting of this document. **It is important that the votes of as many Shareholders as possible are returned in respect of the Resolutions if the confirmation from the Takeover Panel referred to above (and upon which the Proposals depend) is to be obtained.**

6. ***Recommendation***

The Independent Directors consider that the Proposals are in the best interests of Shareholders and accordingly recommend Shareholders to vote in favour of the Resolutions.

Yours faithfully

John Killer Gary Neville

RISK FACTORS

Any investment in the Ordinary Shares carries a significant degree of risk, including risks in relation to the Enlarged Group's business strategy, potential conflicts of interest, risks relating to taxation and risks relating to the Ordinary Shares.

The risks referred to below are those specific risks the Directors consider to be the material risks at the date of this Circular arising to Shareholders from the Proposed Acquisition. However, there may be additional risks that the Directors do not currently consider to be material or of which the Directors are not currently aware, that may adversely affect the Enlarged Group's business, financial condition, results of operations or prospects. Shareholders should review this Circular carefully and in its entirety before deciding what action to take. If any of the risks referred to in this Circular were to occur, the results of operations, financial condition and prospects of the Company could be materially adversely affected. If that were to be the case, the trading price of the Ordinary Shares following the Proposed Admission and/or the level of dividends or distributions (if any) received from the Ordinary Shares could decline significantly. Furthermore, Shareholders could lose all or part of their investment.

RISKS RELATING TO THE ENLARGED GROUP'S BUSINESS AND STRATEGY

Future results, including resource recoveries and work programme plans and schedules, will be affected by changes in market conditions, commodity price levels, political or regulatory developments, timely completion of exploration and development programme commitments or projects, the outcome of commercial negotiations and technical or operating factors.

Reliance on partners

The Enlarged Group aims to build a portfolio of exploration, development and production assets and on Proposed Admission will hold a 26 per cent. interest in Transgas. Accordingly, the Enlarged Group will be reliant on its partners to implement its strategy. Whilst Infinity will perform due diligence on potential partners' finances before entering into any potential acquisition or farm-in, and fully expects current or future field partners to meet their obligations, any failure or delay in doing so could have a material effect on the Enlarged Group's ability to implement its stated strategy and consequentially on its financial position and performance.

Operating history

There can be no assurance that losses will not occur in the short term or that the Enlarged Group will be profitable in the future. Success will depend on the outcome of exploration and development programmes, and the Directors' ability to take advantage of further opportunities which may arise.

Although the Enlarged Group will seek to evaluate the risks inherent in a particular target licence, it cannot offer any reassurance that it will make a proper discovery or assessment of all of the significant risks. Furthermore, no assurance may be made that an investment in Ordinary Shares will ultimately prove to be more favourable to Shareholders than a direct investment, if such opportunity were available, in a target licence.

Internal systems and controls

The Enlarged Group faces risks frequently encountered by developing companies such as undercapitalisation, cash shortages and limited resources. In particular, its future growth and prospects will depend on its ability to manage growth and to continue to maintain, expand and improve operational, financial and management information systems on a timely basis, whilst at the same time maintaining effective cost controls. Any damage to, failure of or inability to maintain, expand and upgrade effective operational, financial and management information systems and

internal controls in line with the Enlarged Group's growth could have a material adverse effect on the Enlarged Group's business, financial condition and results of operations.

Attraction and retention of key employees
The Enlarged Group's success will depend on its current and future executive management team. If any key person resigns, there is a risk that no suitable replacement with the requisite skills, contacts and experience will be found to replace such person. The senior executive personnel will on Proposed Admission have equity interests in the Company. Notwithstanding this, if key personnel were to leave the Company, it could have a material adverse effect on the Company's business, financial condition and operating results.

Retention of key business relationships
The Enlarged Group will rely significantly on strategic relationships with other entities on good relationships with regulatory and governmental departments and upon third parties to provide essential contracting services. There can be no assurance that its existing relationships will continue to be maintained or that new ones will be successfully formed and the Enlarged Group could be adversely affected by changes to such relationships or difficulties in forming new ones. Any circumstance which causes the early termination or non-renewal of one or more of these key business alliances or contracts or the failure successfully to form new ones, could adversely impact the Enlarged Group, its business, operating results and prospects.

Identification of suitable licence acquisition opportunities
The success of the Enlarged Group's business strategy is dependent on its ability to identify suitable licence acquisition opportunities. The Enlarged Group cannot estimate how long it will take to identify suitable acquisition opportunities or whether it will be able to identify any suitable licence acquisition opportunities at all. If the Enlarged Group fails to complete a proposed acquisition (for example, because it has been outbid by a competitor) it may be left with substantial unrecovered transaction costs, potentially including substantial break fees, legal costs or other expenses. Furthermore, even if an agreement is reached relating to a proposed licence acquisition, the Enlarged Group may fail to complete such acquisition for reasons beyond its control. Despite the management team intending to avoid substantial resource to any one transaction, any such event will result in a loss to the Enlarged Group of the related costs incurred, which could materially adversely affect subsequent attempts to identify and acquire another target business.

Success of work carried on licences
Even if the Enlarged Group successfully acquires a licence, there is no assurance that any subsequent work carried out under the licence will be successful or that it will be effective in increasing the value of any assets acquired

There can be no assurance that the Enlarged Group will be able to carry out the work under the licence to effectively realise increased value. In addition, even if the Enlarged Group completes a licence acquisition, general economic and market conditions or other factors outside the Enlarged Group's control could make its strategies difficult or impossible to implement. Any failure to implement its programme on the licence successfully and/or the failure of the programme to deliver the anticipated benefits could have a material adverse effect on the Enlarged Group's results of operations and financial condition.

Competition for licence acquisition opportunities
There may be significant competition in some or all of the licence acquisition opportunities that the Enlarged Group may explore. Such competition may, for example, come from strategic buyers, sovereign wealth funds, special purpose acquisition companies and public and private investment

funds, many of which are well established and have extensive experience in identifying and completing licence acquisition opportunities. A number of these competitors may possess greater technical, financial, human and other resources than the Enlarged Group. The Enlarged Group cannot assure Shareholders that it will be successful against such competition. Such competition may cause the Enlarged Group to be unsuccessful in executing a licence acquisition or may result in a successful acquisition being made at a significantly higher price than would otherwise have been the case. Despite the intention of the management team to avoid an auction process when bidding on potential acquisitions and rather source possible deal flow from their industry network, the Enlarged Group may find that no such opportunities arise.

Due diligence on licence acquisitions

Any due diligence by the Enlarged Group in connection with a licence acquisition may not reveal all relevant considerations or liabilities, which could have a material adverse effect on the Company's financial condition or results of operations

The Enlarged Group intends to conduct such due diligence as it deems reasonably practicable and appropriate based on the facts and circumstances applicable to any potential licence acquisition. The objective of the due diligence process will be to identify material issues which might affect the decision to proceed with any one particular acquisition or the consideration payable for an acquisition.

Political conditions and government regulations

Although political conditions in the UK are generally stable, changes may occur in its political, fiscal and legal systems, which might adversely affect the ownership or operation of the Enlarged Group's interests including, inter alia, changes in exchange rates, exchange control regulations, expropriation of oil and gas rights, changes in government and in legislative, fiscal and regulatory regimes. The Enlarged Group's strategy has been formulated in the light of the current regulatory environment and likely future changes.

Although the Directors believe that the Enlarged Group's activities will be carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules, laws and regulations will not be enacted or that existing or future rules and regulations will not be applied in a manner which could serve to limit or curtail exploration production or development of the Enlarged Group's business or have an otherwise negative impact on its activities. Amendments to existing rules, laws and regulations governing the Enlarged Group's operations and activities, or increases in or more stringent enforcement, implementation or interpretation thereof, could have a material adverse impact on the Enlarged Group's business, results of operations and financial condition and its industry in general in terms of additional compliance costs.

The Enlarged Group will primarily focus on the UK, however the Directors will consider assets in other countries and regions on an opportunistic basis, and therefore may be subject to risks particular to less stable jurisdictions which could negatively impact its operations.

Project development risks

There can be no assurance that the Enlarged Group will be able to manage effectively the expansion of its operations or that the Enlarged Group's current personnel, systems, procedures and controls will be adequate to support the Enlarged Group's operations. Any failure of the Board to manage effectively the Enlarged Group's growth and development could have a material adverse effect on the Enlarged Group's business, financial condition and results of operations. There is no certainty

that all, or indeed, any of the elements of the Enlarged Group's current strategy will develop as anticipated and that the Enlarged Group will be profitable.

Planning risks
Difficulties in obtaining any requisite permits, consents, including environmental consents, licences, planning permissions or easements could adversely affect the design or increase the cost of the construction and commissioning of a project, and delay or prevent the completion of a project.

Environmental health and safety and other regulatory standards
The projects in which the Enlarged Group invests and its existing and potential production and exploration activities are subject to various laws and regulations relating to the protection of the environment (including regular environmental impact assessments and the obtaining of appropriate permits or approvals by relevant environmental authorities) and are also required to comply with applicable health and safety and other regulatory standards. Environmental legislation in particular can comprise numerous regulations which might conflict with one another and which cannot be consistently interpreted. Such regulations typically cover a wide variety of matters including without limitation prevention of waste pollution and protection of the environment, labour regulations and worker safety. The Enlarged Group may also be subject under such regulations to clean-up costs and liability for toxic or hazardous substances which may exist on or under any of its properties or which may be produced as a result of its operations. As a result, although all necessary environmental consents are in place to enable exploration for oil to take place and the Enlarged Group intends to operate in accordance with the highest standards of environmental practice and comply in all material respects, full compliance with applicable environmental laws and regulations may not always be ensured.

