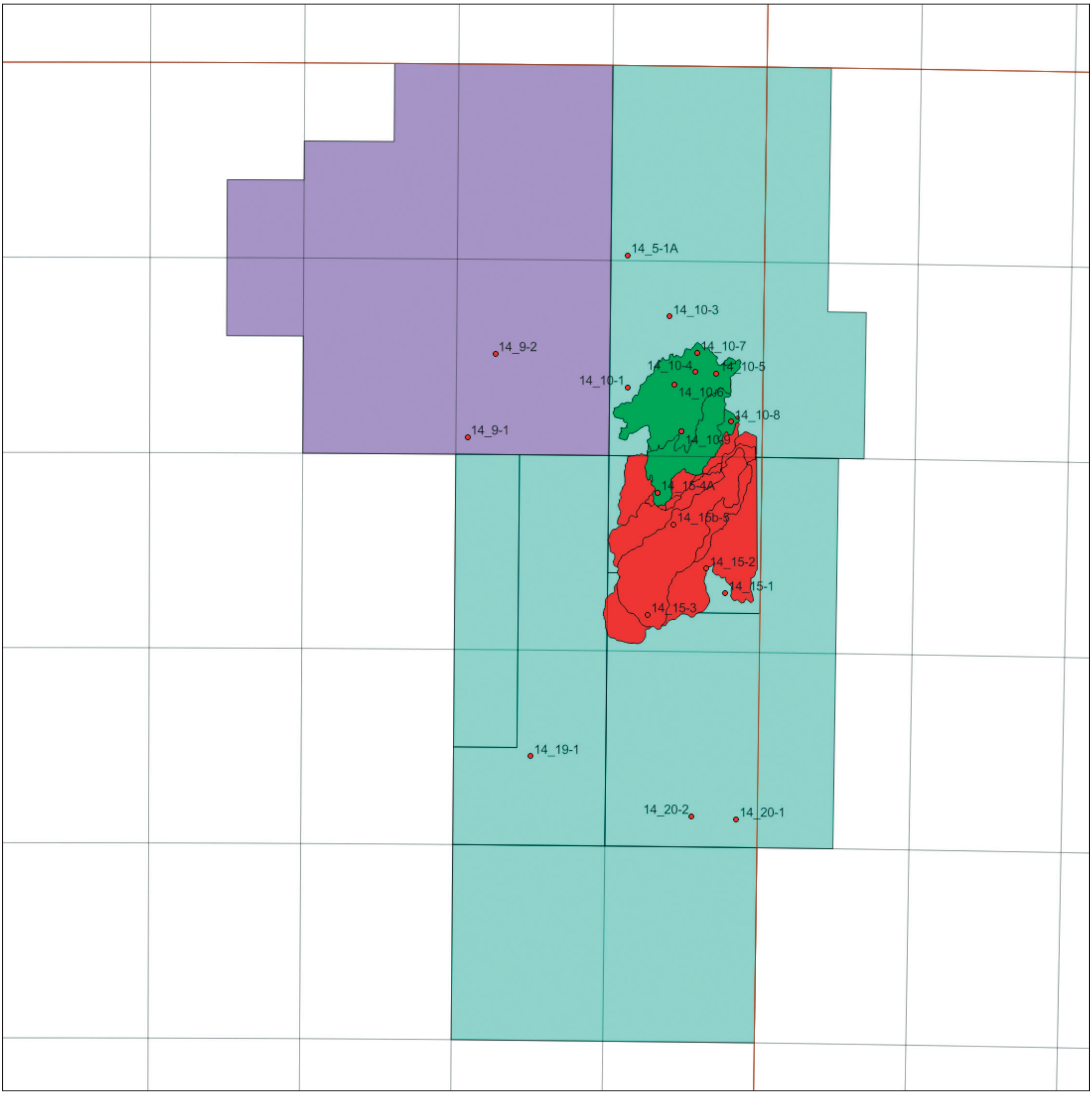
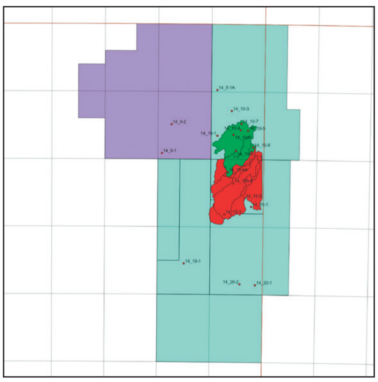
ROCKHOPPER
EXPLORATION PLC





Front cover:

Development of the Sea Lion field currently focuses on reservoir fans in the Northern and Central area.

ROCKHOPPER – WHO WE ARE

Rockhopper Exploration plc (AIM: RKH) is an oil and gas exploration and production company with key interests in the North Falkland Basin.

The Company has been operating offshore in Falkland Islands' waters since 2004 and discovered the world-class Sea Lion oil field in 2010.

Our strategic ambition

Create value for all our stakeholders through building a well-funded, full-cycle, exploration-led E&P company.

2024 HIGHLIGHTS

SEA LION DEVELOPMENT

Financing

> Lead technical and lending bank mandate signed
> Financing plan now includes senior bank debt
> Positive feedback from potential providers of capital to the financing
> New timing for Final Investment Decision ('FID') expected H2 2025 to allow for bank to complete due diligence ('DD')

Resources

> Updated independent report commissioned by Navitas*
- Gross 917 mmbbls 2C with additional upside (Rockhopper 35% working interest)
- Phased development
- 5 phases
- 2 FPSOs
- First 2 phases developed via a single FPSO with two drilling campaigns

> Rockhopper commissioned independent resource update to be published shortly

CORPORATE AND FINANCIAL

> US$20.9 million cash and term deposits at 31 December 2024
> Share Purchase Agreement ('SPA') signed to dispose of Italian business
- Awaiting consents from Falkland Islands Government ('FIG') and the Italian regulators

> Cost control remains a focus

OMBRINA MARE ARBITRATION AWARD

> No outcome of annulment to date
> Monetisation of the Award with a regulated specialist fund ('Specialist Fund')
- Completion and First Tranche payment received, €19 million retained
- If successful in defending annulment, Second Tranche payment of €65 million due from Specialist Fund

> Insurance in place to ensure minimum of €31 million even in event of annulment

** Rockhopper is not an addressee and has not been party to the production of the March 2025 NSAI Independent Report. The March 2025 NSAI Independent Report has been produced to PRMS standards. The last independent resource report commissioned directly by Rockhopper was the ERCE 2016 Report which had an estimated 2C value of 517 mmbbls. Rockhopper has commissioned it own independent resource update to be published shortly.*

SEA LION DEVELOPMENT UPDATE

NSAI INDEPENDENT REPORT — MARCH 2025

	PHASE 1	PHASE 2	PHASE 3
NORTHERN AREA	Developed using a redeployed and upgraded FPSO		Require a substantially larger replacement FPSO
CENTRAL AREA	Require a substantially larger replacement FPSO		

KEY INFORMATION

2C Contingent Resources (Development pending) phased development concept for the Sea Lion field:

730 mmbbls 2C
Development pending

Phased Development

178 mmbbls 2C
Development on hold

NORTHERN AREA	Wells	mmblbls
PHASE 1	11	170
PHASE 2	12	149
PHASE 3	16	95
CENTRAL AREA	**Wells**	**mmblbls**
PHASE 1	12	212
PHASE 2	13	102
TOTAL	**64**	**730**

Total barrels developed (all phases)

730 mmbbls

NORTHERN AREA
PHASE 1 + **PHASE 2** peak production rate:

55,000 bbls/day

increasing up to:

150,000 bbls/day

	1C (mmbbls)	2C (mmbbls)*	3C (mmbbls)
Development pending	473	730	944
Development on hold	75	178	295
Development not viable	6	10	15
TOTAL	**554**	**917**	**1,254**

**Totals may not sum precisely due to rounding adjustments*

CHAIR AND CHIEF EXECUTIVE OFFICER'S REVIEW

SEA LION

The period under review and subsequently has seen the most material positive development to date in relation to the potential Sea Lion development financing. A mandate has been signed by the Operator with a well known international lead technical lending bank with expertise in lending to oil and gas projects. The Operator has indicated it is currently envisioned that the bank will cornerstone the project financing with additional capital provided by a number of other investors. We understand that initial discussions with these potential providers of capital have been positive.

The target is for that bank financing to be completed within six months, with FID now anticipated in H2 2025, giving the necessary time for the lead bank to complete all technical, regulatory and other due diligence and for the wider financing scheme to be completed.

A number of LOIs, MOUs and contracts have been signed relating to the project, including for the provision of an FPSO along with various key pieces of subsea infrastructure. Discussions are also currently ongoing for the provision of a suitable drilling unit.

The Operator continues to work closely with FIG to secure all required consents which Rockhopper believes will be forthcoming in a timescale allowing formal FID in H2 of 2025. In the light of the positive developments on the financing, and in order to provide the most stable platform for that financing to be completed, the existing reciprocal pre-emption right contained within the Joint Operating Agreement ('JOA') that operates at the asset level, has been extended to cover a corporate change of control. That pre-emptive right, which is reciprocal between Navitas and Rockhopper, will last until the earlier of formal project sanction or 31 December 2025.

OMBRINA MARE

Having announced an agreement to monetise the Ombrina Mare Arbitration Award (the 'Award') on 20 December 2023 (the 'Monetisation'), Rockhopper received the Tranche 1 payment in June 2024 and retained €19 million. The annulment process has no formal timetable and may now slip into H2 2025, however we remain hopeful of an outcome in the relatively near future. Should Rockhopper succeed in defending the annulment attempt, an additional payment of €65 million will become due from the Specialist Fund. During the period, Rockhopper put in place insurance to cover the event that the Italian Republic is successful in having the Award annulled. The insurance policy will ensure that, in the event that the Italian Republic succeeds in having the entire Award annulled or in the event of partial annulment, the combination of the Tranche 2 payment and the insurance payout shall entitle Rockhopper to a total no less than €31 million.

The policy has been placed via a FCA-registered specialist insurance brokerage. The policy has been underwritten by a specialist underwriting agency and subscribed to by a number of A-rated insurance carriers and syndicates.

Tax of approximately 12.5% to 15% is likely to be due on receipts from the Monetisation.

Simon Thomson
Non-Executive Chair

Samuel Moody
Chief Executive Officer

SEA LION KEY INFORMATION

> Rockhopper holds **35% working interest**
> Rockhopper benefits from pre- and post- **FID loan**[1] from the operator Navitas
> **Independent Resource Report** commissioned by Navitas[2]

— **2C Contingent Resources** (Development Pending) phased development concept for the Sea Lion field

— **64 wells**

NORTHERN AREA – PHASE DEVELOPMENT

— 1st Phase – 11 wells, 6 pre-drilled **170 mmbbls**

— 2nd Phase – 12 wells, **149 mmbbls**

— 3rd Phase – 16 wells, **95 mmbbls**

CENTRAL AREA – PHASE DEVELOPMENT

— 1st Phase – 12 wells, **212 mmbbls**

— 2nd Phase – 13 wells, **102 mmbbls**

— Phase 1 + Phase 2 Total barrels developed = **319 mmbbls**

— Total barrels developed (all phases) = **730 mmbbls**[3]

— Phase 1 + Phase 2 peak production rate = **55,000 bbls/day**, increasing up to **150,000 bbls/day** once all phases have been developed

— Pre first oil capex (Phase 1 only) **US$1.4bn**

— Production breakeven approximately US$24 per barrel (Phase 1, 2 and 3)

1 The majority of Rockhopper's share of Sea Lion phase one related costs up to FID will be funded through a loan from Navitas with interest charged at 8% per annum (the "Pre-FID Loan"). Certain costs, such as licence costs, are excluded.
Subject to a positive FID, Navitas will provide an interest free loan to Rockhopper to fund two-thirds of Rockhopper's share of Sea Lion phase one development costs (for any costs not met by third party debt financing). Certain costs, such as licence costs, are excluded.
Funds drawn under the loans will be repaid from 85% of Rockhopper's working interest share of free cash flow

2 Rockhopper is not an addressee and has not been party to the production of the March 2025 NSAI Independent Report. The March 2025 NSAI Independent Report has been produced to PRMS standards. The last independent resource report commissioned directly by Rockhopper was the ERCE 2016 Report which had an estimated 2C value of 517 mmbbls. Rockhopper has commissioned it own independent resource update to be published shortly.

3 Totals may not sum precisely due to rounding adjustments.

ITALIAN DISPOSAL

As announced on 14th October 2024, Rockhopper signed an SPA to dispose its Italian interests, other than the Ombrina Mare arbitration, to Zodiac Energy Limited ('Zodiac'), a locally run Italian E&P company.

The SPA is for the sale of Rockhopper Civita Limited (a wholly owned subsidiary of Rockhopper Exploration Plc). Rockhopper Civita Limited holds all Rockhopper's Italian assets and liabilities with the exception of the Ombrina Mare Arbitration Award.

Under the terms of the SPA, Rockhopper will pay Zodiac in two instalments, with a retained upside participation to Rockhopper in two undeveloped licences.

The first instalment of €3 million is payable to Zodiac on satisfaction of two precedent conditions ('Completion'), those being receipt of all necessary regulatory consents in Italy, as well as regulatory consents in the Falklands.

The second instalment of €2.5 million is payable to Zodiac on or after Completion, assuming the satisfaction of two additional conditions, those being successfully defending the Italian Republic's annulment application and receiving a minimum of €10 million from the Award monetisation (the Tranche 2 payment under the Award monetisation is €65 million, due on a successful defence of the annulment application, but can be reduced in the event of a partial annulment).

In addition, assuming the second instalment is payable, Rockhopper will retain a royalty on two assets within the Rockhopper Civita Limited portfolio, those being AC19 (a northern Adriatic licence with two gas discoveries and an additional adjacent prospect) and Serra San Bernado (which contains the Monte Grosso exploration prospect).

The royalties will take the form of either 10% of the revenues of the interests acquired by Zodiac or, should they realise value by on-selling the licences acquired, 25% of the gross proceeds received for the part sold.

The transaction is subject to regulatory approvals, the timing of which is uncertain but are anticipated within 12 months.

The transaction will significantly reduce both Rockhopper's annual running costs and long run decommissioning liabilities.

FALKLANDS CAPITAL GAINS TAX ("CGT")

Rockhopper is in discussions with FIG to come to an agreement over the deferred CGT arising from the farm down to Premier Oil in 2012, as the current arrangements make the Sea Lion financing significantly more difficult. This is discussed in greater detail in the Financial review.

