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**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION**

**FOR IMMEDIATE RELEASE**

**7 July 2020**

**Offer for RockRose Energy plc ("RockRose")**

**by**

**Viaro Energy Limited ("Viaro Energy")**

**Further Irrevocable Undertaking**

On 6 July 2020, the boards of directors of Viaro Energy and RockRose announced, in accordance with Rule 2.7 of the City Code on Takeovers and Mergers (the "**Rule 2.7 Announcement**"), that they had reached agreement on the terms of a recommended all cash offer pursuant to which Viaro Energy will acquire the entire issued and to be issued ordinary share capital of RockRose (the "**Acquisition**").

Further to the Rule 2.7 Announcement, the boards of directors of Viaro Energy and RockRose are today pleased to announce that Viaro Energy has received further shareholder support for the Acquisition.

In addition to the irrevocable undertakings given by the RockRose Directors, Senior Managers and the RockRose Shareholders described in the Rule 2.7 Announcement, Viaro Energy has received a further irrevocable undertaking (the "**Further Irrevocable Undertaking**") from a RockRose Shareholder to vote (or to procure the voting) in favour of the Scheme at the Court Meeting and the RockRose Resolutions to be proposed at the General Meeting (or, in the event that the Acquisition is implemented by way of a Takeover Offer, to accept or procure acceptance of the Takeover Offer) in respect of 205,189 RockRose Shares representing, in aggregate, approximately 1.6 per cent. of the issued ordinary share capital of RockRose as at 6 July 2020 (being the latest practicable date prior to this announcement). Details of the Further Irrevocable Undertaking are set out in the Appendix to this announcement.

Therefore, as at the date of this announcement, Viaro Energy has received irrevocable undertakings in respect of a total of 4,856,302 RockRose Shares representing approximately 36.9 per cent. of the issued ordinary share capital of RockRose as at 6 July 2020 (being the latest practicable date prior to this announcement).

It is intended that the Acquisition will be effected by means of a Court-sanctioned scheme of arrangement of RockRose pursuant to Part 26 of the Companies Act 2006, further details of which will be set out in the Scheme Document to be dispatched to RockRose Shareholders in due course.

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## **Important Notices about Financial Advisers**

*H&P Advisory Limited (“Hannam”), which is authorised and regulated by the FCA in the United Kingdom, is acting exclusively as financial adviser to Viaro Energy and no one else in connection with the Acquisition and the subject matter of this announcement, and shall not be responsible to anyone other than Viaro Energy for providing the protections afforded to clients of Hannam, or for providing advice in connection with the Acquisition and the subject matter of this announcement. Neither Hannam nor any of its subsidiaries, branches or affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Hannam in connection with this announcement, any statement contained herein or otherwise.*

*Lambert Energy Advisory Limited (“Lambert”), which is authorised and regulated by the FCA in the United Kingdom, is acting as financial adviser exclusively for RockRose and no one else in connection with the Acquisition and the matters set out in this announcement, and will not be responsible to any person other than RockRose for providing the protections afforded to clients of Lambert, nor for providing advice in relation to the Acquisition or any matter referred to herein. Neither Lambert nor any of its subsidiaries, branches or affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Lambert in connection with this announcement, any statement contained herein or otherwise.*

### **Further Information**

*Unless otherwise stated terms and expressions set out in this announcement shall have the meanings given to them in the Rule 2.7 Announcement.*

*This announcement is provided for information purposes only. It is not intended to and does not constitute, or form part of, an offer, invitation or the solicitation of an offer or invitation to purchase, otherwise acquire, subscribe for, exchange, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the Acquisition or otherwise, nor will there be any sale, issuance, exchange or transfer of securities of RockRose pursuant to the Acquisition or otherwise in any jurisdiction in contravention of applicable law.*

*The Acquisition will be subject to English law and to the applicable requirements of the Code, the Panel, the rules of the London Stock Exchange, the Listing Rules and the UKLA.*