Any failure to comply with relevant environmental, health and safety and other regulatory standards may subject the Enlarged Group to extensive liability, fines and/or penalties and have an adverse effect on the business and operations financial results or financial position of the Enlarged Group. Furthermore, the future introduction or enactment of new laws, guidelines and regulations could serve to limit or curtail the growth and development of the Enlarged Group's business or have an otherwise negative impact on its operations. Any changes to, and increases in, current regulation or legal requirements, with the enforcement thereof, may have a material adverse effect upon the Enlarged Group in terms of additional compliance costs.

Currency risks
The Enlarged Group may make investments in currencies other than Sterling. Accordingly, the value of such investments may be adversely affected by changes in currency exchange rates notwithstanding the performance of the investments themselves, which may have a material adverse effect on the business, financial condition, results of operations and prospects of the Group.

Additionally, the Company's bank account is with ING in Luxembourg, and as such funds are held in Euros. Accordingly, the value of such funds may be adversely affected by changes in currency exchange rates

Hedging risks
The Enlarged Group intends to implement hedging when appropriate to protect against adverse moves in exchange rates. However the Enlarged Group and its advisers may not be able to judge when the time is appropriate to enter into hedging against exchange rate fluctuations, and such hedging may give rise to disproportionate costs.

Insurance coverage and uninsured risks
The Group insures its operations in accordance with industry practice and plans to insure the risks it considers appropriate for the Group's needs and circumstances. No assurance can be given that the Group will be able to obtain insurance coverage at reasonable rates (or at all), or that any coverage it obtains will be adequate and available to cover any claims arising. The Group may become subject to liability for pollution or other hazards against which it has not insured or cannot insure, including those in respect of past activities for which it was not responsible. In the event that insurance coverage is not available or the Group's insurance is insufficient to fully cover any losses, claims and/or liabilities incurred, the Group's business and operations, financial results or financial position may be disrupted and adversely affected.

The payment by the Group's insurers of any insurance claims may result in increases in the premiums payable by the Group for its insurance cover and adversely affect the Group's financial performance. In the future, some or all of the Group's insurance coverage may become unavailable or prohibitively expensive.

Fluctuations of revenues, expenses and operating results
Future revenues, expenses and operating results of the Enlarged Group could vary significantly from period to period as a result of a variety of factors, some of which are outside its control. These factors include general economic conditions, adverse movements in interest rates, conditions specific to the oil and gas services market, seasonal trends in revenues, capital expenditure and other costs and the introduction of new products or services to the market. In response to a changing competitive environment, the Enlarged Group may elect from time to time to make certain pricing, service or marketing decisions or investments that could have a material adverse effect on the Enlarged Group's revenues, results of operations and financial conditions and prospects.

RISKS RELATING TO THE OIL AND GAS SECTOR – EXPLORATION, DEVELOPMENT AND PRODUCTION

Any company involved in exploration, development and production will be subject to the normal risks of oil and gas projects, and such profits as may be derived from such projects are subject to numerous factors beyond the Enlarged Group's control. Certain of these risk factors are discussed below.

Reserve and resource estimates
The estimating of reserves and resources is a subjective process and the accuracy of reserve and resource estimates is a function of the quantity and quality of available data, the assumptions used and the judgments made in interpreting geological information. There is significant uncertainty in any reserve or resource estimate, and the actual deposits encountered and economic viability of the deposits may differ materially from estimates. There can be no assurances that the reserves or resources are present, will be recovered or that they can be brought into profitable production. Reserves and resources estimates may require revisions based on actual production experience. Market price fluctuations, increased production costs, reduced recovery rates or other factors could render remaining reserves uneconomical or unprofitable to recover and may ultimately result in a restatement of reserves.

Exploration, project development and production
The exploration for and production of oil and other natural resources is speculative and involves a high degree of risk. In particular, the operations of the Enlarged Group may be disrupted by a variety of risks and hazards which are beyond its control, including environmental hazards, industrial accidents, "acts of God", government regulations or delays, occupational and health hazards,

technical failures, labour disputes, unusual or unexpected geological formations, flooding, earthquake and extended interruptions due to inclement or hazardous weather conditions, explosions and other accidents. These risks and hazards could also result in damage to, or destruction of wells or production facilities, personal injury, environmental damage, business interruption, monetary losses and possible legal liability.

Whilst the Directors will endeavour to apply what they consider from time to time to be the latest technology to assess potential projects, the business of exploration for hydrocarbons is speculative and involves a high degree of risk. The hydrocarbon deposits of any projects acquired or invested in by the Enlarged Group may not contain economically recoverable volumes of minerals of sufficient quality, and even if there are economically recoverable deposits, delays in the construction and commissioning of projects or other technical difficulties may make the deposits difficult to exploit. Furthermore, there is no assurance that exploration will lead to commercial discoveries or, if there is a commercial discovery, that such reserves will be realisable.

Delays in the construction and commissioning of projects or other technical difficulties may result in the current or future plans of the Enlarged Group being delayed or further capital expenditure being required. If the business fails to meet its work and/or expenditure obligations, the rights granted therein may be forfeited and the Enlarged Group may be liable to pay large sums, which could jeopardise its ability to continue operations.

Ability to exploit successful discoveries

It is possible that the Enlarged Group may not be able to exploit commercially viable discoveries in which it holds an interest. Exploitation may require external approvals or consents from relevant authorities, the granting of which may be beyond the Company's control. The granting of such approvals and consents may be withheld for lengthy periods, not given at all, or granted subject to certain conditions which the project in which the Company has invested may be unable to meet. As a result of such delays, the Group may incur additional costs, losses of revenue of part or all of its equity in a licence or production sharing agreement in which the Group has an interest. Furthermore, the decision to proceed to further exploitation may require the participation of other companies whose interest and objectives may not be aligned with those of the Enlarged Group.

Litigation

There can be no guarantee that the current or future actions of the Enlarged Group will not result in litigation since there have been a number of cases where the rights and privileges of natural resource companies have been the subject of litigation. The petroleum industry, as with all industries, may be subject to legal claims, both with and without merit, from time to time. The Directors cannot preclude that such litigation may be brought against the Enlarged Group in the future. Defence and settlement costs can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, there can be no assurance that the resolution of any particular legal proceeding will not have a material adverse effect on the Enlarged Group's financial position, results or operations. The Enlarged Group's business may be materially adversely affected if the Enlarged Group and/or its employees or agents are found not to have met the appropriate standard of care or not exercised their discretion or authority in a prudent or appropriate manner in accordance with accepted standards.

Need for additional capital

The exploration for and production of oil and gas resources is a capital intensive business. The Enlarged Group will need to raise additional funds in the future in order to fully develop any projects, and, if it elects to do so and subject to any required Shareholder approvals, to pursue potential drilling programmes. Additional equity financing will be dilutive to the Enlarged Group's

Sellers and could contain rights and preferences superior to the existing shares. Debt financing may involve restrictions on the financing and operating activities of the Enlarged Group. In either case, additional financing may not be available to the Enlarged Group on acceptable terms or at all. If the Enlarged Group is unable to raise additional funds as needed, the scope of its operations may be reduced and, as a result, the Enlarged Group may be unable to fulfil its long-term expansion programme.

Failure to carry out minimum work obligations or generally to comply with undertakings in production sharing contracts, farm-in agreements or similar agreements in relation to exploration and production of fields could mean that the Enlarged Group's rights to explore and produce are terminated and/or that compensation is due. Where joint operating or other similar agreements are in place, failure to pay cash calls could give the other partners the right to claim that the Enlarged Group's interest is forfeited, without compensation.

Title matters

The Enlarged Group would obtain the right to explore its assets and, to the best of its knowledge, would determine that those rights are in good standing; however, this right would be dependent on both the Enlarged Group meeting its obligations under its contracts in relation to assets and meeting its obligations under their licences and/or contracts with the applicable governments or governmental authorities in relation to the projects. The failure of the Enlarged Group to perform its obligations could result in the applicable exploration and development licences and/or agreements being revoked or suspended. Furthermore, in any event, no assurance can be given that applicable governments will not revoke or significantly alter the conditions of the applicable exploration and development authorisations, and that such exploration and development authorisations will not be challenged or impugned by third parties. There is no certainty that such rights or additional rights applied or re-applied for will be granted or renewed on terms satisfactory to the Enlarged Group. There can be no assurances that claims by third parties against the Enlarged Group's assets or other rights will not be asserted at a future date.