SUMMARY

With a lead lending bank appointed, positive feedback from potential funders, Sea Lion resources and values independently confirmed and FIG continuing to support the development of the field, the sanction of Sea Lion has never been closer with a target of H2 this year, an event that would represent the culmination of some 20 years of work for Rockhopper.

Whilst our balance sheet remains strong, it is possible that the Group will require additional funding in order to take FID. The final amount of that funding will be a function of the outcome of the Ombrina Mare annulment process, final project costs and Sea Lion financing details.

The Navitas independent NSAI report confirms the scale of Sea Lion and the possibility for it to generate significant value for all stakeholders should sanction be achieved. We also look forward to publishing shortly our own independent report which we expect to corroborate this significant resource base.

Simon Thomson
Non-Executive Chair

Samuel Moody
Chief Executive Officer

28 May 2025

KEY PERFORMANCE INDICATORS (KPIs)

The Board monitors the Company's progress against its Key Performance Indicators to assess performance and delivery against pre-defined strategic objectives.

KPIs have been set based on short-term targets designed to ensure the Company achieves its long-term strategy. The Company measures a number of operational and financial metrics to ascertain performance.

2025 TARGETS

> Progress the Sea Lion Project to a Final Investment Decision

> Strengthen and protect the Company's balance sheet

2024 TARGETS

> Progress the Sea Lion Project to a Final Investment Decision;

> Complete the transaction to monetise the Ombrina Mare arbitration award; and

> Strengthen and protect the Company's balance sheet.

PERFORMANCE AGAINST 2024 TARGETS:

The Remuneration Committee reviewed the annual performance in light of these objectives, and agreed that, whilst FID on the Sea Lion project had not yet been taken, substantial groundwork had been completed in preparation for FID in 2025. The committee also agreed that the objective of strengthening and protecting the Company's balance sheet had been substantially achieved with cash resources increasing over the period. The committee also noted that agreement had been reached to dispose of the Company's portfolio of Italian assets, with the exception of the Ombrina Mare arbitration award, with completion subject to regulatory approvals. The committee concluded, and hence approved, that a bonus of 30% of the CEO's basic salary should be awarded to the CEO in respect of his contribution to the achievement of the 2024 targets. This award was consistent with other staff members.

The Remuneration Committee also reviewed the legacy bonus arrangement in respect of the Ombrina Mare arbitration award whereby it had been agreed that a bonus of 1% of monies received in relation to the Ombrina Mare arbitration award, capped at 200% of salary, would be awarded to the CEO. The CEO received an initial partial bonus payment in January 2023 in respect of the successful arbitration outcome. During 2023, the Company agreed a deal to monetise the Ombrina Mare award with payment to be received in three stages. During 2024, the Company put in place an insurance policy to cover the event that the Italian Republic succeeded in its attempt to have the Ombrina Mare arbitration award annulled. Following receipt of the first tranche of payments from the purchaser of the Ombrina Mare award in July 2024, the committee approved a further bonus payment to the CEO with the balance of the bonus award payable to the CEO on receipt of the second payment tranche or an insurance payout.

FINANCIAL REVIEW

OVERVIEW

From a finance perspective, the most significant event in 2024 was completion of the announced Monetisation. From an accounting perspective the Monetisation Agreement is a separate financial instrument to the Arbitration Award itself. This has meant recognising the fair value of the Monetisation Agreement of US$79.8 million as Other income. This fair value comprises the USD equivalent value of not only the initial €19 million Tranche 1 proceeds but also subsequent tranches, predominantly the €65 million Tranche 2 proceeds, which are receivable on success in the Arbitration Award annulment proceedings. The €19 million was received during the year with the remaining fair value of subsequent trances of US$58 million being held as a financial asset.

The Award annulment proceedings themselves concluded in 2024 and we just await the outcome. We and our advisors remain confident in the merits of our arguments but have put in place insurance to ensure a minimum €31million should be received.

RESULTS FOR THE YEAR

For the year ended 31 December 2024 the Group, including discontinued operations, reported a profit of US$47.6 million (2023: loss of US$4.6 million).

DISCONTINUED OPERATIONS

In October 2024, the Group announced the disposal, subject to conditions precedent, of its 100% interest in Rockhopper Civita Limited which holds the Group's remaining operations in the Greater Mediterranean geographical segment. The transaction had not completed at the year end, but the assets and associated liabilities have been reclassified as held for sale on the balance sheet. Due to the fact that the disposal group has been classified as held for sale and represents a geographical area of operations it has also been treated as a discontinued operation in line with IFRS 5. As such the comparative information in the Income Statement and relevant notes have been re-presented.

OPERATING COSTS

Exploration and evaluation expenses are not material in the year. The impairment in the current year of US$0.4 million (2023: US$0.3 million) is due to cost write-offs relating to the South Falkland Basin and areas of the North Falkland Basin which will not be developed as part of the Sea Lion Phase 1 project.

Administrative expenses have reduced during the year to US$3.3 million (2023: US$3.8 million). The prior year included legal fees in relation to contesting the Annulment of the Award of US$1.6 million. The Group chose to use existing resources to fund all legal costs arising from contesting the request by Italy for Annulment while it explored all acceptable funding possibilities. Since signing of the Monetisation agreement, the Specialist Fund are responsible for all legal fees, therefore no costs have been incurred in relation to the Arbitration in 2024. This reduction has been offset by an increase in staff costs, which predominantly relate to discretionary bonuses to staff on receipt of the Tranche 1 proceeds of the Monetisation Agreement Finance income has increased to US$1.9 million (2023: US$1.2 million). Income on cash and term deposits has increased US$0.3 million due to increased cash balances during the year. Also the current year includes the unwinding of discounts on the fair value of the Monetisation Agreement of US$1.3 million. The prior year saw a gain on derivative financial liabilities of US$0.9 million.

Other income and other expenses relate to the Monetisation Agreement. As noted earlier US$79.8 million of Other income relates to the fair value of the Monetisation Agreement. Other expenses of US$1.0 million relate to costs associated with the Monetisation Agreement and also associated with an insurance policy taken out during the year.

In October 2024 the Group decided, in line with normal market practice, that insuring to protect shareholders against loss resulting from an annulment of the Award to be the most prudent course of action. The insurance policy will ensure that, in the event that the Italian Republic succeeds in having the entire Award annulled or in the event of partial annulment, the combination of the Tranche 2 payment and the insurance payout shall entitle Rockhopper to a total of no less than €31 million. The only impact on the financial statements is the total cost of the policy, which including applicable taxes and underwriting fees, is €4 million. This cost has been spread over the life of the policy (which materially exceeds the expected time to receive an outcome from the Award annulment). As such the majority of this cost is recorded as a prepayment in the 2024 financial statements.

CASH MOVEMENTS AND CAPITAL EXPENDITURE

As at 31 December 2024, the Group had cash and term deposits of US$20.9 million (31 December 2023: US$8.0 million).

Cash and term deposit movements during the period:

	US$m
Opening cash balance (31 December 2023)	8.0
Discontinued operations	(0.4)
Falkland Islands	(1.8)
Administrative expenses	(3.3)
Net proceeds of warrant exercises	2.2
Monetisation Agreement	20.6
Arbitration award insurance	(4.2)
Miscellaneous	(0.2)
Closing cash balance (31 December 2024)	**20.9**

Miscellaneous includes foreign exchange and movements in working capital during the period.

The additions to intangible exploration and evaluation assets during the year of US$14.7 million relate principally to the Sea Lion development.

The majority of cash costs were covered by the Pre-FID co-venturer loan provided by Navitas as part of the farm out in 2022. This co- venturer loan facility was utilised for the first time during the year and costs covered and accrued interest as at the year end totalled US$15.3 million (2023: US$nil).

Management considered whether there were any indicators of impairment to the carrying value of the intangible as it relates to the first phase of the Sea Lion development and concluded there were none.

In the event of Sea Lion being sanctioned the Group benefits from a Post FID loan which will cover two thirds of its share of project equity costs. It is likely that to enable sanction the Group will need to raise additional finance to cover its proportion of unfunded project costs.

In addition, FIG has indicated a likely requirement for certain potential project decommissioning liabilities to be secured and funded commensurate with the contingent abandonment liabilities as the project is developed and enters production. These liabilities relate to the possible early plugging and abandonment of wells and will commence from drilling of the first well until completion of Phase 1 at which point it shall be replaced with a decommissioning fund to be established and accumulated following first oil. This is likely to place an additional phased financial requirement on Rockhopper, starting at the time the first pre drilled well is spudded, and is estimated as peaking at approximately US$40 million at Phase 1 completion. The Company is discussing this with the Operator and investigating options to fulfil this requirement, including the possibility of using a suitably highly rated decommissioning bond. In parallel the Company is investigating other potential sources of funding, if required, to ensure that it is able to meet its share of Sea Lion project equity costs at sanction, which are currently certain. The Operator currently estimates project costs to first oil of US$1.4 billion and total project financing (senior debt) is anticipated to amount to approximately US$1.0 billion.

The level of equity injection into the project required for Rockhopper to take FID is a function of final project costs, details of the project financing and other potential costs or financing requirements such as contingencies, fees and any other possible costs, none of which are currently known.

A number of possible scenarios are set out below:
The numbers below are indicative and subject to change and are not a prediction of the final Rockhopper share of the project equity requirement.

If the project cost was US$1.25 billion of which debt financing was US$700 million then the Rockhopper equity contribution to the project would be approximately US$64 million, being 1/3rd of the Rockhopper 35% working interest, with the remaining 2/3 of the 35% working interest costs being funded via the post FID loan from Navitas.

If the project cost was US$1.5 billion of which debt financing was US$900 million then the Rockhopper equity contribution to the project would be approximately US$70 million, being 1/3rd of the Rockhopper 35% working interest, with the remaining 2/3 of the 35% working interest costs being funded via the post FID loan from Navitas.

If the project cost was US$1.75 billion of which debt financing was US$1 billion then the Rockhopper equity contribution to the project would be approximately US$88 million, being 1/3rd of the Rockhopper 35% working interest, with the remaining 2/3 of the 35% working interest costs being funded via the post FID loan from Navitas.

The above numbers do not include an allowance for decommissioning provisions relating to the pre first oil wells as it is currently unknown how that provision will be funded. Under the terms of the post FID loan, certain costs such as licence fees and Rockhopper specific taxes and G&A are excluded and would need to be funded directly by Rockhopper.

Possible sources of funds for the currently unknown Rockhopper project equity requirement include but are not limited to: Any proceeds from the monetisation of the Ombrina Mare arbitration, any payout under the insurance policy put in place to cover the annulment outcome, balance sheet cash, a convertible issue or other mezzanine finance instrument, an equity issue or a farm out. In the event funding was necessary and not achievable then the Group could not sanction the project.

Impairment during the year is in relation to licences that hold discovered barrels of oil that would be produced in any subsequent phases of development as well as our Southern Falkland Basin licences. This is in line with accounting standards given the limited capital we are currently spending on these licences.

OTHER RECEIVABLES
Other receivables have increased to US$62.3 million (2023: US$1.2 million). This is as a result of the year end fair value of the Monetisation Agreement of US$58.2 million and the prepayment of Award annulment insurance of US$3.9 million.

TAXATION
Current tax payable of US$1.8 million relates to amounts expected to be due in relation to the Tranche 1 proceeds received from the Monetisation Agreement. Separately as a result of the recognition of the fair value of the Monetisation Agreement an additional US$6.2 million of deferred tax liability has been recognised.

A non-current tax payable of US$22.3 million has been recognised in the year and relates to the potential liability arising from the historic farm-outs in the Falkland Islands.

On the 8 April 2015, the Group agreed binding documentation ('Tax Settlement Deed') with FIG in relation to the tax arising from the Group's 2012 farm out. The Tax Settlement Deed confirms the quantum and deferment of the outstanding tax liability and is made under Extra Statutory Concession 16. The Tax Settlement Deed also states that the Group is entitled to make adjustment to the outstanding tax liability if and to the extent that the Commissioner is satisfied that any part of the Development Carry becomes irrecoverable. In September 2022 the transaction enabling Harbour Energy plc to exit and Navitas to enter the North Falkland Basin completed. Under the transaction the balance of Development Carry became irrecoverable.

Following the transaction professional advice (the 'Advice') was sought over whether the Group was entitled to adjust the tax returns for the irrecoverable Development Carry. The Advice confirmed that it is probable that the Group is entitled to adjust the outstanding tax liability. As such the Group submitted tax returns on this basis. FIG disagreed with this analysis and asserted that the Group continued to owe £59.6 million payable around first oil. Based on the information as at 31 December 2023 the Directors made a judgement to derecognise any liability, given that it was considered the most probable outcome based on the Advice.

Separately the Group submitted tax returns in relation to the farm out to Navitas that occurred immediately after their acquisition, from Harbour Energy plc of the company that holds the North Falkland's Basin licences. The consideration for this transaction was the provision of loan funding to the Group to cover the majority of its share of Sea Lion Phase 1 related costs from transaction completion up to FID through a loan from Navitas with interest charged at 8% per annum (the 'Pre-FID Loan'). Subject to a positive FID, Navitas will provide an interest free loan to fund two-thirds of the Group's share of Sea Lion Phase 1 development costs (for any costs not met by third party debt financing). The Directors are confident that the Group has sufficient losses to ensure no tax liability will arise.

The Group has continued discussions with FIG to resolve differences regarding any outstanding tax liability arising from the Tax Settlement Deed and recognise that the current arrangements make the project financing for Sea Lion significantly more difficult.

Given these discussions, and notwithstanding the Advice, the level of uncertainty relating to the potential tax liability has increased. For this reason, the Directors' have recognised a liability this year, which has been determined with reference to a probability weighting approach to reflect the additional uncertainty. For the avoidance of doubt there is no agreement to date with FIG and the ultimate tax liability could be materially different.

Should it be proven that there is no entitlement to adjustment under the Tax Settlement Deed then the outstanding tax liability would be £59.6 million and still payable on the earlier of: (i) the first royalty payment date on Sea Lion; (ii) the date of which Rockhopper disposes of all or a substantial part of the Group's remaining licence interests in the North Falkland Basin; or (iii) a change of control of Rockhopper Exploration plc.

WARRANTS

During 2022 by way of a Placing and Subscription and an Open Offer in July 2022 the group issued Warrants. Each Warrant gave the holder the right to subscribe for one new Ordinary Share at a price of 9 pence per Ordinary Share (the 'Strike Price') at any time from the issue of the Warrants up to (and including) 5.00 p.m. on 31 December 2023.

At the start of the year 20.3 million shares were issued in relation to Warrants that were validly exercised immediately prior to their expiry. This raised US$2.2 million of net proceeds.