*The Acquisition will be implemented solely pursuant to the terms of the Scheme Document (or, in the event that the Acquisition is to be implemented by means of a Takeover Offer, the ‘Offer Document’), which will contain the full terms and conditions of the Acquisition, including details of how to vote in respect of the Acquisition. Any decision in respect of the Scheme or other response in relation to the Acquisition by RockRose Shareholders should be made only on the basis of the information contained in the Scheme Document. RockRose Shareholders are advised to read the Scheme Document (including the related Forms of Proxy) carefully once these become available because they will contain important information in relation to the Acquisition.*

*Viaro Energy reserves the right to elect (with the consent of the Panel and RockRose) to implement the Acquisition by way of a Takeover Offer as an alternative to the Scheme. In such event, the*

*Takeover Offer will be implemented on substantially the same terms, so far as applicable, as those which would apply to the Scheme, subject to appropriate amendments to reflect, among other things, the change in structure by which the Acquisition is to be implemented and compliance with all applicable laws, including US securities laws.*

### **Restricted Jurisdictions**

*The release, publication or distribution of this announcement in, into or from jurisdictions other than the United Kingdom may be restricted by law and therefore any persons into whose possession this announcement comes who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe, any applicable requirements. In particular, the ability of persons who are not resident in the United Kingdom to vote their RockRose Shares with respect to the Scheme at the Court Meeting, to execute and deliver forms of proxy appointing another to vote at the Court Meeting on their behalf may be affected by the laws of the relevant jurisdiction in which they are located. Any failure to comply with such requirements or restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and other persons involved in the Acquisition disclaim any responsibility or liability for any violation of such restrictions by any person.*

*This announcement has been prepared for the purpose of complying with English law, the Code, the Market Abuse Regulation and the Listing Rules and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws and regulations of jurisdictions outside England.*

*Unless otherwise determined by Viaro Energy and RockRose or required by the Code, and permitted by applicable law and regulation, the Acquisition will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction. No person may vote in favour of the Acquisition by any use, means, instrumentality or form, and the Acquisition will not be capable of acceptance, from or within a Restricted Jurisdiction, if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this announcement and any formal documentation relating to the Acquisition are not being, and must not be, directly or indirectly, mailed, transmitted or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction, where to do so would violate the laws in that jurisdiction, and persons receiving this announcement and all documents relating to the Acquisition (including custodians, nominees and trustees) must not mail, forward, transmit or otherwise distribute or send them in, into or from Restricted Jurisdictions, where to do so would violate the laws in that jurisdiction. If the Acquisition is implemented by way of a Takeover Offer (unless otherwise permitted by applicable law and regulation) the Takeover Offer may not be made directly or indirectly, in or into, or by the use of mails or any means or instrumentality (including but not limited to, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of any Restricted Jurisdiction and the Takeover Offer may not be capable of acceptance by any such use, means, instrumentality or facilities.*

*Further details in relation to RockRose Shareholders who are resident in, ordinarily resident in, or citizens of, jurisdictions outside the United Kingdom will be contained in the Scheme Document.*

### **Additional information for US investors**

*The Acquisition relates to the shares of a UK company and is being made by means of a scheme of arrangement provided for under the Companies Act. A transaction effected by means of a scheme of arrangement is not subject to the tender offer rules or the proxy solicitation rules under the US Exchange Act. The Acquisition and the Scheme is subject to the disclosure requirements and practices applicable to UK schemes of arrangement, which differ from the disclosure requirements of US Exchange Act tender offer and proxy solicitation rules and the US Securities Act. If, in the future, Viaro Energy exercises the right to implement the Acquisition by way of a Takeover Offer (with the consent of the Panel and RockRose) and determines to extend the offer into the United States, the Acquisition will be made in compliance with applicable US federal laws and regulations, including any applicable exemptions under the US Exchange Act.*

*The receipt of cash consideration by a US holder for the transfer of its RockRose Shares pursuant to the Scheme will likely be a taxable transaction for United States federal income tax purposes and under applicable United States state and local, as well as foreign and other tax laws. Each such RockRose Shareholder is urged to consult his independent professional adviser immediately regarding the tax consequences of the Acquisition applicable to him, including under applicable United States state and local, as well as foreign and other tax laws.*