Environmental regulation

The Enlarged Group's operations would be subject to existing and possible future environmental and health and safety legislation, regulations and actions which could impose significant costs and burdens on the Enlarged Group (the extent of which cannot be predicted) both in terms of compliance and potential penalties, liabilities and remediation or decommissioning costs. Environmental and safety legislation (such as in relation to plugging and abandonment of wells, discharge of materials into the environment and otherwise relating to environmental protection) may change in a manner that may require stricter or additional standards than those currently in effect, a heightened degree of responsibility for the Enlarged Group and/or more stringent enforcement of existing laws and regulation. There may also be unforeseen environmental liabilities resulting from oil and gas activities, which may be costly to remedy. In particular, the acceptable level of pollution and potential clean-up costs and obligations and liability for toxic or hazardous substances for which the Enlarged Group may become liable as a result of its activities may be impossible to assess against the current legal framework and current enforcement practices of the various jurisdictions. Consequently, the economic impact on the Enlarged Group's profitability is difficult to assess.

Increase in costs and the availability of equipment or services

The oil and gas industry has historically experienced periods of rapid cost increases. Increases in the cost of exploration and development can affect the Enlarged Group's ability to invest in prospects and to purchase or hire equipment, supplies, services and personnel. In addition, the availability of drilling rigs and other equipment, services and personnel is affected by the level and location of

drilling activity around the world. The reduced availability of equipment, services and personnel may delay the Group's ability to exploit reserves and adversely affect its operations and profitability.

Other factors affecting the production and sale of oil and natural gas that could result in decreases in profitability or otherwise adversely affect the Enlarged Group's operations include: (i) expiration or termination of leases, concession rights, consents, permits or licences, or sales price redeterminations or suspension of deliveries; (ii) future litigation; (iii) the timing and amount of insurance recoveries; (iv) work stoppages or other labour difficulties; (v) worker vacation schedules and related maintenance activities; and (vi) limitations on access to transport capacity. There can be no assurance that these or similar issues may not cause disruptions to the Enlarged Group's ability to produce or sell oil in the future.

Oil and gas drilling is speculative

Drilling oil and gas wells is speculative, may be unprofitable and may result in a total loss of an investment. The Enlarged Group may never identify commercially exploitable deposits or successfully drill, complete or develop oil and gas reserves. Completed wells may never produce oil or gas, or may not produce sufficient quantities to be profitable or commercially viable.

Market risk

The scale of production from the development of a discovered oil and gas resource will be dependent upon factors over which the Enlarged Group has no control, such as market conditions at the relevant time, access to, and the operation of transportation and processing infrastructure, the available capacity levels and tariffs payable by a particular project entity for such infrastructure, and the granting of any licences or quotas for a particular project entity required from the relevant regulatory authority. All of these factors may result in delays in production and additional costs for a particular project entity or, ultimately, a reduction in expected revenues for the Enlarged Group. Therefore, there is a risk that the Enlarged Group may not make a commercial return on its investments.

Competition

The oil and gas industry is very competitive and some of the Enlarged Group's competitors have access to greater financial and technical resources which may give them a competitive advantage. As a result, the Enlarged Group may not be able to compete effectively with these companies or gain access to future growth opportunities.

Volatility of prices

The supply, demand and prices for oil and gas are volatile and are influenced by factors beyond the Enlarged Group's control. These factors include global demand and supply, exchange rates, interest rates, inflation rates and political events. A significant prolonged decline in oil and gas prices could impact the viability of some of the Enlarged Group's exploration projects. Additionally, products from geographically isolated countries may be sold at a discount to current market prices.

Dependence on third party services

The Group may rely on products and services provided by independent third parties, such as undertaking due diligence and technical reviews, carrying out drilling activities and delivering oil products, and providing general financial and strategic advice. If there is any interruption to the products or services provided, or failure to perform those services with due care and skill by such third parties, the Group's business could be adversely affected and the Group may be unable to find adequate replacement services on a timely basis, if at all, and/or on acceptable commercial terms.

This may have a material adverse effect on the business, financial conditions, results of operations and prospects of the Group.

Failure to manage relationships with local communities, government and non-government organisations could adversely affect future growth potential of the Enlarged Group

Natural resources businesses often face increasing public scrutiny of their activities. Operations located in or near communities that may regard oil and gas activities as detrimental to their environmental, economic or social circumstances. Negative community reaction to such operations could have a material adverse impact on the cost, profitability, ability to finance or even the viability of an operation. Such events could also lead to disputes with national or local governments or with local communities and give rise to material reputational damage. These disputes are not always predictable and may cause disruption to projects or operations. Oil and gas operations can also have an impact on local communities. Failure to manage relationships with local communities, government and non-government organisations may adversely affect the Enlarged Group's reputation, as well as its ability to commence production projects, which could in turn affect the Enlarged Group's revenues, results of operations and cash flows.

Corporate and regulatory formalities

Conducting exploration, development, production or other oil and gas activities has or will involve the requirement to comply with various procedures and approval formalities. It may not in the future be possible to comply or obtain waivers of all such formalities. In cases where it is not possible for a project entity to comply, or the Enlarged Group cannot obtain a waiver, that entity may incur a temporary or permanent disruption to its activities and a loss of part or all of its interest in a lease, licence or production sharing agreement in which the Enlarged Group has an interest.

RELEVANT DOCUMENTATION AND INCORPORATION BY REFERENCE

The table below sets out the information which is incorporated by reference in this Circular, to ensure Shareholders and others are aware of all information which is necessary to enable Shareholders and others to make an informed assessment of the Proposals.

Information incorporated by reference into this Circular	***Availability of underlying document***
Proposed Share Purchase Agreement, relating to the Proposed Acquisition.	Available on display at Blake Morgan LLP, 4th Floor, 6 New Street Square, London EC4A 3DJ until 17:00 on 25th April 2019.
Proposed new Articles of Association of Transgas Limited.	
Proposed Shareholders' Agreement between (1) Gerwyn Williams, (2) Infinity Energy SA and (3) Transgas Limited.	
Articles of Association of the Company.	
Report by RISC (UK) Limited and technical information relating to licences and assets held by Transgas and its subsidiaries.	
Audited financial statements of the Company for the three financial years ended 31st December 2017.	
Audited statutory accounts of Transgas Limited for the three financial years ended 31st December 2017.	

EXPECTED TIMETABLE OF PRINCIPAL EVENTS	
Publication of this Circular	20th March 2019
Application for Waiver	By 31st March 2019
General Meeting of Shareholders	25th April 2019
Completion of Proposed Migration	By 25th May 2019
Publication of prospectus relating to the Proposed Admission	As soon as practicable following completion of the Proposed Migration
Completion of Proposed Acquisition and Proposed Admission	As soon as practicable following completion of the Proposed Migration

DIRECTORS, SECRETARY AND ADVISERS	
Directors:	Gerwyn Williams, Chief Executive Officer John Killer, Non-Executive Chairman Gary Neville, Non-Executive Director
Company Secretary:	Alter Domus Luxembourg S.a.r.l 15, Boulevard Friedrich Wilhelm Raiffeisen L-2441 Luxembourg
Registered Address:	15, Boulevard Friedrich Wilhelm Raiffeisen L-2441 Luxembourg
Website:	infinityenergy.eu
Telephone:	+352 481 8281
Financial Adviser:	Peterhouse Corporate Finance Limited 15 Eldon Street London EC2M 7LD
Broker:	Peterhouse Corporate Finance Limited 15 Eldon Street London EC2M 7LD
Auditor:	Baker Tilly Osiris Revision & Partners S.à r.l. (Formerly Baker Tilly Luxembourg Audit S.à r.l.) 37 Rue des Scillas Howald L-2529 Luxembourg

Reporting Accountants:	Price Bailey LLP Tennyson House Cambridge Business Park Cambridge CB4 0WZ
Legal Advisers to the Company (Luxembourg, Guernsey and UK):	D.Law Aerogolf Bloc A 1, rue Heienhaff L-1736 Luxembourg Carey Olsen (Guernsey) LLP Carey House Les Banques St Peter Port Guernsey GY1 4BZ Blake Morgan LLP 4th Floor, 6 New Street Square London EC4A 3DJ
Registrar	Computershare Investor Services (Jersey) Limited Queensway House Hilgrove Street St Helier Jersey JE1 1ES Channel Islands
Depositary	Computershare Investor Services PLC The Pavilions Bridgwater Road Bristol BS99 6ZY
Domiciliary Agent in Luxembourg:	Alter Domus Luxembourg S.a.r.l 15, Boulevard Friedrich Wilhelm Raiffeisen L-2441 Luxembourg

PART I

DESCRIPTION OF THE ACQUISITION

1. Overview and reasons for the Acquisition

Subject to the passing of the Resolutions, the grant of the Waiver and completion of the Proposed Migration and Proposed Admission, the Company proposes to acquire 52 ordinary Transgas shares equating 26 per cent. of the entire shares of Transgas for a consideration of £10,740,188.70 to be satisfied by the issue of 2,685,047,174 Ordinary Shares of the Company. The Consideration Shares are to be issued at a price of 0.4 pence each, which values Transgas at approximately £41.3 million which includes an entry to industry cost. The Consideration Shares will represent approximately 60.47 per cent. of the Enlarged Share Capital of the Company on Proposed Admission (ignoring any placing of new shares in conjunction with Proposed Admission together with shares to be issued to advisers which form part of their fees and Directors' accrued shares). A summary of the terms of the proposed Acquisition Agreement are set out in paragraph 3 of Part 1 of this Circular.