LIQUIDITY, COUNTERPARTY RISK AND GOING CONCERN

The Directors have performed an assessment of whether the Company and Group would be able to continue as a going concern until at least September 2026. In their assessment, the Group has taken into account its financial position, expected future performance, its debt and other available credit facilities, its working capital and capital expenditure commitments and forecasts.

At 31 December 2024, the Group had cash and cash equivalents and term deposits of US$20.9 million and the Group benefits from loan funding for its share of all Sea Lion pre-sanction costs (other than licence fees and taxes), historically the largest annual expenditure. This loan funding is the Group's only external debt and is long term, ultimately repayable out of future cash flows from any Sea Lion Development.

Based on a detailed cash flow forecast prepared by management, in which it included any reasonable possible change in the key assumptions on which the cash flow forecast is based, the Board of Directors have a reasonable expectation that the Group will have adequate resources to continue in operational existence.

The cash flow forecast does not include the benefit of any further proceeds from the Ombrina Mare Award should that be through the Monetisation Agreement or insurance. It also does not include any post sanction Sea Lion costs. The Group benefits from a Post FID loan which will cover two thirds of its share of project equity costs. It is possible that to enable sanction the Group will need to raise additional finance to cover its proportion of unfunded project costs. The exact quantum is still to be determined but the Directors believe that, to the extent necessary, extra funding will be achievable based on current expectations of project costs and funding availability. Ultimately from a going concern perspective project sanction is a discretionary act and if funding was not achievable then the Group would not sanction the project.

PRINCIPAL RISK AND UNCERTAINTIES

A detailed review of the potential risks and uncertainties which could impact the Group are outlined elsewhere in this Strategic Report. The Group identified its key risks at the end of 2024 as being:

1. failure of joint venture partners to secure the requisite funding at a project level to allow a Sea Lion Final Investment Decision;
2. availability and access to capital at a Group level;
3. oil price volatility; and
4. joint venture partner and wider stakeholder alignment.

INTERNAL CONTROLS AND RISK MANAGEMENT

The Board is responsible for establishing and maintaining the system of internal controls which has been in place throughout 2024.

The Directors are responsible for the Group's system of internal control and for reviewing its effectiveness. The Group's system of internal control is designed to manage rather than eliminate the risk of failure to achieve the Group's business objectives and therefore provides reasonable, rather than absolute, assurance against material misstatement or loss.

The Group operates a series of controls to meet its needs. The Audit & Risk Committee considers annually whether there is requirement for an independent internal audit function. It has agreed there is no necessity at present given the current size and complexity of the business.

The internal financial controls continue to be reviewed as the Group approaches sanction of Sea Lion Phase 1. It is anticipated that a further review of the Group's financial controls will be conducted in the event of any further change of personnel and/or the business model.

The process of monitoring and updating internal controls and procedures continues throughout the year and a risk management process is in place. Existing processes and practices are reviewed to ensure that risks are effectively managed around a sound internal control structure.

A fundamental element of the internal control structure involves the identification and documentation of significant risks, the likelihood of those risks occurring, their potential impact and the plans for managing and mitigating each of those risks. These assessments are reviewed by the Board. The plans are discussed, updated and reviewed at each board meeting, and any matters arising from internal reviews or external audit are also considered.

PRINCIPAL RISKS AND UNCERTAINTIES

	Description	Impact
STRATEGIC	**Sufficient funding required to develop the Sea Lion project may not be obtained, the funding may not be available on favourable terms or JV partners may not fund their financial obligations.**	> Uncertain financial outcome/insufficient funds to meet financial obligations and operational obligations, potentially leading to insolvency; > Restricted work programs due to lack of capital; > Possible failure to achieve FID; > Increased cost of development; > Delay in future cash flow; > Reduced value creation; > Loss of investor confidence; and > Possible reduction in working interest in licences and, in extremis, potential loss of licence interests.
STRATEGIC	**The sovereignty of the Falkland Islands is disputed.**	> Open aggression is not expected but certain service providers and financial institutions may choose not to provide services for fear of the impact an association may have on their business in Argentina.
STRATEGIC	**The JV partners may not receive the approvals required to develop Sea Lion.**	> Schedule risk; > Delay in future cash flow; > Loss of value; > Loss of investor confidence; > Potential loss of licence interests; and > Adverse sentiment towards the oil and gas sector could impact on approval of Environmental Impact Statement (EIS).
STRATEGIC	**The JV partners may not be able to agree a development plan.**	> The operator may have the right to carry out the development as an exclusive operation with the Company being deemed to have relinquished its rights in the development.
FINANCIAL	**The Company may have insufficient liquidity and funding capacity to meet its financial obligations including in respect of the Sea Lion development.**	> Uncertain financial outcome; > Insufficient funds to meet financial obligations leading to insolvency; > Restricted work programs due to lack of capital; > Possible failure to achieve FID at Sea Lion; and > Possible reduction in working interest in licences.

Mitigants	Recent changes and ongoing initiatives
> The Company actively supports the operator in its objective of securing funding for the project; and > Joint Operating Agreement and other commercial arrangements provide legal protection in the event JV partners fail to meet their obligations.	> The operator has produced an updated development plan for Sea Lion with improved economics with lower capex to first oil and opex across life of field and a lower risk project with an attractive breakeven under US$25 per barrel; > The Company is actively engaged with the operator to ensure alignment; and > Mandate has been signed by the Operator with an international well known lead technical lending bank with expertise in lending to oil and gas projects.
> The British Government has issued strong rebuttals to the Argentine claims; > The Company is in regular contact with the Foreign & Commonwealth Office; and > In a 2013 referendum the Falkland Islands voted unequivocally to remain as a British Overseas Territory.	> In 2023 Argentina unilaterally cancelled a joint co-operation pact regarding the Falkland Islands, known as the 'Foradori-Duncan Pact' which was signed in 2016; and > The President of Argentina has reiterated Argentina's non-negotiable sovereignty over the islands and suggested diplomatic means to repossess them.
> Maintenance of positive relationships with host governments and key stakeholders through regular dialogue and engagement; and > Commitment to work with the operator with the aim of developing Sea Lion in an environmentally responsible manner in accordance with all applicable regulations.	> Progress has been made with the Falkland Islands Government in relation to a range of commercial, fiscal and regulatory matters; > The Falkland Islands Government (FIG) has approved a two year extension of all the Company's licences to December 2026; and > The EIS was submitted to FIG for statutory public consultation in July 2024. In November 2024 FIG confirmed that no further public consultation was required.
> Active engagement with the operator and regulators to establish constructive and trusted working relationships; > Active participation in technical meetings to challenge, influence and/or support partners to establish a cohesive JV view and decision making; > JV agreements allow for parties to buy back exclusive operations albeit at a premium; and > The Company can elect to remove the operator from the licences in the event that there is no material progress within five years of completion of the farmout transaction subject to repayment of the pre FID loan.	> The operator has submitted an updated development plan for Sea Lion to the Falkland Islands Government which is supported by the Company; and > The operator has signed an MOU for provision of a redeployed FPSO. FEED for the FPSO commenced in November 2024. The operator is working to secure long lead equipment.
> Short-term and long-term cash forecasts are reported to the Board on a regular basis; > The Company has no debt beyond the co-venturer loan from Navitas; and > The majority of the Company's share of Sea Lion Phase 1 pre FID and development costs will be funded through loans from the operator.	> Cash resources of US$20.9 million as at 31 December 2024; > In December 2023, the Company agreed a deal to monetise the Ombrina Mare arbitration award. Following approval of the transaction by FIG the first payment tranche was received in June 2024. Tranches 2 and 3 remain payable upon a successful outcome for the Company to the annulment action brought by the Republic of Italy. The Company has insured against a full or partial annulment of the arbitration award which would result in an insurance payout of €31m; and > The Company continues to investigate options for additional funding.

	Description	Impact
FINANCIAL	**There is uncertainty as to the fiscal regime and regulatory requirements.**	> Potential impact on the Company's finanacal condition or prospects from changes in tax laws or their interpretation.
FINANCIAL	**The Company may be impacted by energy market volatility and reduction in the demand for oil and gas.**	> Impact on expected future revenues, margins, cash flows and returns; > Impact on future debt capacity; and > Lower oil and gas prices due to reduced demand.
OPERATIONAL	**The Group will need to rely on the operator and third parties to deliver asset performance and services which are integral to the Group's business.**	> Cost and schedule overruns; > Poor performance of assets; > Potential HSE challenges; and > Failure to meet work obligations.
OPERATIONAL	**There is no guarantee that the estimates of the Company's resources will be recovered.**	> Assumptions used to estimate hydrocarbon resources may prove incorrect or inaccurate; > Actual future production, revenue, taxes, capex and opex could affect the estimated quantity and value of estimated resources; and > Exploration and appraisal efforts may target ultimately uncommercial volumes of hydrocarbons.
HSE AND SECURITY RISKS	**Health, safety, environment and security incidents.**	> Serious injury or death; > Environmental impacts; > Loss of reputation; > Loss of reputation; and > Cost implications including potential regulatory penalties.
ORGANISATIONAL	**The Company depends on key management and operational personnel to manage its operations and development activities.**	> Disruption to business in event that key personnel leave; and > Loss of key knowledge and experience.

Mitigants	Recent changes and ongoing initiatives
> In 2015 agreement was reached with the Falkland Islands Government to defer the tax liability associated with 2012 farm out to Premier Oil; > Ensure legal agreements are in place to protect interests; and > Seek appropriate legal and tax advice if required.	> Interpretation of the 2015 agreement is disputed. The Company has received professional advice that no further amounts are due on the 2012 farm out. FIG maintain that the previously deferred tax liability of £59.6 million is still due. The Company continues to work with FIG to try and find a mutually acceptable outcome.
> Sustained low oil prices typically lead to a reduction in activity levels with a resultant reduction in industry development and exploration costs; and > The Company may consider it appropriate in the future to hedge a proportion of its production, particularly if the Company is reliant on such production to service debt.	> The prevailing positive oil price environment relative to the project ensure robust Sea Lion economics; and > The updated Sea Lion development plan has improved economics with breakeven at under US$25 per barrel.
> Actively engage with all JV partners to establish trusted working relationships; and > Active participation in technical meetings to challenge, apply influence and/or support partners to establish a cohesive JV view and decision making.	> The Company is in regular communication with the operator with regards to all aspects of the Sea Lion development. It continues to provide input and challenge as these plans evolve.
> The Company employs qualified and experienced technical personnel; > External consultants are commissioned on behalf of the JV to support technical evaluations or provide independent assessments; and > A prudent range of possible outcomes are considered within the planning and budgeting process.	> In November 2024 the operator announced completion of an updated independent resource report for Sea Lion which showed a further increase in certified 2C recoverable oil resources from the previously published report in January 2024 and 2C recoverable gas resources.
> Regular review of HSE policies and procedures to ensure full compliance with industry 'best practice' as well as all appropriate international and local rules and regulations; and > Ensure site maintenance of all operated sites.	> During 2023 succesfully carried out operations to remove facilities at Monte Verdese concession in Italy without any actual or near miss HSE incidents.
> Training and development opportunities are considered for all staff and Board members; > The CEO and senior staff have notice periods of between 6 and 12 months to ensure sufficient time to handover responsibilities in the event of a departure; > Succession planning considered regularly at Board level; and > The Remuneration Committee regularly evaluates compensation and incentivisation schemes to ensure they remain appropriate and competitive.	> A new Chairman and Non-Execuitve Director were appointed in 2023 with significant corporate and operational experience in the oil and gas sector; and > Despite a reduction in staff levels and contracts in 2020, all senior managers have been retained on a part-time basis.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE STATEMENT

Rockhopper's strategy is to explore, appraise, develop and produce its operated and non-operated assets both safely and sustainability. As an oil and gas exploration and production business our role is to produce hydrocarbons in an environmentally responsible manner.

The key elements of this strategy include:
> Maintaining the highest standards of Health, Safety and Environmental protection;
> Committing to long-term partnerships with our host governments and communities; and
> Operating to the highest regulatory and governance standards.

The Company fully recognises that the oil and gas industry, alongside other stakeholders such as governments, regulators and consumers, must contribute to reduce the impact of carbon-related emissions on climate change, and is committed to contributing positively towards the drive to net-zero.

Navitas is Operator of all of the Group's North Falkland Basin licences, including the Sea Lion development. Rockhopper intends to work with Navitas to develop Sea Lion in an environmentally responsible manner in accordance with all applicable regulations. This work will continue as the new Sea Lion project development is refined by the Operator.

An extensive Environmental Impact Statement for the Sea Lion project was completed in 2020. The Operator submitted an updated EIS to FIG for statutory public consultationin July 2024. In November 2024 FIG confirmed that no further public consultation was required.

HEALTH, SAFETY AND ENVIRONMENTAL PROTECTION

Maintaining high standards of Health, Safety and Environmental (HSE) protection is achieved through:
> Strong leadership and clearly defined responsibilities and accountabilities for HSE at all levels of the organisation;
> Selection of competent personnel to manage activities;
> Compliance with regulatory and other applicable requirements, or where regulations do not exist, application of industry standards;
> Identifying, assessing and managing HSE risks and preventing pollution;
> Developing specific HSE plans for each operational project;
> Selecting competent contractors and ensuring that they are effectively managed;
> Preparing and testing response plans to ensure that any incident can be quickly and efficiently controlled, reported and investigated to prevent recurrence;
> Continual improvement of HSE performance through monitoring, regular reporting and periodic audits; and
> Periodic management reviews to identify and implement improvements to our HSE systems.

This policy is implemented through our HSE Management System, which has been prepared to be consistent with international standards for HSE management including ISO14001 and ISO18001.

Our HSE Management System is used to guide all our activities and will not be compromised by other business priorities. Application of the HSE Management System will include preparation of detailed Environmental Impact Statements ('EISs') for all of the Group's activities. The preparation of the EIS includes consultation with interested parties and the local Government as well as public meetings to present findings and obtain feedback from the local community.

For our non operated ventures one of our key roles is to seek to ensure (wherever possible) that the Operator maintains high standards of HSE protection in line with our management systems.

LONG-TERM PARTNERSHIPS WITH HOST GOVERNMENTS AND COMMUNITIES

Rockhopper has been operating offshore in Falkland Islands' waters since 2004. We are a long-term partner of the Falklands and our aim has always been to support the rights of the Falkland Islanders to develop their natural resources for their own economic benefit.

The Falkland Islands has a population of approximately 3,000 people and each member is considered a stakeholder in the Group's strategy. We recognise that a key element in maintaining stakeholder support is regular communication at all levels. Our primary point of contact is the Falkland Islands Government Department for Mineral Resources and since inception we have had good communication with all of the team there. Since the start of operations, we have increasingly liaised with other government departments, such as the Secretariat and the Tax Office as well as the Governor. This includes travelling to the Islands for face-to-face meetings as we recognise the importance of this in terms of building long-term partnerships.