*No registration statement will be filed with the SEC or any US state securities commission in connection with the Acquisition. Neither the SEC nor any US state securities commission has recommended, or approved or disapproved of, the Acquisition, or passed upon the adequacy or accuracy of this announcement. Any representation to the contrary is a criminal offence in the U.S. It may be difficult or impossible for a US holder of RockRose Shares to enforce their rights and claims, if any, arising out of the US federal securities laws, since Viaro Energy and RockRose and some or all their officers and directors may be located in countries outside of the United States and a US holder of RockRose Shares may not be able to sue a non-US company or its officers or directors in a non-US court for violations of the US securities laws. Furthermore, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgement.*

### **Disclosure requirements of the Code**

*Under Rule 8.3(a) of the Code, any person who is interested in 1 per cent. or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the Offer Period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 p.m. on the 10<sup>th</sup> Business Day following the commencement of the Offer Period and, if appropriate, by no later than 3.30 p.m. on the 10<sup>th</sup> Business Day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a*

*securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.*

*Under Rule 8.3(b) of the Code, any person who is, or becomes interested in 1 per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) of the Code applies must be made by no later than 3.30 p.m. on the Business Day following the date of the relevant dealing.*

*If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3. Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosure must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4 of the Code).*

*Details of the offeree and offeror companies in respect of whose relevant securities, Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the Offer Period commenced and when any offeror was first identified. You should consult the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.*

### **Electronic Communications**

*Please be aware that addresses, electronic addresses and certain other information provided by RockRose Shareholders, persons with information rights and other relevant persons in connection with the receipt of communications from RockRose may be provided to Viaro Energy during the Offer Period as required under Section 4 of Appendix 4 of the Code to comply with Rule 2.11(c) of the Code.*

### **Publication on Website and Availability of Hard Copies**

*A copy of this announcement and the Further Irrevocable Undertaking will be made available pursuant to Rules 26.1 and 26.2 of the Code on RockRose's website at <https://www.rockroseenergy.com> and Viaro Energy's website at <http://www.viaro.co.uk> (in each case subject to any applicable restrictions relating to persons resident in Restricted Jurisdictions) For the avoidance of doubt, neither the content of any website referred to in this announcement nor the content of any website accessible from hyperlinks is incorporated into or forms part of this announcement.*

*If you have received this announcement electronically, you may request a hard copy of this announcement, free of charge, by calling Link Asset Services on +44 (0)37 1664 0321. Calls are*

*charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Proposals nor give any financial, legal or tax advice. You may also request that all future documents, announcements and information be sent to you in relation to the Acquisition should be in hard copy form.*

*If you are in any doubt about the contents of this announcement or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom, or, if not, from another appropriately authorised independent financial adviser.*

### ***Rounding***

*Certain figures included in this announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.*

## APPENDIX

### FURTHER IRREVOCABLE UNDERTAKING

The following RockRose Shareholder has given an irrevocable undertaking to Viaro Energy to vote in favour of the Scheme at the Court Meeting and in favour of the RockRose Resolutions to be proposed at the General Meeting (or in the event that the Acquisition is implemented by way of a Takeover Offer, to accept the Takeover Offer) in relation to the following RockRose Shares:

<b>Name of RockRose Shareholder</b>	<b>Number of RockRose Shares in respect of which undertaking is given</b>	<b>% of RockRose issued ordinary share capital<sup>(1)</sup></b>
Steve Pawson	205,189	1.60

(1) As at 6 July 2020, being the latest practicable date prior to this announcement.

The Further Irrevocable Undertaking will cease to be binding if:

- the Scheme Document is not published within 28 days of the date of the Rule 2.7 Announcement (or within such longer period at the Panel may agree);
- any competing offer for the issued and to be issued ordinary share capital of RockRose is made which is declared wholly unconditional (if implemented by way of a takeover offer) or otherwise becomes effective (if implemented by way of a scheme of arrangement);
- the Scheme does not become Effective by the Long Stop Date or lapses in accordance with its terms or is withdrawn; or
- Viaro Energy announces, with the consent of the Panel, that it does not intend to proceed with the Acquisition.