2. Acquisition structure

On Proposed Admission, the Company will be the parent company for the Enlarged Group. The Enlarged Group will comprise the Company, the 26 per cent. stake in Transgas Limited (which also provides an effective 26% stake in Transgas' 100 per cent. UK subsidiary companies, South Eastern Energy Limited and South Western Energy Limited.

The interests of Gerwyn Williams in Ordinary Shares before and after implementation of the Proposals are as follows:

Number of Ordinary Shares held as at the date of this Circular	*Percentage of issued Ordinary Shares held as at the date of this Circular*	*Number of Ordinary Shares which will be held following implementation in full of the Proposals*	*Percentage of issued Ordinary Shares which will be held following implementation in full of the Proposals**
472,003,497	26.91%	3,157,050,671	71.10%*

*(*Please note that this percentage is stated after issue of the Consideration Shares but before any additional placing of Ordinary Shares in connection with the Proposed Admission (such additional placing being intended as referenced in paragraph 1 above). It is expected that, as a result of such placing, the percentage of the ordinary Shares held by Gerwyn Williams will reduce, but remain above 50%)*

3. Acquisition Agreement

Subject a set out in paragraph 1 above, the Proposed Acquisition will take the form of a purchase, by the Company, of 26 per cent. of the issued share capital of Transgas (comprising 52 ordinary shares of £0.01 each in the capital of Transgas) (the "**Sale Shares"**) from its existing holder, namely Gerwyn Williams (the "**Seller"**), the Chief Executive Officer of the Company.

The Sale Shares will be acquired by the Company with full title guarantee on the terms set out in a share purchase agreement to be entered into on or about the date of this Circular between (1) the Company and (2) the Seller.

Following completion of the Proposed Acquisition, the Company will be the holder and beneficial owner of the Sale Shares and the Seller will retain the remaining 148 ordinary shares of £0.01 each in Transgas.

The price payable for the Sale Shares will be £10,740,188.70. This shall be satisfied in full by the issue of new Ordinary Shares, by the Company, to the Seller, at a price of £0.004 per share (the "**Consideration Shares"**).

As set out in the terms of the Acquisition Agreement, the Seller will provide warranties and indemnities to the Company which are customary for an acquisition of this type, including in respect of their title to the Sale Shares and the assets and operations of Transgas. In addition, the Seller agrees that he will not carry on or be economically or otherwise concerned with, connected with, engaged or interested in any business which competes with the business of Transgas (or any part of it) for a period of three years following completion of the Acquisition. Please also see the restrictions in the Shareholders' Agreement described in paragraph 5 below.

The Proposed Acquisition is conditional upon the following conditions being satisfied:

- The Resolutions being duly passed at the GM;
- the Waiver being granted by the Takeover Panel;
- the Proposed Migration being completed;
- all necessary approvals on behalf of the Company having been obtained to the issue of the Consideration Shares. (It is expected that, following completion of the Proposed Migration but prior to Proposed Admission, new articles of the Company will be adopted which will include pre-emption rights for shareholders on any new issue of shares. An GM will be required in Guernsey to adopt such new articles and to disapply such pre-emption rights in relation to the Consideration Shares and also the other proposed allotments of Ordinary Shares in connection with Proposed Admission); and
- the Proposed Admission being effected.

4. Shareholders' Agreement, Funding Arrangement and Articles of Association of Transgas

4.1. *Shareholders' Agreement*

Upon completion of the Proposed Acquisition, a Shareholders' Agreement will be entered into by (1) the Seller, (2) the Company and (3) Transgas. This agreement will set out certain rights and obligations regarding the on-going management of Transgas, as well as documenting the relationship between the Seller and the Company in relation to their respective shareholdings in Transgas following completion of the Acquisition. Key features of the Shareholders' Agreement are:

4.1.1. Directors and Management

The Board of Directors of Transgas will comprise not more than 3 Directors (including the "Investor Director", as described below).

Provided that the Company holds at least 20% of the issued share capital of Transgas it shall be entitled to appoint (and maintain in office) one Director to the Board of Transgas ("**Investor Director"**). It shall also be entitled to remove and replace such a Director should it see fit.

The required quorum at Board meetings of Transgas will be two Directors (which shall include the Investor Director, if appointed). There shall be at least one meeting of the Board each calendar month.

4.1.2. Restrictions on the Parties

The sole shareholder of Transgas agrees that, whilst he remains a Shareholder or for the 12 month period after he has ceased to be a Shareholder, he shall not be employed, engaged or interested (whether as a partner, shareholder or otherwise) directly or indirectly, in any business which is seeking, in competition with Transgas, to acquire, invest in, develop or exploit the areas covered by the licences owned by Transgas or any part of such areas for gas extraction.

The Seller also agrees that he shall also procure, to the best of his ability, that each close family member and company controlled by him will comply with these restrictions.

4.1.3 Information Rights

The Seller shall procure that Transgas shall (at all times) maintain accurate and complete accounting and other financial records including all corporation tax computations and related documents and correspondence with HM Revenue & Customs in accordance with the requirements of all applicable laws and generally accepted accounting principles applicable in the United Kingdom.

The Company (and its authorised representatives) shall be allowed access at all reasonable times (and on reasonable notice) to examine the books and records of Transgas and to discuss these matters with the Seller.

The Seller shall procure that Transgas shall supply the Company with the financial and other information necessary to keep it informed about how effectively the Transgas business is performing. In particular it shall supply the Company with copies of the following:

- the budget adopted from time to time by Transgas (and any revised version thereof);

- the audited accounts of Transgas prepared in accordance with the laws applicable in, and the accounting standards, principles and practices generally accepted in, the United Kingdom, within four months of the end of the financial year to which the relevant audited accounts relate; and

- the monthly management accounts of Transgas (which shall include at least a profit and loss account, a balance sheet and a cash flow statement) within 30 days of the end of the month to which the relevant monthly management accounts relate.

In addition, the Seller shall procure that Transgas shall promptly (on request) supply the Company with any documents, information and/or correspondence as the Company (acting reasonably) considers necessary to enable it to:

- complete any filing, election, return or any other requirement of HM Revenue & Customs or of any other relevant revenue or tax authority; and

- comply with its obligations pursuant to the Listing Rules of the UK Listing Authority (including in relation to the Disclosure and Transparency Rules and the Market Abuse Rules issued by the UK Listing Authority).

Alongside the Shareholders' Agreement, the Company has entered into an agreement with Transgas to provide, subject to completion of the Acquisition Agreement, additional cash funding to Transgas as described in paragraph 5 below.

4.1.4 Reserved Matters

The Seller and Transgas shall procure that certain material operational and corporate matters shall not occur without the prior written consent of the Company. These matters include:

- any proposed creation, issue or allotment of any shares in the capital of Transgas;
- any amendments to a budget previously adopted under the terms of the Shareholders' Agreement; and
- any amendments to the articles of Transgas.

4.2 *Funding Arrangement*

Pursuant to the Shareholders' Agreement, the Company agrees to use all reasonable endeavours to make available to Transgas a facility of £1,000,000 (the "Carry") for the period of 10 years following the date of this Agreement (the "Availability Period"). The Company shall endeavour to raise the funds required for the Carry as required by seeking placees for additional shares to be issued by the Company at a price advised by the Company's broker; and/or seeking third party debt funding on reasonable commercial terms, such funding to be provided on such other terms acceptable to the Company in its sole discretion (acting reasonably).

There is no absolute obligation on the part of the Company to make available any amount of the Carry in the event that the Company is unable to raise the required funds.

Subject to the above, Transgas shall be entitled to draw down the Carry (in whole or in such tranches as it may require) provided always that in the reasonable opinion of the Company, such work(s) as is/are specified in the said notice is/are necessary and appropriate in order to further Transgas' business and/or enable Transgas to properly assess whether production revenue can profitably be achieved from a specific licence area and/or to achieve production revenue.

In consideration of the provision of the Carry, Transgas agrees to pay 2.5% of all gross Production Revenues received by (or which become unconditionally payable to) Transgas during the Availability Period ("Compensatory Payments") to the Company (up to a maximum of the amount of the Carry which has been drawn down).

4.3 ***Articles of Transgas***

Upon completion of the Proposed Acquisition, new articles of association of Transgas (the "New Articles") will be adopted (the form of the New Articles have been approved by a written resolution of the Seller).

The New Articles will confirm a number of the provisions set out in the Shareholders' Agreement (including some of those highlighted in paragraph 5 above). The other key provisions of the New Articles are as follows:

Further Issue of Shares

The Directors of Transgas will be required to obtain an ordinary resolution of its shareholders in order to allot any further shares. In addition, there are rights of pre-emption afforded to the shareholders of Transgas. These require that any future issue of shares shall be first offered to the shareholders (in proportion to their existing shareholding at that time), unless a special resolution of the shareholders is passed dis-applying such rights.

Transfer of Shares

(i) Pre-emption Procedure

Except where the proposed transfer of shares is classified as a "Permitted Transfer" (i.e. a transfer to close family members or a family trust or between companies in the same group) or a "Compulsory Transfer" (see below), any shareholder wishing to transfer its shares must give a transfer notice to the other shareholders (the "Transfer Notice") giving details of the proposed transfer and each other shareholder shall be entitled to acquire such shares in proportion to their respective existing holdings of Transgas shares.