HIGHEST REGULATORY AND GOVERNANCE STANDARDS

The Board fully recognises that good governance supports the execution of the Company's strategy and delivery of shareholder value. Rockhopper's Board is committed to maintaining high standards of corporate governance and to ensuring that the Company's values are promoted and its strategy clearly communicated.

The Company has put in place a number of policies and procedures which are designed to promote a healthy corporate culture and ensure that ethical and transparent behaviour is followed.

These include the:
> HSE Policy;
> Code of Business Conduct and Social Responsibility;
> Anti-Bribery and Corruption Policy and Procedures; and
> Share Dealing Code.

In addition, in 2018, the Board adopted the Quoted Companies Alliance Corporate Governance Code (the 'QCA Code'), which is designed for small to mid-sized companies and which has been adopted by many AIM companies. The Company will adopt the updates introduced by the 2023 Quoted Companies Alliance Corporate Governance Code going forward in order to maintain the highest possible standards of governance.

DIRECTORS' STATEMENT UNDER SECTION 172 (1) OF THE COMPANIES ACT 2006

Section 172 (1) of the Companies Act obliges the Directors to promote the success of the Company for the benefit of the Company's members as a whole.

The section specifies that the Directors must act in good faith when promoting the success of the Company and in doing so have regard (amongst other things) to:

a) The likely consequences of any decision in the long term;
b) The interests of the Company's employees;
c) The need to foster the Company's business relationship with suppliers, customers and others;
d) The impact of the Company's operations on the community and environment;
e) The desirability of the Company maintaining a reputation for high standards of business conduct, and
f) The need to act fairly as between members of the Company.

The Board of Directors is collectively responsible for the decisions made towards the long-term success of the Company and the way in which the strategic, operational and risk management decisions have been implemented throughout the business is detailed in this Strategic Report.

Employees

Our employees are one of the primary assets of our business and the Board recognises that our employees are the key resource which enables the delivery of the Company's vision and goals.

We ensure that:

> Health, Safety and the Environment are considered paramount throughout the organisation;
> There is competitive pay and employee benefits;
> There is ongoing training provided and development and career prospects are available;
> There are freely available company policies and procedures;
> Employees are informed of the results and important business decisions and are encouraged to feel engaged and to improve their potential; and
> Working conditions are favourable.

The Company has worked to ensure that employees are safe and well, both physically and mentally. The majority of staff work in the office on a hybrid basis.

The Remuneration Committee oversees and makes recommendations on executive remuneration and any long-term share awards. The Board encourages management to continually improve employee engagement and to provide necessary training in order to use their skills in the relevant areas in the business.

Suppliers, customers, JV partners and regulatory authorities

The Board acknowledges that a strong business relationship with suppliers, customers and JV partners is a vital part of growth. The Board upholds ethical business behaviour across all of the Company's activities and encourages management to seek comparable business practices from all suppliers, customers and JV partners doing business with the Company. We value the feedback we receive from our stakeholders and we take every opportunity to ensure that where possible their wishes are duly considered.

Community and environment

The Company fully recognises that the oil and gas industry, alongside other stakeholders such as governments, regulators and consumers, must contribute to reduce the impact of carbon-related emissions on climate change, and is committed to contributing positively towards the drive to net-zero.

Maintaining high standards of business conduct

The Company is incorporated in the UK and governed by the Companies Act 2006. The Company has adopted the QCA Code and the Board recognises the importance of maintaining a good level of corporate governance, which together with the requirements to comply with the AIM Rules ensures that the interests of the Company's stakeholders are safeguarded. The Board has directed that ethical behaviour and business practices should be implemented across the business. Anti-corruption and anti-bribery training are compulsory for all staff and contractors and the anti-bribery statement and policy is provided on the Company's website. The Company's expectation of honest, fair and professional behaviour is reflected by this and there is zero tolerance for bribery and unethical behaviour by anyone representing the Company.

The importance of making all employees feel safe in their environment is maintained and a Whistleblowing Policy is in place to enable staff to confidentially raise any concerns freely and to discuss any issues that arise. Strong financial controls are in place and are well documented. The Board regularly considers the key business risks and a risk matrix is discussed by the Board on a regular basis.

Shareholders
The Board places equal importance on all shareholders and recognises the significance of transparent and effective communications with shareholders. As an AIM listed company there is a need to provide fair and balanced information in a way that is understandable to all stakeholders and particularly our shareholders.

The primary communication tool with our shareholders is through the Regulatory News Service, ('RNS') on regulatory matters and matters of material substance. The Company's website provides details of the business, investor presentations and details of the Board and Board Committees, changes to major shareholder information and QCA Code disclosure updates under AIM Rule 26. Changes are promptly published on the website to enable the shareholders to be kept abreast of the Company's affairs. The Company's Annual Report and Notice of Annual General Meetings (AGM) are available to all shareholders.

The Interim Report and other investor presentations are also available on our website.

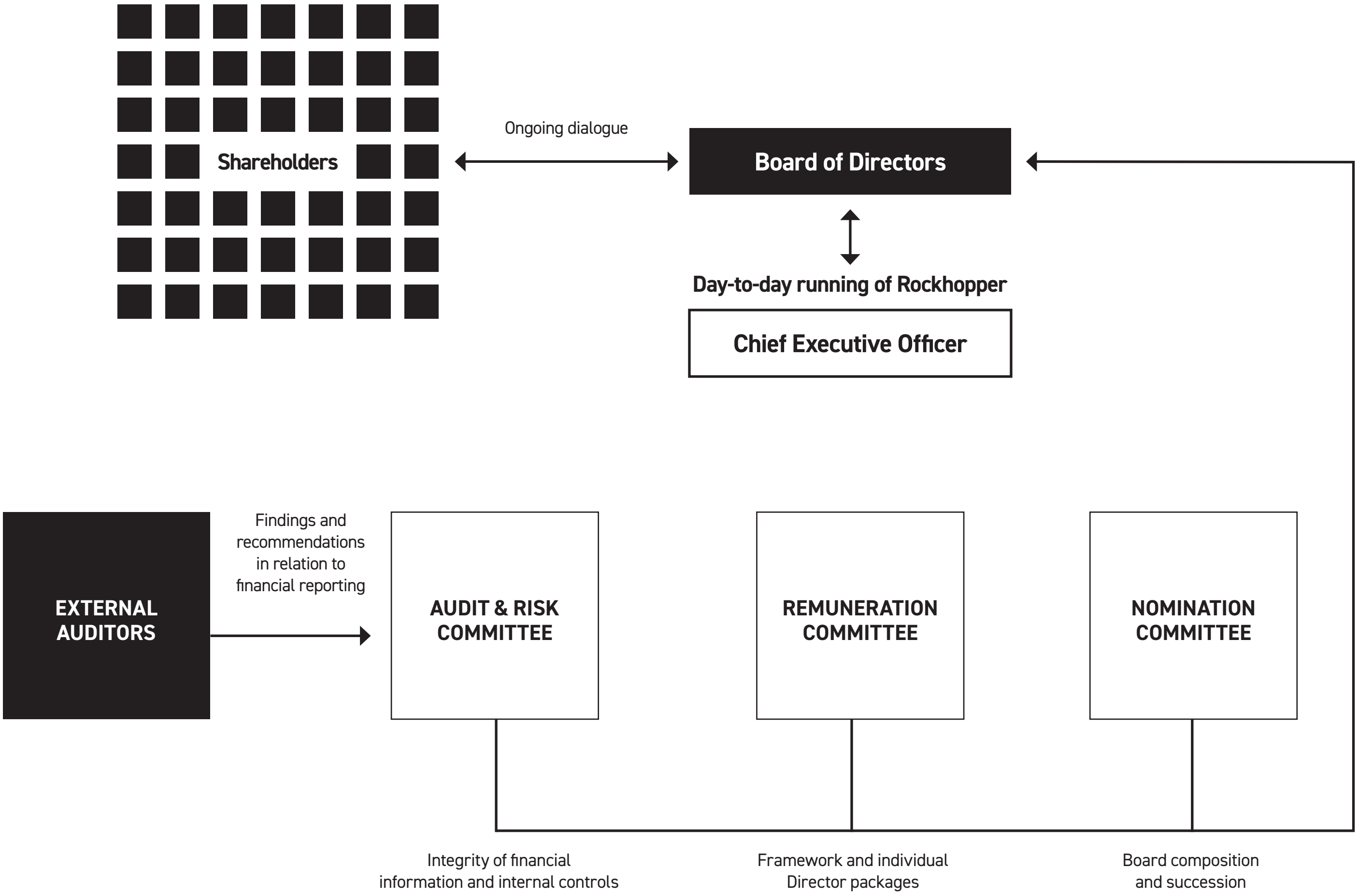
The Board acknowledges that encouraging effective two-way communication with shareholders encourages mutual understanding and better connection with them. Investor events are also arranged with shareholders throughout the year which present an opportunity for shareholders to speak with the Executive Directors in a formal environment and in more informal one to one meetings. By providing a variety of ways to communicate with investors the Company feels that it reaches out to engage with a wide range of its stakeholders. The Company has endeavoured to maintain communication with investors and believes that engagement has been carried out efficiently.

Approval of Strategic Report
This Strategic Report was approved by the directors and signed on their behalf on 28 May 2025 by:

Samuel Moody
Chief Executive Officer

ROCKHOPPER BOARD

How your Board works



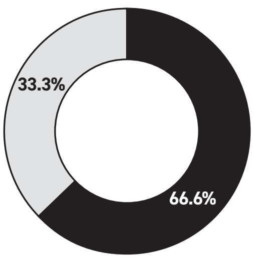
Corporate diversity

Company composition – employees

Nine employees including CEO

GENDER

Female

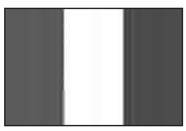


Male

NATIONALITY

78% British

22% Italian



Non-executive director composition

TENURE

33%

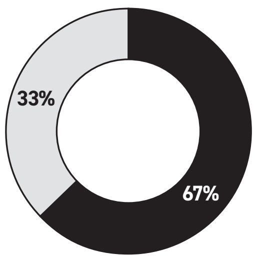
3-6 years

67%

0-3 years

GENDER

Female



Male

BOARD OF DIRECTORS

Simon Thomson
Non-Executive Chair 60

Skills and experience
Simon is a highly experienced oil and gas executive with experience in international corporate transactions, international arbitrations and legal disputes.

Simon held the position as Chief Executive of Cairn Energy plc (subsequently Capricorn Energy PLC) from 2011 until 2023, having joined Cairn in 1995.

Appointed to board: October 2023

Committee membership:
> Nomination (Chairman)

External appointments:
—

Samuel Moody
Chief Executive Officer 55

Skills and experience
Sam is a co-founder of Rockhopper and has been responsible for building and managing the group from its formation in early 2004.

Sam previously worked in several roles within the financial sector, including positions at AXA Equity & Law Investment Management and St Paul's Investment Management.

Appointed to board: February 2005

Committee membership:
—

External appointments:
—

Alison Baker
Senior Independent Director 54

Skills and experience
Alison has 25 years' experience in provision of audit, capital markets and advisory services.

Alison previously led the UK and EMEA Oil & Gas practice at PricewaterhouseCoopers and prior to that the UK Energy, Utilities and Mining Assurance practice at Ernst & Young.

Appointed to board: September 2018

Committee membership:
> Audit & Risk (Chairman)
> Remuneration
> Nomination

External appointments:
Director:
> Helios Towers plc
> Endeavour Mining Plc
> Capstone Copper Corp

Paul Mayland
Independent Non-Executive Director 57

Skills and experience
Paul has over 30 years' experience in the upstream oil and gas industry and has been instrumental in overseeing numerous final investment decisions.

Paul was appointed as Senior Vice President – International Gas & LNG at ADNOC in September 2023. Previously he was Chief Operating Officer of Cairn Energy Plc (subsequently Capricorn Energy PLC) and prior to that worked at BG Group and Vermilion Energy.

Appointed to board: October 2023

Committee membership:
> Remuneration (Chairman)
> Audit & Risk
> Nomination

External appointments:
Director: ADNOC International UK Limited

GOVERNANCE REPORT

Introduction by the Chairman, Simon Thomson
Rockhopper is listed on the AIM Market of the London Stock Exchange (AIM) and as such is required to apply a recognised corporate governance code. The Board has adopted the Quoted Companies Alliance Corporate Governance Code (the "QCA Code"), which is designed for small to mid-sized companies and which has been adopted by many AIM companies.

During 2023, the QCA published an updated corporate governance code (the "2023 QCA Code") which will apply to financial years beginning on or after 1 April 2024. The Company has undertaken a review of compliance with the ten principles of the 2023 QCA Code and has considered the areas where compliance is appropriate for the Company at this stage in its development. It is intended that the migration process to the 2023 QCA Code will continue where appropriate and disclosed in the 2025 Annual Report and on the Company's website under the corporate governance section of the AIM Rule 26 disclosure.

Corporate Governance Statement
As Chairman of the Company, I believe that strong governance supports the execution of the Company's strategy and delivery of shareholder value. Along with the rest of the Board, I am committed to ensuring that high standards of corporate governance are maintained and that the governance structures and processes are fit for purpose and support good decision making by the Board. All Board members work to ensure that the Company's values are promoted and its strategy clearly communicated across the Group and to shareholders and stakeholders.

As the Company seeks to progress the Sea Lion Development to Final Investment Decision, I will continue working with the Board to ensure that this is delivered in an environment of good corporate governance and to grow the business in accordance with our values and principles for the benefit of all shareholders and stakeholders.

Corporate culture
The Company is committed to ensuring that there is a healthy corporate culture and that all employees are aware of the corporate culture which is overseen by the Board. The Company has put in place a number of policies and procedures which are designed to ensure that ethical and transparent behaviour is recognised and followed across the Group. These include the HSE Policy, Code of Business Conduct and Social Responsibility, Anti-Bribery and Corruption Policy and Procedures and Share Dealing Code.

Board composition
The Board currently consists of a Non-Executive Chairman, one Executive Director and two Non-Executive Directors, one of whom is the Senior Independent Director. There were no changes to the Board's composition during 2024.

The Board considers that the Chairman and the Non-Executive Directors are all independent. Other than any shareholdings in the Company and the receipt of fees for acting as Directors, the Chairman and Non-Executive Directors have no financial interests in the Company or business relationships that would interfere with their independent judgement. Full details of Directors' shareholdings and fees received are disclosed in the Remuneration Report of these financial statements.

