



26 April 2016

TomCo Energy plc (“TomCo” or the “Company”)

Notice of Annual General Meeting and Share Capital Reorganisation

TomCo Energy plc (AIM: TOM), the oil mining company (the “Company”), today announces that the Annual General Meeting will be held at 5 Mount Pleasant, Douglas, Isle of Man, IM1 2PU on 12 May 2016 at 12:00 p.m.

Annual General Meeting

The Notice of Meeting and a form of proxy will be posted to relevant shareholders today and published on the Company’s website at www.tomcoenergy.uk.com

The following ordinary resolutions will be proposed at the AGM:

1. To receive the annual report and audited accounts of the Company for the financial period from 31 August 2014 to 1 September 2015, together with the Directors’ and Auditor’s reports thereon.
2. To re-appoint Andrew Jones who was appointed by the Board and retires pursuant to the Articles and who, being eligible, offers himself for re-appointment as a Director.
3. To re-appoint Christopher Brown who was appointed by the Board and retires pursuant to the Articles and who, being eligible, offers himself for re-appointment as a Director.
4. To re-appoint Simon Corney who was appointed by the Board and retires pursuant to the Articles and who, being eligible, offers himself for re-appointment as a Director.

Share Capital Reorganisation

The Company was initially incorporated under the Isle of Man Companies Act 1931 (‘Act’) but has been registered under the Act since its re-registration on 23 May 2011 (‘Re-Registration’). The Act contains no concept of authorised share capital. Additionally, subject to any contrary provisions in its articles of association a company governed by the Act is able to issue shares with or without a par value. The Company does not have a specified authorised share capital or par value for its shares set out in the Company’s Articles of Association (‘Articles’).

Under Isle of Man law, a company is unable to issue shares at a subscription price which is less than the par value of shares of the same class. This means that, if the par value of 0.5p per Existing Ordinary Share is applicable to the existing ordinary shares and the mid-market closing price on 25 April 2016 (being the last practicable time prior to the publication of this announcement) was 0.09 pence, it is not possible for the Company to raise new equity capital.

Under the Act the Directors may by resolution, subject to contrary provision in the Articles, alter the Company’s share capital comprising shares with par value in any way.

The following ordinary resolutions will be proposed at the AGM:

5. that the Company pass a resolution revoking all authorisations, restrictions or denominations previously made by way of resolutions of the Company in respect of the par value of the existing ordinary shares; and
6. that for the avoidance of any doubt, the Directors will pass a board resolution redenominating the par value of the existing ordinary shares in issue from 0.5 pence per share to no par value per share.

The confirmation of no par value of the existing ordinary shares is not considered to have any effect on the rights attaching to the existing ordinary shares held by the shareholders.

For further information, please contact:

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