If any continuing shareholder does not wish to accept the offer to purchase these shares, then such shareholder may take advantage of the "Tag Along" procedure contained in the New Articles. This will allow the continuing shareholders to require that the proposed buyer of the shares also makes an offer to them for their shares. Such offer will be not less than 90% of the sale price (on a pro rata basis) being offered for the shares held by the proposed seller.

(ii) Compulsory Transfers

In certain circumstances (for example, upon death or bankruptcy), a shareholder will be deemed to have automatically served a Transfer Notice on the other shareholders (a "Compulsory Transfer"). In such circumstances, the value attributed to the shares to be transferred will be assessed by an independent firm of accountants appointed by the shareholders.

General Meetings

Each ordinary share confers the rights to receive notice of and attend all meetings of shareholders. Therefore, each holder of ordinary shares has the right to be present at a general meeting in person (or by proxy). Each individual (or their proxy) will have one vote at a general meeting, unless a poll is requested in which case they shall have one vote for each ordinary share of which he is a holder.

The quorum for a general meeting of Transgas shall be two persons present in person or by proxy and the chairman of the board of directors shall chair each general meeting.

Copies of the Acquisition Agreement, Shareholders' Agreement and New Transgas Articles will be available for inspection as set out on page 15 of this Circular.

PART II

PROPOSED MIGRATION AND PROPOSED ADMISSION

1. Proposed Migration

Following approval of the Proposed Migration, the Company will make an application to the Guernsey Registrar of Companies to transfer its seat of incorporation from Luxembourg to Guernsey. Such application shall specify the date upon which the Company shall migrate, at which time the Company shall cease to be a Luxembourg Société Anonyme and will instead become a non-cellular company limited by shares under the laws of the Island of Guernsey. It is expected that the date of this migration will occur within four weeks of the General Meeting.

2. Proposed Admission

Subject to the Resolutions being duly passed and subject to completion of the Proposed Migration and the Waiver being granted, it is intended that a prospectus relating to the Company will be prepared and published and that application will be made for the enlarged issued share capital to be admitted to listing on the Official List pursuant to Chapter 14 of the Listing Rules, which sets out the requirements for Standard Listings. Listing Principles 1 and 2 as set out in Chapter 7 of the Listing Rules also apply to the Company, and the Company will comply at all times with such Listing Principles.

It is intended, subject as set out above, that the required prospectus will be prepared and published and that the Proposed Admission will occur as soon as practicable following completion of the Proposed Migration.

While the Company has a Standard Listing, it is not required to comply with the provisions of, among other things:

- Chapter 8 of the Listing Rules regarding the appointment of a sponsor to guide the Company in understanding and meeting its responsibilities under the Listing Rules in connection with certain matters. The Company has not and does not intend to appoint such a sponsor in connection with the Acquisition, the Placing or Proposed Admission;

- Chapter 10 of the Listing Rules relating to significant transactions. It should be noted therefore that the Acquisition will not require Shareholders' consent, even if Ordinary Shares are being issued as consideration for the Acquisition;

- Chapter 11 of the Listing Rules regarding related party transactions. Nevertheless, the Company will not enter into any transaction which would constitute a "related party transaction" as defined in Chapter 11 of the Listing Rules without the specific prior approval of the unconflicted Director;

- Chapter 12 of the Listing Rules regarding purchases by the Company of its Ordinary Shares; and

- Chapter 13 of the Listing Rules regarding the form and content of circulars to be sent to Shareholders.

It should be noted that the UK Listing Authority will not have the authority to (and will not) monitor the Company's compliance with any of the Listing Rules which the Company has indicated herein that it intends to comply with on a voluntary basis, nor to impose sanctions in respect of any failure by the Company so to comply.

PART III

WAIVER OF RULE 9 OF THE TAKEOVER CODE

Under Rule 9 of the Takeover Code, in relation to companies established under the laws of the United Kingdom and certain other territories, including the Channel Islands, a person who acquires, whether by a series of transactions over a period of time or not, shares which (taken together with shares held or acquired or acquired by persons acting in concert with him) carry 30 per cent or more of the voting rights of a company, is normally required by the Panel to make a general offer to the shareholders of that company to acquire the balance of the equity share capital of the company ("a Mandatory Offer"). An offer under Rule 9 must be in cash and at the highest price paid within the preceding 12 months for any shares in the Company by the person required to make the offer or any person acting in concert with him.

Rule 9 of the Takeover Code also provides that where any person together with persons acting in concert with him is interested in shares carrying more than 30 per cent but does not hold shares carrying more than 50 per cent of the voting rights and such person, or any person acting in concert with him, acquires any additional shares, such person is required to make a general offer to the shareholders or that company. An offer under Rule 9 must be made in cash and at the highest price paid by the person required to make the offer, or any person acting in concert with him/her, for any share of the company during the 12 months prior to the announcement of the offer.

Shareholders should note that The Takeover Code does not currently however apply to the Company, which is domiciled and registered in Luxembourg and therefore, unless and until the Proposed Migration of the Company to Guernsey is effected, the protections afforded by The Takeover Code (and in particular those provided by Rule 9 of the Takeover Code as described above) will not be available to Shareholders of the Company and Gerwyn Williams will not be required to make an offer to acquire any shares in the Company despite the fact that his percentage shareholding in the Company will become greater than 30% as a result of the Proposed Acquisition.

If the Proposed Migration occurs, the Company would be within the jurisdiction of the Takeover Code. In those circumstances, since Gerwyn Williams would, following completion of the Proposed Acquisition, hold a total of 3,157,050,671 Ordinary Shares, representing approximately 70% of the Enlarged Share Capital, in the absence of a waiver from the provisions of Rule 9 of the Takeover Code being granted by the Panel and the Company's independent Shareholders, Gerwyn Williams would be required to make a general offer for the Ordinary Shares not already owned by him.

Mr Williams has confirmed that, without the benefit of the Waiver, he is not prepared to proceed with the Proposed Acquisition.

Under Note 1 in the notes on the Dispensations from Rule 9 of the Takeover Code, the Takeover Panel will normally waive the requirement for a general offer to be made in accordance with Rule 9 of the Takeover Code if, *inter* alia, the shareholders of the Company who are independent of the person who would otherwise be required to make an offer and any person acting in concert with him pass an ordinary resolution on a poll at a general meeting (a "**Whitewash Resolution**").

The Takeover Panel has confirmed that it would consider granting a confirmation, prior to the Proposed Migration, that Rule 9 would not apply following completion of the Proposed Acquisition

even if the Proposed Migration occurs prior to completion of the Proposed Acquisition, provided that Resolution 2 is passed by a majority of independent Shareholders (i.e. excluding Gerwyn Williams and persons deemed to be acting in concert with him).

Accordingly, by voting in favour of the Whitewash Resolution to be proposed at the GM, the Proposed Acquisition can be effected without the requirement for Gerwyn Williams to make a Rule 9 offer for the Company.

Subject to the Resolutions being duly passed therefore, it is the Board's intention to seek such confirmation from the Takeover Panel.

Shareholders should note that the Proposals will not proceed unless (1) the Resolutions are duly passed; and (2) the Waiver is granted by the Takeover Panel.

When members of a concert party hold more than 50 per cent. of the voting rights in a company, no obligations under Rule 9 normally arise from acquisitions by any member of the concert party. They may accordingly increase their interests in shares without incurring any obligation under Rule 9 to make a general offer, although individual members of a concert party will not be able to increase their percentage interests in shares through or between a Rule 9 threshold without Takeover Panel consent.

Shareholders should therefore further note that, since Gerwyn Williams will hold more than 50% of the Enlarged Share Capital following completion of the Proposed Acquisition, the effect of such Waiver will be that Gerwyn Williams will: (a) have no obligation to make a Mandatory Offer following completion of the Proposed Acquisition; and (b) will be able to further increase his interest in Ordinary Shares without triggering the requirement to make a Mandatory Offer.

For details of the interest of Gerwyn Williams in Ordinary Shares before and after the Proposed Acquisition (taking into account not only the Consideration Shares but also the proposed issue of additional Ordinary Shares to Directors, including Gerwyn Williams, in lieu of accrued Directors' fees and expenses) please see paragraph 2 of Part I of this Circular.

PART IV

INFORMATION ON TRANSGAS LIMITED

SECTION A: INFORMATION ON TRANSGAS

1. Introduction

In the UK, the Petroleum Act 1998 vests all rights to the nation's petroleum resources in the Crown. The act empowers The Oil and Gas Authority (OGA) to grant licences to search for and bore for and get petroleum to such persons as they see fit. UK Government grants licences in England as part of official Licensing Rounds and applicants are judged on technical and financial capability together with work commitment. The Petroleum Exploration and Development Licences (PEDLs) assign the exclusive rights to 'search and bore for and get' petroleum.

The OGA regulates the licensing of the exploration and development of England's onshore oil and gas resources. The OGA issues well consents, development programme approvals, completion of work programme approvals and production consents. The OGA on behalf of the Crown must approve an operator for each licence upon award and again as activity is proposed. In considering any request for operatorship, the OGA examines the operator's competency, their financial viability and financial capacity. On the 1st October 2016 the OGA became a government company, limited by shares under the Companies Act 2006, with the Secretary of State for Business, Energy and Industrial Strategy the sole shareholder.