GOVERNANCE REPORT CONTINUED

Board composition during the year

Name	Role	Independent	Length of service as at 28 May 2025	Date of appointment	Date of resignation
Non-Executives					
Simon Thomson	Non-Executive Chairman	Yes	1 yrs 7 mths	1 October 2023	–
Alison Baker	Senior Independent Director	Yes	6yrs 8 mths	18 September 2018	–
Paul Mayland	Non-Executive Director	Yes	1yrs 7 mths	1 October 2023	–
Executives					
Sam Moody	Chief Executive Officer	No	20yrs 3 mths	21 February 2005	–

All Directors stand for re-election by shareholders at each Annual General Meeting and each Director is subject to election by shareholders at the first Annual General Meeting following their appointment. All Directors will be standing for election or re-election, as appropriate, at the 2025 Annual General Meeting.

Senior Independent Director
Alison Baker is the Senior Independent Director.

The main responsibilities of the Senior Independent Director are as follows:

> to provide a sounding board for the Chairman and to act as an intermediary for Board members;

> to act as a point of contact for shareholders who have concerns which have not been adequately addressed by the Chairman; and

> to coordinate the Chairman's appraisal.

The Group's website contains an email contact for the Senior Independent Director should shareholders have concerns which have not been adequately addressed by the Chairman or Chief Executive Officer. The email address is also disclosed at the back of these accounts.

Role of the Board
The Board is collectively responsible for delivery of the strategy which is designed to promote the long-term success of the Company and to deliver shareholder value. This involves the discovery, development and production of hydrocarbons in a sustainable and responsible manner to meet global energy and market demand, and is principally focused on the Sea Lion field in the Falkland Islands. The Board is responsible for monitoring progress against the agreed strategic objectives and ensuring that major business risks are actively monitored and mitigated where appropriate. There is a schedule of matters reserved for the Board to ensure that the Board exercises control over the key matters which could impact on delivery of the Company's strategy. Details are provided on the Company's website under the corporate governance section of the AIM rule 26 disclosure.

Board skills and responsibilities
The Directors have a wide range of experience and skills across the oil and gas industry including technical, operational, commercial and financial both in the UK and internationally. The Chairman and Non-Executive Directors have held senior management/board/advisory positions in the industry and bring relevant experience from their current and previous positions which enable them to bring judgement on the strategic, operational, financial and governance matters which are vital to the success of the Company.

There is a clear division of responsibilities between the Chairman and Chief Executive Officer which is set out in writing and has been approved by the Board. Details are given on the Company's website. A clearly defined organisational structure exists across the Group, with lines of responsibility and delegation of authority to executive management.

Board meetings and processes
The Board has around six scheduled meetings each year with other meetings held as required. Informal meetings also take place between the Chairman and the Non-Executive Directors without management present.

At the beginning of each Board meeting, the Board receives an update from the CEO on key current activities and issues together with the Trading Update and HSE and Finance Reports and any papers relating to specific matters requiring consideration or approval. The Board considers any changes to the principal risks facing the Group at the start of the meeting and discussions take place in this context.

The appointment letters of the Non-Executive Directors detail the expected time commitment which is around 20 days a year. Non-Executive Directors undertake on joining the Company that they are able to allocate sufficient time to discharge effectively their responsibilities and are required to keep the Board updated of any changes in respect of their other commitments.

2024 Board meeting attendance

Director	Number of meetings attended
Simon Thomson – Chairman	7/7
Sam Moody	7/7
Alison Baker	7/7
Paul Mayland	7/7
Total meetings during year	**7**

Board performance evaluation
Since the year end, an internal evaluation of the Board's performance has been undertaken. The evaluation process consists of a questionnaire which is focused on strategy, risks, performance against objectives, board processes, relationships and communication and Board structure and development. The key conclusions are tabled and discussed at a Board meeting and follow up action is agreed if necessary.

Following the latest evaluation exercise, it was concluded that Board communication and processes worked well and there were no areas of immediate concern arising from the questions which had been circulated to the Board. There were a number of areas identified for further consideration including contingency and succession planning for senior management, management of shareholder communications and the introduction of reserves reporting.

The Board will consider the recommendation in the 2023 QCA Code for periodic external independent third-party evaluations.

Chairman performance evaluation
Since the year end, the Senior Independent Director and Company Secretary have facilitated a review of the Chairman's performance. The evaluation process consists of obtaining feedback from each Director on the performance of the Chairman across his specific areas of responsibility with any relevant feedback discussed with the Chairman.

There is no process currently in place for the review of the performance of individual Directors.

Board induction, training and outside advice
There is no formal induction process in place but new Directors receive an appropriate induction according to their requirements which is coordinated by the Company Secretary. This usually includes the following:

Board	Board papers and minutes for prior 12 months
	Schedule of matters reserved for the Board
	Delegated financial authorities.
Committees	Terms of reference for all Board Committees
	Minutes of relevant Committee meetings for prior 12 months.
Policies	Copies of current policies and procedures including Anti-Bribery and Corruption, Code of Business Conduct, Share Dealing Code, Internal Control and Financial Proceures and Market Abuse Regulation.
Organisation	Group structure chart.
Governance	Briefing on AIM obligations from the NOMAD.
Commercial	Management summaries of key transactions.
Insurance	Details of Directors' and officers' liability cover.
Shareholders	Overview of the breakdown of the share register including details of major shareholders.

New directors are also encouraged to meet with members of the senior management team to get a thorough understanding of the Group's key assets and operations.

The Board supports Directors who wish to receive ongoing training and education relating to their duties.

External directorships and interests
Executive Directors are permitted to engage in other activities and businesses outside the Group providing that there is no risk of conflict with their executive duties and subject to full Board disclosure.

Non-Executive Directors are required to advise the Chairman as soon as practicable of any proposed Board appointments which could give rise to a conflict with their position as a Director of the Company. Details are circulated to other Board members who are invited to advise the Chairman or Company Secretary if they have any concerns about the proposed appointment.

Conflicts of interest
The Board has in place a procedure for dealing with the consideration and authorisation of any actual or potential conflicts of interest.

All Directors are aware of the requirement to advise the Chairman and Company Secretary of any situations which could give rise to a conflict or potential conflict of interest. If requested by the Chairman, a Director will absent themselves from any Board discussions and decisions on matters where there is an actual or perceived conflict of interest.

Company Secretary
The Board has a qualified Company Secretary and all Directors have access to her for advice and services. The Company Secretary is responsible for ensuring that there is a good information flow within the Board and Board Committees and between the Chief Executive Officer and Non-Executive Directors. The Company Secretary advises the Board on corporate governance matters and provides support as required to ensure that members of the Board and Board Committees can discharge their duties properly and effectively.

GOVERNANCE REPORT CONTINUED

Political and charitable donations
The Group made no charitable or political donations during the year (2023: nil).

Communication with shareholders
The Company engages with shareholders in a variety of ways:

Meetings The Chief Executive Officer has regular discussions with major shareholders and the investment community which allows exposure to new investors. This process includes presentations, one-to-one meetings, analyst briefings and press interviews. The Chief Executive Officer regularly briefs the Board on these contacts and relays the views expressed. Copies of analyst research reports, press reports and industry articles are circulated to all Directors and ensures that the Board is aware of the views of its major shareholders.

Website The Company's website is updated regularly with presentations and corporate updates which ensures that existing and potential investors have access to up to date and relevant information.

Annual Report The Company's annual report gives a detailed overview of the Company's strategy, operations, financial position, risk profile and remuneration structure and is available in hard copy and on the website. This ensures that existing and potential investors are provided with the information that they need to make an assessment of the Company's performance and prospects.

AGM The AGM is attended by all Directors. The Chairman gives an overview of the Company's performance in the period since the previous AGM and the Chief Executive Officer gives a detailed operational and financial update. The AGM is mainly attended by retail investors and gives them the opportunity to address questions to the Board.

Simon Thomson
Non-Executive Chairman

28 May 2025

AUDIT & RISK COMMITTEE CHAIRMAN'S REPORT

Introduction by the Audit & Risk Committee Chairman, Alison Baker
I am pleased to present the report of the Audit & Risk Committee for the year ended 31 December 2024. The report includes details of the committee's activities during the financial year and since the year end.

Committee composition
The members of the Audit & Risk Committee are Alison Baker as Chairman, Paul Mayland and Simon Thomson who was appointed as a committee member in December 2024.

The Board considers all members of the committee to be independent and is satisfied that at least one member of the committee, Alison Baker, has recent and relevant financial experience.

The Company Secretary acts as secretary of the committee.

Meetings
The Audit & Risk Committee met four times during the year and informal discussions were also held both with and without management present. The external auditors had discussions with the Chairman of the committee during the course of the year. The external auditors also met the committee members without management present.

Only members of the committee have the right to attend the meetings of the committee but the committee can invite the Chief Executive Officer, members of senior management including the CFO and representatives of the external auditors to attend its meetings.

Following each meeting, the Chairman of the committee reports formally to the Board on the main matters discussed by the committee.

Details of the meetings attended during the financial year were as follows:

2024 Audit & Risk Committee meeting attendance

Director	Number of meetings attended
Alison Baker – Chairman	4/4
Paul Mayland	4/4
Simon Thomson (appointed 3 December 2024)	4†
Sam Moody (CEO)	4†
Total meetings during year	**4**

† Invitee (S Thomson was an invitee as all meetings occurred prior to his appointment as a committee member)

Role
The core terms of reference of the Audit & Risk Committee include reviewing and reporting to the Board on matters relating to:

> the audit plans of the external auditors;
> the Group's overall framework for financial reporting and internal controls;
> the Group's overall framework for risk management;
> the accounting policies and practices of the Group; and
> the annual and periodic financial reporting carried out by the Group.

The committee is responsible for notifying the Board of any significant concerns that the external auditors may have arising from their audit work, any matters which may materially affect or impair the independence of the external auditors, any significant deficiencies or material weaknesses in the design or operation of the Group's internal controls and any serious issues of non-compliance. No such concerns were identified during the financial period.

The Audit & Risk Committee's terms of reference are available on the Company's website.

Key matters considered by the committee
During the year, the issues considered by the committee included:

- Group financial disclosures and accounting matters including impairment of intangible assets, going concern, taxation, intercompany balances, arbitration award and asset rehabilitation and decommissioning provision;
- External auditors' audit plan and reports concerning its audit and review of the financial statements of the Group;
- Interim and full year financial statements;
- External auditors' fees and auditor independence;
- Auditor performance with reference to agreed KPIs;
- Review of the Group's systems of internal controls and risk management and effectiveness of the systems and processes pertaining to risk identification, classification and mitigation;
- Review of committee performance and effectiveness in respect of the 2024 financial year; and
- Whistleblowing procedures and shareholder concerns.

AUDIT & RISK COMMITTEE CHAIRMAN'S REPORT CONTINUED

Going concern
As part of the year end reporting process, management prepares a detailed report including detailed cashflow forecasts with a number of potential scenarios and sensitivity assumptions. The committee reviews and challenges management's assumptions and conclusions in order that it can provide comfort to the Board that management's assessment has been challenged and is supported and that it is appropriate to prepare the financial statements on a going concern basis. Further details of the going concern considerations are contained in Note 1.5 of the Group financial statements.

External auditors
The committee recommends to the Board the appointment of the external auditors, subject to the approval of the Company's shareholders at a general meeting. Shareholders in a general meeting authorise the Directors to fix the remuneration of the external auditors.

BDO LLP have been the Group's auditors since 2021.

The committee is responsible for the approval of the provision of all audit services and permitted non-audit services undertaken by the external auditors. The committee considers the independence of the external auditors as part of the annual audit cycle in accordance with the policy on auditor independence and objectivity which is available on the Company's website.

The committee considered the effectiveness and quality of the external auditors after the conclusion of the annual audit and has recommended to the Board the re-appointment of the auditor at the forthcoming AGM.

Audit & Risk Committee performance
The Chairman of the committee and Company Secretary undertake an annual review of the committee's performance and effectiveness with reference to the Financial Reporting Council's guidance to listed companies on the composition, role and responsibilities of the audit committee. The key conclusions are discussed by the committee and follow up action is agreed if necessary.

In respect of the committee performance review undertaken for the 2024 financial year, the committee noted the key observations, proposed changes to the performance ratings and the update on actions agreed from the prior year review specifically:

> Implementation of the specific KPIs to be used to assess the performance of the external auditors;
> The risk matrix which had been updated to reflect the change in the risk profile as the Company moves towards a Final Investment Decision (FID) on Sea Lion and the effectiveness of internal controls to manage those risks;
> A change to the committee's constitution with the appointment of the Board Chairman as a member of the committee.

The committee concluded that its constitution was appropriate for the size of the business. The committee noted that Paul Mayland had recent and relevant experience in respect of risk management from his previous position and roles at Cairn Energy plc (subsequently Capricorn Energy PLC) and that Simon Thomson brought significant industry experience to discussions.

Internal Audit
Given the stage of the Company, the committee does not believe there is currently a need for a separate Internal Audit function. As part of the overall internal control considerations this will be kept under review as the Company moves forward to FID on the Sea Lion Development.

Whistleblowing and anti-bribery
The Company has in place a whistleblowing policy and procedure which encourages staff to raise in confidence any concerns about business practices and the external communications are received directly by the committee Chairman.

The Company is committed to conducting all of its business dealings in a responsible, honest and ethical manner. All employees, Directors and consultants are required to have regard to the Company's Code of Business Conduct and Corporate Social Responsibility in their day to day business behaviour and dealings. The Company also has in place Anti-Bribery and Corruption Policy and Procedures .

Alison Baker
Audit & Risk Committee Chairman

28 May 2025

NOMINATION COMMITTEE CHAIRMAN'S REPORT

Introduction by the Nomination Committee Chairman, Simon Thomson
I am pleased to present the report of the Nomination Committee for the year ended 31 December 2024 which includes details of the committee's activities during the financial year.

Committee composition
The committee is chaired by the Chairman of the Board with both Non-Executive Directors as its members. The Board considers all members of the committee to be independent.

The Company Secretary acts as secretary of the committee.

Meetings
The committee met twice during the year. Only members of the committee have the right to attend the meetings but the committee can request the attendance of the Chief Executive Officer.

Details of the meetings attended during the financial year were as follows:

2024 Nomination Committee meeting attendance

Director	Number of meetings attended
Simon Thomson – Chairman	2/2
Alison Baker	2/2
Paul Mayland	2/2
Sam Moody (CEO)	1[†]
Total meetings during year	**2**

* Invitee

Role
The role of the committee is to consider Board member succession, review the structure and composition of the Board and its committees and identify and make recommendations for any changes to the Board. Any decisions relating to the appointment of Directors are made by the entire Board based on the merits of the candidates and the relevance of their background and experience, measured against objective criteria, with care taken to ensure that appointees have enough time to devote to the job.

Key matters considered by the committee
The issues considered by the committee during the financial year included:

- Extension of the tenure of Alison Baker for a further three year term;
- Promotion of the Interim CFO to CFO, a non-Board position;
- External appointments of Non-Executive Directors.

Succession planning
The Company is committed to appointing, retaining and developing an experienced team which can effectively manage the Company's objectives and deliver its strategy. When considering succession planning, the committee will evaluate the balance of skills and experience on the Board and make recommendations to the Board on the basis of what it considers the Company needs in order to support delivery of the agreed strategic objectives. The committee is committed to recruiting on merit measured against objective criteria and to diversity on the Board when considering future changes to Board constitution.

The committee recognises the need for progressive refreshing of the Board. In October 2023, a new Chairman and Non-Executive Director were appointed. The committee considers that the Board composition is appropriate for this stage in the Company's development but will continue to keep succession planning for Board members and the senior management team under consideration.

The management of human resources across the Group is a matter for the executive team but the Non-Executive Directors are advised in advance of recruitment plans in respect of senior appointments.

Simon Thomson
Nomination Committee Chairman

28 May 2025

REMUNERATION REPORT

Annual Statement
Introduction by the Remuneration Committee Chairman, Paul Mayland
I am pleased to present the Directors' Remuneration Report ('Report') for the year ended 31 December 2024.

The Report is divided into two sections:

A. The Policy report which sets out the current Remuneration Policy.
B. The Annual Report on Remuneration which sets out details of the operation of the Remuneration Committee and details of the Directors' remuneration packages for the year ended 31 December 2024. It also sets out details of the implementation of the Remuneration Policy for Executive and Non-Executive Directors for the year ending 31 December 2025.

Since the year end , we have taken the opportunity to seek advice from FIT Remuneration Consultants ('FIT') as we enter a critical stage of progress for the Sea Lion Development and with the completion of the 2020 Share Option Plan. We asked them to review our Remuneration Policy, benchmarking salaries and Non-Executive Director fees, helping us to develop a new Long-Term Incentive Plan (LTIP) and transition to a more standard annual bonus scheme.

The legacy arrangements will be honoured, in particular the Sea Lion Final Investment Decision or Project Sanction bonus of between 100 and 200% of salary, an event which we anticipate and on which the Rockhopper team is fully focused during 2025. This remains the single most important value creation catalyst for shareholders and the Committee recognises the significance of unlocking the initial value and potentially further value associated with this critical milestone.

The committee is satisfied that the outcomes, in respect of the incentives and remuneration during the financial year under review, are appropriate and balanced. The committee will continue to ensure that the Company's Remuneration Policy and practices are kept under review to ensure that they remain appropriate for the Company at its stage of development and that they do not encourage any unnecessary risk taking by the management team.

The committee has considered the application of the new Quoted Companies Alliance Corporate Governance Code (the "2023 QCA Code") in relation to remuneration matters. The committee has agreed that the Remuneration Report, which includes the Remuneration Policy, will be put to an advisory shareholder vote at the 2026 AGM. The committee has also agreed to put the new LTIP to a binding shareholder vote at this year's AGM. Details of the new LTIP are contained in the Notice of 2025 AGM and explanatory notes.

Paul Mayland
Chairman of the Remuneration Committee

28 May 2025

A. Remuneration Policy

This part of the Report sets out the remuneration policy for the Company. The policy for Executive Directors is determined by the committee and the committee approves any adjustments to salary and bonus awards for all employees with input from the CEO where appropriate. The committee also decides on awards to Executive Directors and senior employees under the Company's long-term incentive plans.

The aim of the committee is to ensure that remuneration packages are sufficiently competitive to attract, retain and motivate individuals of the quality required to achieve the objectives of the Group and thereby enhance shareholder value. The committee also aims to ensure that all employees receive rewards that fairly reflect their seniority, level of work and contribution to the Company's success.

Executive Director Policy

The summary of the remuneration policy for Executive Directors is set out below. Full details of the remuneration package of the CEO, who is currently the sole Executive Director, is given in the Report on Remuneration on page 34.

SALARY

Purpose and link to strategy	> To provide an appropriate salary level to support retention and recruitment of Executive Directors and ensure that Executive Directors are appropriately rewarded in relation to their role and responsibilities, particularly in respect of leading the Company.
Operation	> Base salaries are reviewed annually and have in recent years been increased in line with the average of the Office of National Statistics (ONS) published CPI and RPI changes over the previous 12 months
Opportunity	> Salary increases will usually be in line with increases awarded to other employees
Performance metrics	> Not applicable for base salaries

BENEFITS

Purpose and link to strategy	> To provide a competitive and comprehensive range of benefits to assist in attracting and retaining the calibre of Executive Directors required for delivery of corporate and strategic objectives
Operation	> The benefits package for Executive Directors includes private medical insurance, critical illness, income protection and life assurance cover. Benefits are administered internally and a review of providers and prices is conducted from time to time to ensure that the level of rates and cover remains competitive
Opportunity	> The benefits package is set at a level that the committee considers is appropriate for the Company's size > The value of benefits will vary each year according to the cost of provision
Performance metrics	> Not applicable for benefits package

PENSION

Purpose and link to strategy	> To provide an appropriate level of pension contribution for Executive Directors whilst minimising the administrative burden for the Company
Operation	> Pension contributions are paid by way of a pension cash allowance due to the UK annual allowance limits. The pension cash allowance is subject to deductions for tax and national insurance
Opportunity	> An annual contribution equal to 15% of salary which aligns with all other employees
Performance metrics	> Not applicable for pension contributions

ANNUAL BONUS

Purpose and link to strategy	> To reward the achievement of corporate targets which the Board has agreed are key to progressing and delivering the Company's strategy
Operation	> A revised bonus scheme has been introduced which focuses on key strategic milestones > Targets are set as early as possible in the financial year and reflect the key strategic areas of focus and/or critical project milestones > The bonuses are paid in cash after the end of the financial year to which they relate > Exceptional bonus payments may be in the form of shares and/or cash at the committee's discretion and may be deferred in certain circumstances
Opportunity	> The annual bonus award is determined as a percentage of base salary based on performance against pre-agreed objectives. When deciding on the level of bonus awards, the committee will have regard to the extent to which achievement of the objectives has contributed to progress against the Company's strategic drivers > The bonus is non-contractual and is discretionary. Bonus payments will only exceed 100% of base salary in circumstances of exceptional strategic progress > There are legacy bonus arrangements in place relating project sanction or Final Investment Decision on the Sea Lion Development and the Ombrina Mare arbitration results and monetisation
Performance metrics	> The targets for Executive Directors comprise the corporate, strategic and financial objectives agreed by the Board > The committee uses its judgement to decide the extent to which the objectives have been achieved and will have regard to overall Company performance when agreeing the bonus payments > The committee considers whether any operations have been completed to acceptable HSE standards and considers whether there were any significant HSE incidents when considering the level of bonus

LONG TERM INCENTIVES

Purpose and link to strategy	> To support alignment with shareholders through the link to creation of shareholder value over the medium to long term
Operation	> A new Long-Term Incentive Plan (LTIP) will be put in place during 2025, subject to shareholder approval, to replace the share option plan which was introduced in 2020 and which was designed to cover a five year period (2020 Option Plan) > Awards of nil or nominal cost options are proposed to be made under the LTIP on an annual basis with options vesting after three years subject to the extent to which performance targets have been achieved > Vested awards will be subject to a one year post-vesting holding period > The Company has an employee benefit trust which can purchase shares in the market and/or subscribe for shares to satisfy the exercise of options under the Company's long term incentive plans
Opportunity	> 150% to 200% of salary per annum
Performance metrics	> Performance targets will be set by the committee in respect of each award of options under the new LTIP; these may include an absolute total shareholder return (TSR) metric and/or a relative TSR metric or revenue or earnings metric or other metrics that the Committee believe are appropriate for stakeholders, including the shareholder base

Remuneration policy for other employees and consultation

The Company's policy for all employees is to provide total remuneration packages that help retain, motivate and reward them fairly for their contribution and role within the Company.

All employees are entitled to receive the full range of Company benefits. In 2024, employer pension contributions to the Group Personal Pension plan for all employees were aligned with pension contributions for the CEO.

All employees are eligible to receive an annual bonus. The maximum level of bonus is currently 50% of salary for all employees except the CFO whose maximum bonus potential is 100% of salary. In exceptional circumstances a higher bonus award may be made. Employees are also eligible to receive a bonus in respect of the legacy arrangement in place relating project sanction on the Sea Lion Development.

Senior employees will be granted options under the new LTIP on the same terms as Executive Directors but proportionate to level of seniority. This ensures that an element of remuneration is deliverable through a scheme that aligns participants with shareholders.

The committee does not consult with employees on the operation of the remuneration policy but it does seek the input of the CEO.

Recruitment

In the case of recruiting a new Executive Director, the committee can use all the existing components of remuneration as set out in the policy table.

The salary of a new appointee will be determined by reference to the experience and skills of the individual, market data, internal relativities and the candidate's current remuneration. New appointees may be entitled to receive the full range of Company benefits on joining and, if the committee considers it appropriate, a relocation allowance and an annual pension contribution of up to 15% of base salary.

The annual bonus would operate as outlined in the Policy for Executive Directors with the maximum potential bonus pro-rated according to the date of joining.

The long-term incentives would operate as outlined in the Policy for Executive Directors and an award of options may be granted on joining subject to the Company being in an open dealing period.

In the case of an external hire, the committee may deem it appropriate to 'buy-out' incentive or benefit arrangements which the new appointee would forfeit on leaving their previous employer, taking into account the potential value of the arrangement being forfeited. The committee would use the existing components of the Company's remuneration structure, wherever possible, to compensate the incoming director and the value of any buy-out arrangements would be capped at no higher than the awards or benefits which the individual would forfeit on leaving their previous employer.

Service contracts, exit payments and change of control provisions

The CEO has a rolling term service agreement with the Company. Details of his service contract and appointment date are as follows:

Executive Directors	Appointment date	Original contract	Revised contract
SJ Moody	21 February 2005	8 August 2005	8 March 2011
			5 October 2020

The CEO's service contract is available to view at the Company's registered office and prior to each Annual General Meeting at the venue for the meeting.

The notice period for the CEO is 12 months' notice in writing by either party. The Company has the right to make a payment in lieu of notice of 12 months' salary plus the fair value of any benefits. The committee will consider any termination payments on a case-by-case basis. It will consider the circumstances of the termination and might consider making an ex-gratia payment where the circumstances and/or the Director's contribution to the Company justifies this. If an ex-gratia payment is to be made, the committee will ensure that it is satisfied that it is in the best interests of the Company to make such a payment and that there is no "reward for failure".

The committee also has discretion to settle any other amounts which it considers are reasonably due to the Director such as where the parties agree to enter into a settlement agreement and the individual is required to seek independent legal advice. The committee can approve new contractual arrangements with a departing Director covering matters such as confidentiality or restrictive covenants and/or consultancy arrangements where it believes this is in the best interests of the Company.

Treatment of incentives for leavers

a) Annual bonus

In relation to annual bonuses, a bonus payment will not usually be made if the Director is under notice at the bonus payment date or has already left. In the event of a change of control, the committee retains the right to declare a bonus in respect of the part of the year worked prior to the change of control becoming effective.

b) Share incentive schemes

In relation to awards granted under the 2020 Option Plan, 1p options, which were granted in lieu of contractual notice periods for the reductions in base salaries in May 2020, will be retained regardless of leaver status. For market price options, all vested but unexercised options will lapse for those with 'bad leaver' status (defined as anyone dismissed for gross misconduct or who resigns unless the committee determines that a resigning employee should be treated as a good leaver). In 'good leaver' circumstances (defined as all other circumstances except where an employee has bad leaver status) or in the case of death, all options will be exercisable for 12 months from the leaving date (or such other date that the committee shall decide) or the date of death.

In relation to awards granted under the 2013 LTIP, vested awards will be exercisable for a period of six months from the vesting date or such other period that the committee shall decide. In the case of a participant who has died, any vested LTIPs can be exercised for a period of 12 months from the date of death.

In the event of termination of employment or a change of control, shares still held under the Share Incentive plan (SIP), the operation of which was suspended in 2020, will be dealt with in accordance with the SIP rules. The committee does not have any discretion in relation to the operation of the SIP.

It is intended that a new LTIP will be put in place during the course of 2025. The LTIP has been designed in consultation with FIT Remuneration Consultants and will follow market practice wherever appropriate and practicable, including in relation to the treatment of leavers.

Non-Executive Director Policy

The Company's Articles of Association provide that the Board can determine the level of fees to be paid to the Non-Executive Directors within limits set by the shareholders. This is currently set at an aggregate of £500,000 per annum. The policy for the Chairman and Non-Executive Directors is as follows:

Fees

Purpose and link to strategy	> To provide a competitive level of fee which will attract and retain high calibre Directors with the range of skills and experience required to support the Executive Director and assist the Company in developing and delivering its strategic objectives
Operation	> The fees for the Chairman and Non-Executive Directors are determined by the Board as a whole with Directors absenting from discussions regarding their own remuneration > The Board has regard to level of fees paid to the Non-Executive Directors of other similar sized companies and the time commitment and responsibilities of the role. > Neither the Chairman nor the Non-Executive Directors participate in any of the Company's share schemes
Opportunity	> The current annual fees (with effect from 1 January 2025) are: > Chairman: £110,000 > Non-Executive Director basic fee: £45,000 > Committee Chairmanship: £10,000 > Senior Independent Director: £2,500 > The fee levels will be reviewed on a periodic basis with reference to the time commitment of the role and fee levels in comparative companies > No benefits or other remuneration are provided
Performance metrics	> Not applicable to Non-Executive Directors

Recruitment

The committee will follow the Non-Executive Director remuneration policy as set out above in relation to the appointment of a new Non-Executive Director.

Terms of appointment

The Non-Executive Directors do not have service contracts but are appointed for terms of three years. The appointment can be terminated at any time by either party giving one month's notice to the other. Details of appointments are set out below:

Director	Appointment date	Original appointment letter	Revised appointment letter
Simon Thomson – Non-Executive Chairman	1 October 2023	6 September 2023	–
Alison Baker – Senior Independent Director	18 September 2018	18 September 2018	15 May 2019
			24 September 2021
			17 September 2024
Paul Mayland – Non-Executive Director	1 October 2023	6 September 2023	–

Directors are subject to annual re-election by shareholders at each Annual General Meeting and each Director is subject to election by shareholders at the first Annual General Meeting following their appointment. The Directors' letters of appointment are available to view at the Company's registered office and prior to each Annual General Meeting at the venue for the meeting.