The rights are held over a defined area for a period as determined by the licence.

The Petroleum Act 1998 defines 'petroleum' as: -

(a) includes any mineral oil or relative hydrocarbon and natural gas existing in its natural condition in strata; but

(b) does not include coal or bituminous shales or other stratified deposits from which oil can be extracted by destructive distillation.

The OGA licensing system once covered oil and gas within the UK, its territorial waters and the UK Continental Shelf. From the 9th February 2018, oil and gas licensing powers were devolved from Central Government to the Scottish Government. From the 1st October 2018, oil and gas licensing powers were devolved from Central Government to the Welsh Government.

Petroleum licences are issued after a competitive process, usually a licensing round.

All companies on a licence share joint and several liability for obligations and liabilities that arise under it throughout the lifecycle of the licence. All companies on the licence share the rights conferred in the licence. Licences can be held by a single company or by several working together, but in legal terms there is only ever a single licensee however many companies it may comprise.

All modern production licences run for three successive periods, or "Terms" as follows:

<u>The Initial Term</u>
The initial term is associated with an exploration work programme that the licensee has committed to the OGA during the competitive application process. Unless varied by agreement, the licence will

expire at the end of its initial term unless the licensee has completed the work programme and surrendered a fixed amount of acreage. While the initial term is associated with a work programme of exploration work that must be completed if the licence is to continue into a second term, the licensee has the possibility to start production during the initial term, if the licensee can progress sufficiently, subject to normal regulatory controls. For Licences with the 2014 Model Clauses, (The Petroleum Licensing (Exploration and Production) (Landward Areas) Regulations 2014), the OGA can accept Retention Areas, which allow for further definition of the programme of work after the initial term, and the OGA has discretion to allow these agreed work plans to modify licence term event dates.

The Second Term

The second term is associated with appraisal and development. There is no agreed work programme; instead the licence will expire at the end of its second term unless the OGA has approved a field development plan. As with the initial term, the duration of the second term may be varied by agreement in light of the circumstances.

The Production Period

The third term is intended for construction of any facilities and for production. The OGA has the discretion to extend the third term if production is continuing, but it reserves the right to reconsider the provisions of the licence before doing so, including the acreage and rentals.

The splitting of the lifecycle of an oil and gas licence into these three terms provides clear hurdles for the licensee's progress (essentially finding the hydrocarbons, planning for their extraction and the extraction itself). It allows the OGA to ensure that licensees do not retain valuable exclusivity of hydrocarbon exploration and extraction without doing enough work for this to be justified.

While each term is commonly associated with a particular phase of a field's life cycle, the licence gives the same rights from beginning to end; so nothing in the licence would bar production during the initial term, for example, if the Licensee were to move that fast.

Petroleum Exploration and Development Licences

Until 1996, the UK Government issued a sequence of separate licences for each stage of an onshore field's life – exploration, appraisal, development and production. The OGA no longer issues any licences of these types but a number of them, and even older licences, are still in force.

Petroleum Exploration and Development Licence (PEDL) is the full name of the landward oil and gas production licence. PEDLs are usually offered in competitive licensing rounds where an invitation for applications is made and the applications are assessed on their merits based on objective criteria specified in advance.

When applying for a PEDL, applicants must prove technical competence, awareness of environmental issues and financial capacity before being offered a PEDL.

A PEDL does not give permission for operations but it grants exclusivity to licensees in relation to hydrocarbon exploration and extraction within a defined area. All operations require other permissions as appropriate, such as access agreement(s) with relevant landowner(s), Environment Agency (EA) permits, Health and Safety Executive (HSE) scrutiny, and planning permission.. A final consent in the form of a Well Operation Notice (WON) is required from the OGA before production starts.

Licence Rentals

Each licence carries an annual charge, called a rental, set at the time of award. Rentals are due each year on the licence anniversary. Rentals are charged at an escalating rate on each square kilometre the licence covers at that date, with the exception of exploration licences which incur a flat-rate rental. Rentals are designed to encourage licensees to decide which acreage to retain and to surrender any acreage that they do not wish to exploit.

2. Transgas Limited

Transgas Limited is the parent company of South Western Energy Limited (SWEL), a company that holds PEDLs in the South West of England covering approximately 203,590 acres. SWEL has a good understanding of hydrocarbon potential in the area based on several years study and a large database of information assembled from previous boreholes and seismic data available.

SWEL has established a wide diversity of hydrocarbon targets thereby ensuring that there is no blinkered focus on a single play type. On all licences, hydrocarbon assets with conventional and unconventional characteristics are considered as are their development interaction with new downstream systems. Of key importance is the ability to associate with existing and future industries and users in and adjacent to the licences. For example, the producing oilfields adjacent to SWEL's, Dorset PEDLs, have a direct pipeline link to the Exxon refinery at Fawley. It is feasible that SWEL could link into this pipeline to allow efficient transport of any recovered oil to the refinery. Such interaction provides for a rapid move to development of assets via the most economically beneficial means. The operator of the adjacent licences and owner of the infrastructure would have to agree to this.

SWEL currently controls 100% of its licences and resources.

Company Resources

Since the initial licence applications, data from previous hydrocarbon exploration has been reviewed to provide further and more detailed information. There is no guarantee that these figures are accurate.

Estimates of Oil in Place from Previous Operators - Dorset		
Prospect	**bbls**	
	Max	**Min**
Creech – North & South – Historical Report by The Gas Council (April 1982)	117,000,000	63,000,000
Puddletown – Historical Report – Edinburgh Oil and Gas Plc (November 1994)	30,000,000	10,000,000
Broadstone – Historical Report – Kelt UK Limited (June 1991)	41,000,000	41,000,000

Total	**188,000,000**	**114,000,000**

Table 1: Potential resources of oil in Dorset

SWEL has identified two other leads at Bere Regis and East Stoke which the company is pursuing.

In Somerset, a potential resource of shale oil has been estimated for the Lower Jurassic Lias Shales based on the extent and thickness of the Lower Lias from the Burton Row borehole and from previous estimates of Oil in Place in the 1920's.

Area	Thickness	Volume	Density	Tonne	Gallons Oil / tonne	Gallons Oil in Place	Gall to BBls	Barrels Oil in Place	10%
M2	M	M3							
					3.2	81,119,491,200	42	1,931,416,457	193,141,646
230,453,100	50	11,522,655,000	2.2	25,349,841,000	5	126,749,205,000	42	3,017,838,214	301,783,821
					10.4	263,638,346,400	42	6,277,103,486	627,710,349

Table 2: Potential resources of unconventional oil in Somerset

In the above table, a thickness of 50m has been utilised; in the Burton Row Borehole the Lower Lias is over 350m in thickness. Potential extraction methods for the above resource cannot be determined until exploration wells are drilled and the strata is tested.

Licence Register

SWEL has a 100% interest in PEDLs 327 & 329 covering 352.2 sq. km. (87,031 acres) in the Purbeck area of Dorset in close proximity to the Wytch Farm, Wareham, Kimmeridge and Waddock Cross oil fields, and 100% interest in PEDLs 320, 321 & 344 covering 471.70 sq. km. (116,560 acres) in Somerset totalling 823.98 sq. km. (203,590 acres). SWEL is approved as an operator for these licences by the Crown.

SWEL was granted PEDLs 320, 321, 344, 327 & 329 by the OGA as part of the UK 14th Onshore Oil and Gas Licensing Round. The licences give the holder exclusive rights to search for subsurface petroleum by physical means within the licence area.

Further technical details of these PEDLs, together with a report prepared by RISC (UK) Limited are available for inspection as set out on page 15 of this Circular

PART V

OPERATING AND FINANCIAL REVIEW OF THE COMPANY AND TRANSGAS

1. OPERATING AND FINANCIAL REVIEW OF THE COMPANY

The following operating and financial review contains financial information that has been extracted or derived without material adjustment from the Company's audited financial information for a three year period commencing 1 January 2015 and ending 31 December 2017.

Overview

- Infinity Energy SA is a public limited liability company incorporated under the laws of Luxembourg on 6 July 1999 by notary act drawn up by Maître Alex Weber, a notary residing in Luxembourg. The act was published in the Luxembourg legal gazette, the *Mémorial C* No 723 of 29 September 1999.

- The Company was admitted to trading on AIM on 29 September 2005, raising £3.5 million in conjunction with the Initial IPO.

- Prior to 2012, the Company owned the exclusive master franchise for Domino's Pizza in Switzerland, Luxembourg and Liechtenstein. On 2 January 2012, Shareholders agreed to demerge the pizza business into a subsidiary Domino Pizza Switzerland AG, transfer the shares of that subsidiary directly to the Shareholders and convert the Company into an Investing Company.

- The demerger became effective on 17 February 2012 and the Company became an investment Company under the AIM Rules for Companies. On 18 March 2014, the Company adopted and implemented a new investing policy which is to make investments and acquisitions, in the commodities sector with an emphasis on oil and gas and oil and gas service sector.

- Admission of the Company's Ordinary Shares to trading on AIM was cancelled on 16 April 2018.

- The Company has now identified and proposes an acquisition of a 26 per cent stake in Transgas Limited.