B. Report on Remuneration

Remuneration Committee membership and meetings

The members of the Remuneration Committee are Paul Mayland as Chairman, Alison Baker and Simon Thomson who was appointed as a committee member in December 2024.

The committee met twice during the financial period. Details of meeting attendance during the financial year was as follows:

2024 Remuneration Committee meeting attendance

Director	Remuneration Committee meetings attended
Paul Mayland – Chairman	2/2
Alison Baker	2/2
Simon Thomson	2†
Sam Moody	2†
Total meetings during year	**2**

† Invitee (S Thomson was an invitee as both meetings occurred prior to his appointment as a committee member)

During the financial year, the committee's main areas of activity included:

- Approval of staff salary adjustments for 2024
- Approval of bonus awards for the year ended 31 December 2023
- Alignment of level of pension contributions between employees and the CEO
- Review of remuneration disclosures in the 2023 Annual Report
- Considering corporate targets for the 2024 financial year for recommendation to the Board

The Company Secretary acts as secretary to the committee and provides advice in relation to the operation of incentive schemes and remuneration packages. The Chairman of the Board and CEO attend committee meetings by invitation.

No individual is involved in determining his or her own remuneration.

External advice

Since the year end, the committee appointed FIT Remuneration Consultants (FIT) to undertake a review of the Company's remuneration policy and practices for Executive and Non-Executive Directors and to provide advice on the structure of a new long-term incentive plan. The committee has considered the outcome and recommendations and details of the decisions arising from the review are included in the look forward section of this report. The fees paid to FIT were approximately £9,400.

The committee considers that the advice it received during the financial period was objective and independent.

Total remuneration

The table below reports a single figure for total remuneration for the CEO:

	Salary £'000		Taxable benefits £'000		Annual bonus £'000		Long-term Incentives £'000 (ii)		Pension cash allowance £'000		Total £'000	
	Year ended 31 Dec 2024	Year ended 31 Dec 2023	**Year ended 31 Dec 2024**	Year ended 31 Dec 2023	**Year ended 31 Dec 2024(i)**	Year ended 31 Dec 2023	**Year ended 31 Dec 2024**	Year ended 31 Dec 2023	**Year ended 31 Dec 2024**	Year ended 31 Dec 2023	**Year ended 31 Dec 2024**	Year ended 31 Dec 2023
S J Moody	**325.0**	310.7	**5.4**	4.6	**132.5**	70.0	**—**	—	**48.8**	46.6	**511.7**	431.9

(i) Includes £35,000 in respect of legacy Ombrina Mare bonus paid in July 2024 following receipt of the first tranche of payments from the purchaser of the Ombrina Mare award
(ii) A number of options vested during the year ended 31 December 2024. The notional value of the vested options, calculated with reference to the mid-market price on the vesting date less the cost of exercise, was £221,033 for S Moody (2023:£261,250). No LTIPs or options had been exercised as at the date of this report

The table below reports a single figure for total remuneration for each Non-Executive Director:

	Base fee £'000		Additional fees £'000		Total £'000	
	Year ended 31 December 2024	Year ended 31 December 2023	**Year ended 31 December 2024**	Year ended 31 December 2023	**Year ended 31 December 2024**	Year ended 31 December 2023
S J Thomson (appointed 1 October 2023)	**100.0**	25.0	**—**	—	**100.0**	25.0
A C Baker	**40.0**	40.0	**12.5**	12.5	**52.5**	52.5
P J Mayland (appointed 1 October 2023)	**40.0**	10.0	**10.0**	2.5	**50.0**	12.5

No fees were paid to Non-Executive Directors for membership of a committee or for attending committee meetings. Additional fees were payable of £2,500 (2023: £2,500) for acting as Senior Independent Director and £10,000 for acting as Chairman of the Audit and Risk and Remuneration Committees. The Chairman of the Board does not receive any additional fees for chairing the Nomination Committee.

Additional information in respect of single figure table of remuneration for the year ended 31 December 2024

Annual bonus

In respect of the financial period, the committee agreed that the Executive Director annual bonus opportunity would be up to 50 per cent of base salary other than in circumstances of exceptional strategic progress. The following objectives were agreed for the 2024 financial year:

> **Progress the Sea Lion Project to a Final Investment Decision**	> **Progressing and subject to a separate legacy bonus arrangement**
> **Complete the transaction to monetise the Ombrina Mare arbitration award**	> **Completed, with Tranche 1 proceeds received in the year**
> **Strengthen and protect the Company's balance sheet**	> **Achieved, with cash balance at YE24 more than double YE23**
> **Portfolio Optimisation**	> **Partially achieved; SPA signed for Italian assets**

The committee reviewed the annual performance in light of these objectives, with particular focus on the latter two objectives, and agreed that, whilst FID on the Sea Lion project had not yet been taken, substantial groundwork had been completed in preparation for FID in 2025. The committee also agreed that the objective of strengthening and protecting the Company's balance sheet had been substantially achieved with cash resources increasing over the period. The committee also noted that agreement had been reached to dispose of the Company's portfolio of Italian assets, with the exception of the Ombrina Mare arbitration award, with completion subject to regulatory approvals. The committee approved a bonus of 30% of basic salary for the CEO should be awarded to the CEO in respect of his contribution to the achievement of the 2024 targets. This award was consistent with other staff members.

The committee also reviewed the legacy bonus arrangement in respect of the Ombrina Mare arbitration award whereby it had been agreed that a bonus of 1% of monies received in relation to the Ombrina Mare arbitration award, capped at 200% of salary, would be awarded to the CEO. The CEO received an initial partial bonus payment in January 2023 in respect of the successful arbitration outcome. During 2023, the Company agreed a deal to monetise the Ombrina Mare award with payment to be received in three stages. During 2024, the Company put in place an insurance policy to cover the event that the Italian Republic succeeded in its attempt to have the Ombrina Mare arbitration award annulled. Following receipt of the first tranche of payments from the purchaser of the Ombrina Mare award in July 2024, the committee approved a further bonus payment to the CEO with the balance of the bonus award payable to the CEO on receipt of the second payment tranche or an insurance payout.

The committee also re- affirmed its commitment to honour the legacy bonus arrangement in respect of project sanction on the Sea Lion Project at the level of 100% to 200% of salary. The committee retains discretion over the quantum of the bonus payment which will be assessed using internal metrics covering HSSE, technical, commercial and financial considerations.

2020 Option Plan and 2013 Long Term Incentive Plan (2013 LTIP)

There were no options granted to the CEO during the financial year under either the 2020 Option Plan or 2013 LTIP. As at the date of this report, all options and LTIP awards have now either vested or lapsed.

Implementation of Executive Director remuneration policy for 2025

Base salaries

In line with the prior year, the committee approved a salary increase for the CEO based on the average of the December 2024 CPI and RPI numbers as reported by the Office of National Statistics. Accordingly, the CEO's salary was increased by 3.0% with effect from 1 January 2025. This was in line with other members of staff.

Annual bonus

Further to advice received from FIT Remuneration Consultants following their review of the Company's remuneration policy and practices, the committee has agreed to increase the maximum annual bonus potential for the CEO from 50% to 100% in line current market practices for companies of a similar size , and based on delivery against pre-agreed objectives, post the Final Investment Decision being taken on Sea Lion.

The committee agreed that the key objective for the financial year ending 31 December 2025 is taking a Final Investment Decision on the Sea Lion Development and maintaining a strong balance sheet.

Long Term Incentives

The committee had previously agreed that no further awards of options under the 2020 Option Plan would be made to Executive Directors for a five year period following the awards in May 2020. The committee had also agreed that the 2013 LTIP would be discontinued for a five year period from May 2020.

The committee has agreed to put in place a new LTIP which will operate annually with options vesting after three years and subject to the extent that performance targets have been achieved. The new LTIP will be put to shareholders for approval at the 2025 AGM and further details will be provided in the AGM Notice of Meeting.

Benefits and pension contributions

The CEO will receive the range of Company benefits and pension cash allowance in line with the policy.

Implementation of Non-Executive Director remuneration policy for 2025

Non-Executive Director and Chairman fees had remained unchanged or had been reduced over a ten year period from 2014. Following a review of market rates and advice from FIT Remuneration Consultants, the fees were increased from 1 January 2025 as shown below:

Role	Type of fee	
Chairman	Total fee	£110,000 (from £100,000)
Other Non-Executive Directors	Basic fee	£45,000 (from £40,000)
	Chairman of Remuneration and Audit & Risk Committees	£10,000 (unchanged)
	Senior Independent Director	£2,500 (unchanged)

Statement of directors' shareholdings

The table below summarises the interests in shares (including those held in the Share Incentive Plan) of the Directors in office at the year end:

	At 31 December 2024 Ordinary 1p shares	At 31 December 2023 Ordinary 1p shares
S J Moody	**4,713,584**	4,713,584
A C Baker	**284,181**	284,181

The committee has agreed that the CEO should be encouraged to build up a stake of Rockhopper shares equivalent to two times annual base salary over a five year period. It is intended that this should be achieved through the retention of any vested incentive awards. Based on the share price as at 31 December 2024, the CEO's shareholding was over 3.5 times his annual base salary.

Outstanding awards under the 2020 Option Plan and 2013 Long Term Incentive Plan (LTIP)

The following unvested and vested option awards and vested 2013 LTIP awards outstanding as at 31 December 2024 and held by individuals who were Directors during the year ended 31 December 2024 were:

(i) Unvested Option Awards

Director	Date of grant	Options held at 31 December 2023	Granted	Lapsed during year	Awards held at 31 December 2024	Exercise price	Earliest vesting date
SJ Moody	18.05.20	3,166,667	–	–	3,166,667	£0.0625	18.05.25
Total		**3,166,667**	**–**	**–**	**3,166,667**		

(ii) Vested Option Awards

Director	Date of grant	Vested awards held at. 31 December 2023	Lapsed during year	Vested during year	Exercised during year	Exercise price	Vested awards held at 31 December 2024
SJ Moody	16.06.17	912,000	—	—	—	£nil	912,000
	31.07.19	962,500	—	—	—	£nil	962,500
	18.05.20	1,691,048	—	—	—	£0.0100	1,691,048
	18.05.20	3,166,666	—	3,166,667	—	£0.0625	6,333,333
Total		**6,732,214**	**—**	**3,166,667**	**—**		**9,898,881**

Share price movements during year ended 31 December 2024

The mid-market closing price of the Company's shares as at 31 December 2024 was 25.25 pence (31 December 2023: 11.15 pence). The range of the trading price of the Company's shares during the year was between 10.23 pence and 26.4 pence.

Executive Director external appointments

SJ Moody does not have any external directorships.

Paul Mayland

Chairman of the Remuneration Committee

28 May 2025

DIRECTORS' REPORT

Principal activity
The principal activity of the Group is the exploration, appraisal and development of its oil and gas acreage. Group strategy is to explore, appraise, develop and manage production from its acreage both safely and responsibly.

Results and dividends
The trading results for the year, and the Group's financial position at the end of the period are shown in the attached financial statements. The Directors have not recommended a dividend for the year (year ended 31 December 2023: £nil). A review on the operations of the Group and an indication of likely future developments of the business are included in the Strategic Report.

Key performance indicators "KPIs"
See page 7 for more details.

Substantial shareholders
As at 30 April 2025 the Company had been notified of the following interests of three percent or more of the Company's voting rights.

Shareholder/Fund manager	Number of shares	% of issued share capital
Aedos Advisers	51,638,961	8.02

Directors
The present members of the Board are as listed in the Board composition section of the Governance Report. The interests of the Directors in office at the year end in the share capital of the Company are shown in the Directors' Remuneration Report along with details of their service contracts and terms of appointment.

Post balance sheet events
There are no important events affecting the Group since the financial year end.

Principal risks and uncertainties
Information relating to the principal risks and uncertainties facing the Group is set out in the Strategic Report and note 27.

Related party transactions
Related party transactions are disclosed in note 26.

Financial instruments
For the period under review the Group held no financial instruments, outside of cash and receivables. Financial risk management policies are disclosed in note 27.

Political and charitable contributions
The Group made no charitable donations (year ended 31 December 2023: £nil) and no political donations (year ended 31 December 2023: £nil) during the year.

Creditor payment policy
The Group does not follow any specific code or standard on payment practice. However, it is the policy of the Group to ensure that all of its suppliers of goods and services are paid promptly and in accordance with contractual and legal obligations. Average creditor days for the year were 31 days (year ended 31 December 2023: 135 days), on the basis of accounts payable as a percentage of amounts invoiced during the year.

Qualifying indemnity provisions
The Company has entered into separate indemnity deeds with each director containing qualifying indemnity provisions, as defined at section 236 of the Companies Act 2006, under which the Company has agreed to indemnify them in respect of certain liabilities which may attach to them as a director or as a former director of the Company. At the date of this Directors' Report indemnity deeds containing qualifying indemnity provisions are in force for all of the Company's Directors.

The Company has also issued an indemnity to Directors and the Company Secretary in respect of any personal liability to Falkland Islands tax by the Company or its subsidiaries.

Directors' and Officers' insurance
The Group maintained directors' and officers' liability insurance cover throughout the period. The Directors are also able to obtain independent legal advice at the expense of the Group, as necessary, in their capacity as Directors.

Employees
The Group had 9 employees at the year end, one of whom is an Executive Director. The Group seeks to employ people on the basis of merit and ability to perform the required roles. The Group does not discriminate on any grounds including race, gender, religion, age, nationality or sexual orientation.

Environment
The Group's operations are, and will be, subject to environmental regulation (with regular environmental impact assessments and evaluation of operations required before any permits are granted to the Group) in the jurisdiction in which it operates. Although the Group intends to be in compliance with all applicable environmental laws and regulations, there are certain risks inherent to its activities, such as accidental spills, leakages or

other circumstances, that could subject the Group to extensive liability. Further, the Group may fail to obtain the required approval from the relevant authorities necessary for it to undertake activities which are likely to impact the environment. The Group is unable to predict the effect of additional environmental laws and regulations which may be adopted in the future, including whether any such laws or regulations would materially increase the Group's cost of doing business or affect its operations in any area.

Statement of Directors' responsibilities in respect of the strategic report, the Directors' report and the financial statements

The Directors are responsible for preparing the Strategic Report, the Directors' Report and the Group and Parent Company financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Group and Parent Company financial statements for each financial year. As required by the AIM Rules of the London Stock Exchange they are required to prepare the Group financial statements in accordance with UK adopted international accounting standards and applicable law and have elected to prepare the Parent Company financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 Reduced Disclosure Framework.