- It is proposed that application will be made for the Enlarged Share Capital of the Company to be admitted a to a listing on the Official List pursuant to Chapter 14 of the Listing Rules which sets out the requirements for Standard Listings and to trading on the Main Market of the London Stock Exchange.

As at 31 December 2017 there are 1,754,033,703 ordinary shares in issue all of which are fully paid.

Review of Results and Financial Position
Statement of Comprehensive Income

	Year ended 31 December 2017 GBP (£)	Year ended 31 December 2016 GBP (£)	Year ended 31 December 2015 GBP (£)
Revenue			
Expenses			
Directors' remuneration	(41,000)	(48,000)	(43,000)
Administrative expenses	(408,376)	(239,487)	(129,410)
Total operating expenses	(449,376)	(287,487)	(172,410)
Finance Income	6,057	5,849	5,218
Finance costs	(20,222)	(25,412)	(19,500)
Loss before taxation	(463,541)	(307,050)	(186,692)
Income tax expense	(4,151)	(2,749)	(2,366)
Loss and total comprehensive loss for the year	(467,692)	(309,799)	(189,058)

Administrative expenses comprise principally the costs associated with maintaining the AIM listing and include Nomad, Broker, Registrar and AIM fees.

Finance income comprises accrued loan interest on a loan to Gas Exploration Finance Limited. Further details on this loan are detailed in note 10 of Section A of Part VII of this Circular detailing the historical financial information.

Finance costs comprise bank charges and interest on a historic loan advanced to the company by a Shareholder.

Review of Results and Financial Position
As at 31 December 2017

	Year ended 31 December 2017 GBP (£)	Year ended 31 December 2016 GBP (£)	Year ended 31 December 2015 GBP (£)
ASSETS			
Non-current assets			
Investments	214,460	208,403	202,554
Total non-current assets	214,460	208,403	202,554
Current assets			
Cash and cash equivalent	744,173	8,020	38,554
Total current assets	744,173	8,020	38,544
Total assets	958,633	216,423	241,108
EQUITY AND LIABILITIES			
Capital and reserves			
Share capital	1,939,955	506,719	486,719
Share premium	329,247	182,483	182,483
Retained earnings	(1,693,801)	(1,226,109)	(916,310)
Shareholders' equity	575,401	(536,907)	(247,108)
Current liabilities			
Trade and other payables	383,232	293,330	188,216
Non-current liabilities			
Convertible loan	-	460,000	300,000
Total equity and liabilities	958,633	216,423	241,108

On 13 March 2017, the Company raised £500,000 (before expenses) by way of a placing of 555,558,200 new ordinary shares at a price of £0.0009 per share.

On 5 April 2017, Mr G L Williams, a Director and Shareholder of the Company, converted his convertible loan totalling £480,000 into new ordinary shares in the Company at a conversion rate of £0.0013, equating to 369,230,769 new ordinary shares. The shares were issued at an amount higher than the par value of the Company's shares at that time of GBP 0.001090 per share. Accordingly, £402,462 of the consideration received has been allocated to share capital, with the balance of the consideration, in the amount of £77,538, being allocated to share premium.

On 10 April 2017, the Company raised £600,000 (before expenses) by way of a placing of 461,542,700 new ordinary shares at a price of £0.0013 per share. The shares were issued at an

amount higher than the par value of the Company's shares at that time of GBP 0.001150 per share. Accordingly, £530,774 of the consideration received has been allocated to share capital, with the balance of the consideration, in the amount of £69,226, being allocated to share premium.

The Company has used these funds raised to support its activities. As at 31 December 2017, the Company has £744k in cash and cash equivalents remaining.

2. OPERATING AND FINANCIAL REVIEW OF TRANSGAS

The following operating and financial review contains financial information that has been extracted or derived without material adjustment from Transgas Limited audited financial information for the three year period commencing 1 January 2015 and ending 31 December 2017.

Overview

- Transgas Limited is a private limited company with registered number 03440201.

- Transgas Limited was incorporated under the laws of England and Wales on 26 September 1997 and its registered office is located at Unit 13, 51 Village Farm Road, Village Farm Industrial Estate, Pyle, Bridgend, CF33 6BL.

- Transgas Limited has issued share capital comprising of 200 ordinary shares of £0.01 each and it is currently wholly owned by Gerwyn Llewellyn Williams. Its issued share capital is fully paid.

- At 31 December 2017, Transgas Limited had two wholly owned subsidiaries:

Name of undertaking	**Country of incorporation**	**Ownership interest (%)**
South Eastern Energy Limited	U.K.	100%
South Western Energy Limited	U.K.	100%

- The principal activity of Transgas Limited and its subsidiaries is to search for, bore for and get Petroleum utilising Petroleum Exploration and Development licenses granted by the Oil and Gas Authority.

Review of Results and Financial Position
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Year ended 31 December 2017 GBP (£)	Year ended 31 December 2016 GBP (£)	Year ended 31 December 2015 GBP (£)
Revenue	**-**	**-**	-
Gross profit	-	-	-
Administrative expenses	(19,728)	(19,717)	(42,821)
Operating loss	(19,728)	(19,717)	(42,821)
Income tax expense	-	-	-
Total comprehensive loss for the year	(19,728)	(19,717)	(42,821)

TRANSGAS LIMITED
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2017

	Note	31 December 2017 GBP (£)	31 December 2016 GBP (£)	31 December 2015 GBP (£)
ASSETS				
Non-current assets				
Intangible assets		41,195	20,598	-
Goodwill		17,742	17,742	17,742
Total non-current assets		58,937	38,340	17,742
Current assets				
Trade and other receivables		11,120	14,930	14,544
Cash and cash equivalents		19	64	337
Total current assets		11,139	14,994	14,881
Total assets		70,076	53,334	32,623

EQUITY AND LIABILITIES			
Capital and reserves			
Share capital	2	2	2
Retained earnings	(45,043)	(25,315)	(5,598)
Shareholders' equity	(45,041)	(25,313)	(5,596)
Current liabilities			
Trade and other payables	115,117	78,647	38,219
Total equity and liabilities	70,076	53,334	32,623

Intangible assets comprise license fees paid to the Oil and Gas Authority to acquire and maintain Petroleum Exploration and Development licenses in England.

Administrative expenses comprise principally of geological and research costs.

3. CAPITAL RESOURCES OF TRANSGAS AND THE COMPANY

Capital resources and sources and use of funds

Transgas

Transgas is currently funded by loans from its Director and Shareholder, Mr. G. L. Williams and from companies in which Mr. Williams has an interest.

No value has been ascribed by Transgas to its Prospective Hydrocarbon Resources in the consolidated statement of financial position.

The Company

During 2017, the Company raised a total of £1.1 million (before expenses) from the issuance of new shares. The Company has used these funds to support its activities to date and as at 31 December 2017, the date to which the Company's most recent audited financial statements have been prepared (which are incorporated by reference and available for inspection as set out on page 15 of this Circular) has £744k in cash and cash equivalents remaining.

As at the date of listing, the Company does not have any outstanding indebtedness or borrowing in the nature of indebtedness.

Cash flows

Transgas

As at 31 December 2017, the date the most recent audited financial statements of Transgas Limited have been prepared (which are incorporated by reference and available for inspection via the Companies House web site (in the case of Transgas) and as set out on page 15 of this Circular), the business had £19 in cash and cash equivalents. As set out in the paragraph above, Transgas Limited has been funded by loans from its Director and Shareholder, Mr. G. L. Williams and from companies in which Mr. Williams has an interest.

The Company

As set out in the paragraph above, as at 31 December 2017, the Company had £744k in cash and cash equivalents.

Restrictions on the use of capital resources

Transgas

Save as disclosed in the Articles and the Act, Transgas Limited does not have any restrictions on the use of its capital resources.

The Company

Save as disclosed in the Articles and the LC Act, the Company does not have any restrictions on the use of its capital resources.

Contractual obligations requiring capital resources

Transgas

Transgas Limited does not have any contractual obligations requiring capital resources.

The Company

The Company does not have any contractual obligations requiring capital resources.

Off-balance sheet arrangements

Transgas

At 31 December 2017 Transgas Limited had no off-balance sheet arrangements.

The Company

At 31 December 2017 the company had no off-balance sheet arrangements.

PART VI

DEFINITIONS

DEFINITIONS	
The following definitions apply throughout this Circular, unless the context requires otherwise:	
“Acquisition Agreement”	the conditional agreement dated 25 July 2017 between: (1) the Company; and (2) the Seller in relation to the Acquisition, further details of which are set out in Part I of this Circular
"ACT" or "Companies Act"	the Companies Act 2006, as amended
"AIM"	the AIM market operated by the London Stock Exchange
AIM Rules’’ or ‘‘AIM Rules for Companies’’	the AIM Rules for Companies published by the London Stock Exchange from time to time
"Articles"	the articles of association of the Company, as amended from time to time
"Board", “Board of Directors” or "Directors"	the Directors of the Company whose names are set out on page 16 of this Circular
"BST"	British Summer Time
"Company" or “Infinity Energy SA”	Infinity Energy SA, a public limited liability company incorporated in Luxembourg with company number B70.673
"Consideration Shares"	the 2,685,047,174 new Ordinary Shares proposed to be issued to the Seller at a price of £0.004per share, being the total consideration payable by the Company to the Seller, as set out in the Acquisition Agreement which is summarised in Part I of this Circular
“Enlarged Group” or “Enlarged Group”	the Company as enlarged by the 26 per cent. holdings in Transgas following completion of the Acquisition
“Enlarged Share Capital”	the entire issued ordinary share capital of the Company on Proposed Admission, consisting of the Existing Ordinary Shares and the New Ordinary Shares
“Existing Ordinary Shares”	the existing 1,754,033,703 Ordinary Shares in issue as at the date of this Circular, being the entire issued share capital of the Company
“Existing Share Capital”	the issued ordinary share capital of the Company as at the date of this Circular, prior to the issue of the New Ordinary Shares
"FCA"	the UK Financial Conduct Authority

"FSA"	the Financial Services Authority, acting through the United Kingdom Listing Authority, in its capacity as the competent authority for the purposes of Part VI of the FSMA
"FSMA"	the Financial Services and Markets Act 2000, as amended
"GM" or "General Meeting"	the general meeting of Shareholders notice of which is set out in Part VII of this Circular
“Independent Directors”	Gary Neville and John Killer
“Initial IPO”	the admission of the Company's shares to trading on AIM on 29 September 2005
"LC Act"	Luxembourg Companies Act of 10 August 1915, as amended from time to time
"Listing Price"	the opening mid-market price at which the shares are quoted on Proposed Admission
"Listing Rules"	the listing rules made by the FCA pursuant to section 73A of FSMA, as amended from time to time
"London Stock Exchange" or “LSE”	London Stock Exchange plc
“Main Market”	the regulated market of the London Stock Exchange for officially listed securities
"New Ordinary Shares"	the Consideration Shares and any additional new Ordinary Shares to be allotted and issued pursuant to any placing carried out in conjunction with the Proposed Admission
"Official List"	the Official List of the UK Listing Authority
“OGA”	the Oil and Gas Authority
"Ordinary Shares"	the ordinary shares without nominal value in the share capital of the Company, issued from time to time, the rights and obligations of which are governed by the LC Act and the Articles
"PEDL"	Petroleum Exploration and Development Licence
"Production Revenues"	the gross revenues earned by (and unconditionally payable to) Transgas (excluding VAT) from the sale or supply of natural gas
"Proposals"	the Proposed Acquisition, the Proposed Migration and Proposed Admission
"Proposed Acquisition"	the proposed acquisition of 26% of the issued share capital of Transgas by the Company as described in Part 1 of this Circular
"Proposed Admission"	the Proposed Admission of the Ordinary Shares to the Standard Segment of the Official List and to trading on the London Stock Exchange’s Main Market for listed

	securities
"Proposed Migration"	the proposed migration of the Company from registration and the jurisdiction of Luxembourg to registration and the legal jurisdiction of the Bailiwick of Guernsey
"Registrar"	Computershare Investor Services (Jersey) Limited
“Sale Shares”	The 52 ordinary shares of £0.01 each in the capital of Transgas acquired by Infinity as part of the Acquisition
“Seller”	the Seller of shares in Transgas pursuant to the proposed Acquisition, namely Gerwyn Williams
"Shareholders"	the holders of Ordinary Shares and/or the New Ordinary Shares (as the context requires) in Infinity
"Standard Listing"	a Standard Listing under Chapter 14 of the Listing Rules
"Sterling" or "£"	the legal currency of the UK
"Subsidiary"	has the meaning set out in sections 1159 and Schedule 6 of the Companies Act
"Takeover Code"	the UK Takeover Code on Takeovers and Mergers issued and administered by the Takeover Panel
"Takeover Panel"	the UK Panel on Takeovers and Mergers
"Transgas"	Transgas Limited, a company registered in England and Wales with registered number 03440201 and which is, until completion of the Acquisition wholly owned by Gerwyn Williams
"UK Listing Authority" or "UKLA"	the FCA acting in its capacity as the competent authority for the purposes of Part VI of the FSMA and in the exercise of its functions in respect of Proposed Admission to the Official List
"UK" or "United Kingdom"	the United Kingdom of Great Britain and Northern Ireland

PART VII

Infinity Energy S.A.

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of the above-named Company will be held at the offices of Blake Morgan LLP, 4th Floor, 6 New Street Square, London EC4A 3DJ at 13:00 on Thursday 25th April 2019 to consider and, if thought fit, to pass, the following Shareholders' resolutions:

Resolution 1

THAT the proposed acquisition by the Company of 26 per cent. of the issued share capital of Transgas Limited from the Company's Chief Executive Officer, Gerwyn Williams on the terms and subject to the conditions described in the Circular to Shareholders of the Company dated the date set out below (and subject to any minor variations agreed by the Independent Directors of the Company) ("**the Acquisition**") be and is hereby approved.

Resolution 2

THAT the proposed waiver of the requirement for Gerwyn Williams to make a general offer to the Shareholders of the Company to acquire the balance of the equity share capital of the Company pursuant to Rule 9 of the UK Takeover Code following completion of the Acquisition be and is hereby approved.

By order of the Independent Directors

Gary Neville John Killer

Dated: 20th March 2019

Important notes:

1. **Eligibility to vote:** Only those members registered in the register of members of the Company as at 6:00 pm (BST) on 23rd April 2019 shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their respective names at that time. Changes to entries on the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting. If the meeting is adjourned to a time not more than 48 hours after the specified time applicable to the original meeting, that time will also apply for the purposes of determining the entitlement of members to attend and vote (and for the purposes of determining the number of votes that they may cast) at the adjourned meeting. If however, the meeting is adjourned for a longer period then, to be so entitled, members must be entered on the Company's register of members as at the time which is 48 hours before the time fixed for the adjourned meeting.

   Only holders of Depositary Interests on the Depositary Interest Register as at close of business on 18th April 2019 shall be entitled to attend or vote at the meeting. Changes to entries on the Depositary Interest register after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.

2. **Proxies:** Registered members of the Company may vote at the meeting (whether by show of hands or poll) in person or by proxy or corporate representative. A member may appoint one or more persons as his proxy to attend and vote at the meeting on his behalf. Where more than one proxy is appointed the instrument of proxy must specify the number of shares each proxy is entitled to vote. The instrument appointing the proxy must be executed in substantially the same form as the Form of Proxy accompanying this Notice by the member or, in the case of a corporation, by the officer or other person duly authorised so to do. The instrument of proxy must

be delivered in person or by mail or by courier no later than 13:00 (BST) on 23rd April 2019 before the time fixed for the meeting or adjourned meeting. The appointment of a proxy will not affect the right of a member to attend and vote in person at the meeting or adjourned meeting. A member that is a corporation may appoint a representative to attend and vote on its behalf at the meeting by delivering evidence of such appointment in person or by mail or by courier no later than 48 hours before the time fixed for the meeting or adjourned meeting.

Proxies may also be appointed electronically by going to ***www.investorcentre.co.uk/eproxy***.

In the case of joint shareholders, the vote of the first named in the register of members of the Company who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders.

When two or more valid but differing proxy appointments are received in respect of the same share for use at the same meeting or poll, the one which is last received (regardless of its date or the date of its signature) shall be treated as replacing and revoking the other as regards that share. If the Company is unable to determine which was last received, none of them shall be treated as valid in respect of that share.

In the case of a member which is a company, the form of proxy must be executed under its common seal or signed on its behalf by an officer, the secretary, attorney or other person authorised to sign it.

Any power of attorney or other authority under which the form of proxy is signed (or a duly certified copy of such a power or authority) must be included with the form of proxy.

Instruments of proxy or proof of appointment of representative should be delivered by post to Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgwater Road Bristol, BS99 6ZY.

3. **Votes Abstain:** The Company has included on the Form of Proxy and the Form of Instruction a 'Vote Abstain' option in order to enable shareholders to abstain on any particular resolution. However, it should be noted that a 'Vote Abstain' is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' or 'Against' the particular resolution.

4. **Depositary Interests:** Holders of Depositary Interests should complete and sign the Form of Instruction and return it by the time and in accordance with the instructions set out in the Form of Instruction. Alternatively holders of Depositary Interests can vote using the CREST system.

Holders of Depositary Interests in CREST may transmit voting instructions by utilising the CREST voting service in accordance with the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take appropriate action on their behalf.

In order for instructions made using the CREST voting service to be valid, the appropriate CREST message (a "**CREST Voting Instruction**") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com).

To be effective, the CREST Voting Instruction must be transmitted so as to be received by the Company's agent (3RA50) no later than 13:00 (BST) on 18th April 2019. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST application host) from which the Company's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST.

Holders of Depositary Interests in CREST and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal systems timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of the Depositary Interest holder concerned to take (or, if the Depositary Interest holder is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a

CREST Voting Instruction is transmitted by means of the CREST voting service by any particular time. In this connection, Depositary Interest holders and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Voting Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

After the Depositary has received instructions on how to vote on the Resolutions from the Depositary Interest holders, it will complete a Form of Proxy reflecting such instructions and send the Form of Proxy to Computershare Investor Services (Jersey) Limited in accordance with note 2 above.

If you hold your shares via the Depositary Interest arrangement and would like to attend the Annual General Meeting, please contact the Depositary, contact details of which are set out in the Form of Instruction.