Under company law, the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and Parent Company and of their profit or loss for that period. In preparing each of the Group and Parent Company financial statements, the Directors are required to:

> select suitable accounting policies and then apply them consistently;
> make judgements and estimates that are reasonable and prudent;
> for the Group financial statements, state whether they have been prepared in accordance with UK adopted international accounting standards;
> for the Parent Company financial statements, state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
> assess the Group and Parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
> use the going concern basis of accounting unless they either intend to liquidate the Group or the Parent Company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Parent Company's transactions and disclose with reasonable accuracy at any time the financial position of the Parent Company and enable them to ensure that its financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

Under applicable laws and regulations, the Directors are also responsible for preparing a Strategic Report and a Directors' Report that complies with that law and those regulations.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Jan Davies
Company Secretary

28 May 2025

CONSOLIDATED INCOME STATEMENT

for the year ended 31 December 2024

	Notes	2024 $'000	2023 Restated* $'000
Exploration and evaluation expenses	4	**(393)**	(275)
Administrative expenses	5	**(3,330)**	(3,840)
Charge for share based payments	8	**(76)**	(117)
Foreign exchange movement	9	**170**	328
Results from operating activities		**(3,629)**	(3,904)
Other income	10	**79,802**	—
Other expenses	10	**(1,024)**	—
Finance income	11	**1,927**	1,191
Finance expense	11	**(296)**	(121)
Profit/(loss) before tax		**76,780**	(2,834)
Tax expense	12	**(30,421)**	—
Profit/(loss) from continuing operations		**46,359**	(2,834)
Profit/(loss) for the year from discontinued operations	13	**1,253**	(1,716)
Profit/(loss) attributable to equity shareholders of the parent company		**47,612**	(4,550)
Profit/(loss) per share attributable to the equity shareholders of the parent company: cents			
Basic	14	**7.40**	(0.77)
Diluted	14	**7.28**	(0.77)
Basic (continuing operations)	14	**7.20**	(0.48)
Diluted (continuing operations)	14	**7.09**	(0.48)

* The comparative information has been re-presented due to a discontinued operation. See Note 13.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

for the year ended 31 December 2024

	2024 $'000	2023 $'000
Profit/(loss) for the year	**47,612**	(4,550)
Items that may be reclassified to profit or loss		
Exchange differences on translation of foreign operations	**(2,094)**	(502)
Total comprehensive profit/(loss) for the year	**45,518**	(5,052)

The notes on pages 44 to 64 form an integral part of these consolidated financial statements.

CONSOLIDATED BALANCE SHEET

as at 31 December 2024

	Notes	**2024 $'000**	2023 $'000
Non current assets			
Exploration and evaluation assets	15	**271,110**	257,228
Property, plant and equipment		**10**	29
Current assets			
Other receivables	16	**62,330**	1,241
Finance lease receivable		**—**	235
Restricted cash		**—**	529
Term deposits	17	**19,969**	4,501
Cash and cash equivalents		**915**	3,487
Assets classified as held for sale	13	**1,203**	—
Total assets		**355,537**	267,250
Current liabilities			
Other payables	18	**6,516**	7,176
Tax payable	20	**1,806**	—
Derivative financial liabilities	19	**—**	450
Lease liability		**—**	246
Liabilities associated with assets held for sale	13	**14,279**	—
Non-current liabilities			
Co-venturers loan	18	**15,354**	—
Tax payable	20	**22,300**	—
Provisions	21	**1,600**	20,121
Deferred tax liability	22	**45,305**	39,137
Total liabilities		**107,160**	67,130
Equity			
Share capital	23	**9,455**	9,196
Share premium	24	**12,585**	10,181
Share based remuneration	24	**2,185**	2,109
Own shares held in trust	24	**(1,320)**	(1,320)
Merger reserve	24	**78,208**	78,208
Foreign currency translation reserve	24	**(10,595)**	(8,501)
Special reserve	24	**175,281**	175,281
Retained losses	24	**(17,422)**	(65,034)
Attributable to the equity shareholders of the company		**248,377**	200,120
Total liabilities and equity		**355,537**	267,250

These financial statements on pages 40 to 64 were approved by the directors and authorised for issue on 28 May 2025 and are signed on their behalf by:

Samuel Moody
Chief Executive Officer
Rockhopper Exploration plc Registered Company Number: 05250250

The notes on pages 44 to 64 form an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31 December 2024

	Share capital $'000	Share premium $'000	Share based remuneration $'000	Shares held in trust $'000	Merger reserve $'000	Foreign currency translation reserve $'000	Special reserve $'000	Retained losses $'000	Total equity $'000
Balance at 31 December 2022	8,771	6,518	1,492	(1,494)	78,208	(7,999)	175,281	(60,310)	200,467
Loss for the year	—	—	—	—	—	—	—	(4,550)	(4,550)
Other comprehensive loss for the year	—	—	—	—	—	(502)	—	—	(502)
Total comprehensive loss for the year	—	—	—	—	—	(502)	—	(4,550)	(5,052)
Share based payments (see note 8)	—	—	617	—	—	—	—	—	617
Share issues (net of expenses)	425	3,663	—	—	—	—	—	—	4,088
Other transfers	—	—	—	174	—	—	—	(174)	—
Balance at 31 December 2023	**9,196**	**10,181**	**2,109**	**(1,320)**	**78,208**	**(8,501)**	**175,281**	**(65,034)**	**200,120**
Profit for the year	—	—	—	—	—	—	—	47,612	47,612
Other comprehensive loss for the year	—	—	—	—	—	(2,094)	—	—	(2,094)
Total comprehensive profit for the year	—	—	—	—	—	(2,094)	—	47,612	45,518
Share based payments (see note 8)	—	—	76	—	—	—	—	—	76
Share issues (net of expenses)	259	2,404	—	—	—	—	—	—	2,663
Other transfers	—	—	—	—	—	—	—	—	—
Balance at 31 December 2024	**9,455**	**12,585**	**2,185**	**(1,320)**	**78,208**	**(10,595)**	**175,281**	**(17,422)**	**248,377**

See note 24 for a description of each of the reserves of the Group.

Other transfers relate to Shares held in trust where they have been used to satisfy exercised options.

The notes on pages 44 to 64 form an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 31 December 2024

	Notes	2024 $'000	2023 $'000
Cash flows from operating activities			
Profit/(loss) for the year		**47,612**	(4,550)
Adjustments to reconcile net losses to cash:			
Depreciation of property, plant and equipment		**19**	39
Share based payment expense	8	**76**	117
Written off exploration costs	15	**393**	158
Finance expenses	11	**595**	482
Finance income	11	**(1,322)**	(889)
Foreign exchange	9	**(3,786)**	(356)
Income tax expense	12	**30,421**	—
Operating cash flows before movements in working capital		**74,008**	(4,999)
Changes in working capital:			
(Increase)/decrease in receivables		**(60,613)**	517
Increase in payables		**386**	112
Decrease in provisions		**(2.397)**	(41)
Cash utilised by operating activities		**11,384**	(4,411)
Cash flows from investing activities			
Capitalised expenditure on exploration and evaluation assets		**(1,834)**	(1,293)
Cash classified as held for sale		**(17)**	—
Investing cash flows before movements in capital balances		**(1,851)**	(1,293)
Changes in:			
Restricted cash		**542**	—
Term deposits		**(15,073)**	4,533
Cash flow (used in)/from investing activities		**(16,382)**	3,240
Cash flows from financing activities			
Exercise of warrants and share options		**2,213**	3,682
Lease liability payments		**(11)**	(132)
Cash flow from financing activities		**2,202**	3,550
Exchange gain/loss on cash and cash equivalents		**224**	49
Net cash flow		**(2,796)**	2,379
Cash and cash equivalents brought forward		**3,487**	1,059
Cash and cash equivalents carried forward		**915**	3,487

The notes on pages 44 to 64 form an integral part of these consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 December 2024

1. Accounting policies

1.1 Group and its operations

Rockhopper Exploration plc, the 'Company', a public limited company quoted on AIM, incorporated and domiciled in the United Kingdom ('UK'), together with its subsidiaries, collectively 'the 'Group' holds certain exploration licences for the exploration and exploitation of oil and gas in the Falkland Islands. In addition, it has operations in the Greater Mediterranean based in Italy which have been classified as discontinued operations and whose assets and liabilities are classified as held for sale. The registered office of the Company is Warner House, 123 Castle Street, Salisbury, Wiltshire, SP1 3TB.

1.2 Statement of compliance

The consolidated financial statements of the Group have been prepared on a going concern basis in accordance with UK adopted International Accounting Standards in conformity with the requirements of the Companies Act 2006. The consolidated financial statements were approved for issue by the board of directors on 28 May 2025 and are subject to approval at the Annual General Meeting of shareholders on 27 June 2025.

1.3 Basis of preparation

The results upon which these financial statements have been based were prepared using the accounting policies set out below. These policies have been consistently applied unless otherwise stated.

These consolidated financial statements have been prepared under the historical cost convention with the exception of certain items which are measured at fair value.

Items included in the results of each of the Group's entities are measured in the currency of the primary economic environment in which that entity operates (the "functional currency"). The consolidated financial statements are presented in US Dollars ($), which is Rockhopper Exploration plc's functional currency.

All values are rounded to the nearest thousand dollars ($'000) or thousand pounds (£'000), except when otherwise indicated.

1.4 Change in accounting policy

Changes in accounting standards

In the current year the following new and revised Standards and Interpretations have been adopted. None of these have a material impact on the Group's annual results.

- Supplier Finance Arrangements (Amendments to IAS7 & IFRS 7);
- Lease liability in a sale and Leaseback (Amendments to IFRS 16);
- Classification of Liabilities as Current or Non-Current (Amendments to IAS 1); and
- Non-current Liabilities with Covenants (Amendments to IAS 1).

New accounting pronouncements

At 31 December 2024, the following Standards, Amendments and Interpretations were in issue but not yet effective:

The following amendments are effective for the period beginning 1 January 2025:

- Lack of exchangeability (Amendment to IAS 21 The Effects of changes in Foreign Exchange rates).: Disclosures).

The following amendments are effective for the period beginning 1 January 2026:

- Amendments to the classification and Measurement of Financial Instruments (Amendments to IFRS 9 Financial Instruments and IFRS 7); and
- Contracts Referencing Nature-dependent Electricity (Amendments to IFRS 9 and IFRS 7).

The following amendments are effective for the period beginning 1 January 2027:

- IFRS 18 Presentation and Disclosure in Financial; and
- IFRS 19 Subsidiaries without Public Accountability: Disclosures.

The Directors do not expect that the adoption of the above Standards, Amendments and Interpretations will have a material impact on the Financial Statements of the Group in future periods.

1.5 Going concern

The Directors have performed an assessment of whether the Company and Group would be able to continue as a going concern until at least September 2026. In their assessment, the Group has taken into account its financial position, expected future performance, its debt and other available credit facilities, its working capital and capital expenditure commitments and forecasts.

At 31 December 2024, the Group had cash and cash equivalents and term deposits of $20.9 million and the Group benefits from loan funding for its share of all Sea Lion pre-sanction costs (other than licence fees and taxes), historically the largest annual expenditure. This loan funding is the Group's only external debt and is long term, ultimately repayable out of future cash flows from any Sea Lion Development.

Based on a detailed cash flow forecast prepared by management, in which it included any reasonable possible change in the key assumptions on which the cash flow forecast is based, the Board of Directors have a reasonable expectation that the Group will have adequate resources to continue in operational existence until at least September 2026 and that at this point in time there are no material uncertainties regarding going concern.

Key assumptions underpinning this forecast include forecast committed expenditure. The forecasts assume outflows for the completion of its announced disposal of its Italian operations, although should this transaction not complete it would not impact the going concern assessment during the period considered.

The cash flow forecast does not include the benefit of any proceeds from the Ombrina Mare Award should that be through the Monetisation Agreement or insurance. It also does not include any post sanction Sea Lion costs. The Group benefit from a Post FID loan which will cover two thirds of its share of project equity costs. It is possible that to enable sanction the Group will need to raise additional finance to cover its proportion of unfunded project costs. The exact quantum is still to be determined but the Directors believe that, to the extent necessary, extra funding will be achievable based on current expectations of project costs and funding availability. Ultimately from a going concern perspective project sanction is a discretionary act and if funding was not achievable then the Group would not sanction the project.

Cash flow forecasts prepared based on current committed expenditure and non-discretionary spend indicate that the Company has sufficient cash resources to continue in operation for a period in excess of 12 months from the date of signing the Consolidated and Parent Company Financial Statements. The Directors therefore believe there is not a material uncertainty regarding going concern and that it is appropriate to prepare the financial statements on a going concern basis.

1.6 Significant accounting policies

(A) Basis of accounting

The Group has identified the accounting policies that are most significant to its business operations and the understanding of its results. These accounting policies are those which involve the most complex or subjective decisions or assessments, and relate to the capitalisation of exploration expenditure. The determination of this is fundamental to the financial results and position and requires management to make a complex judgement based on information and data that may change in future periods.

Since these policies involve the use of assumptions and subjective judgements as to future events and are subject to change, the use of different assumptions or data could produce materially different results. The measurement basis that has been applied in preparing the results is historical cost.

The significant accounting policies adopted in the preparation of the results are set out below.

(B) Basis of consolidation

The Group financial statements consolidate the financial statements of the Company and its subsidiary undertakings drawn up to 31 December 2024. Subsidiaries are those entities over which the Group has control. Control is achieved where the Group has the power over the subsidiary, is exposed, or has rights to variable returns from the subsidiary and has the ability to use its power to affect its returns. All subsidiaries are 100 per cent owned by the Group and there are no non-controlling interests.

The results of subsidiaries acquired or disposed of during the year are included in the income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries acquired to bring the accounting policies used into line with those used by other members of the Group.

All intercompany balances have been eliminated on consolidation.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

for the year ended 31 December 2024

1.6 Significant accounting policies (continued)

(C) Segmental reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker as required by IFRS8 Operating Segments. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the board of directors.

The Group's operations are made up of three segments, the oil and gas exploration and production activities in the geographical regions of the Falkland Islands and the Greater Mediterranean region as well as its corporate activities mainly centred in the UK.

(D) Oil and gas assets

The Group applies the successful efforts method of accounting for exploration and evaluation ("E&E") costs, having regard to the requirements of IFRS6 – 'Exploration for and evaluation of mineral resources'.

Exploration and evaluation ("E&E") expenditure

Expensed exploration & evaluation costs

Expenditure on costs incurred prior to obtaining the legal rights to explore an area, geological and geophysical costs are expensed immediately to the income statement.

Capitalised intangible exploration and evaluation assets

All directly attributable E&E costs are initially capitalised in well, field, prospect, or other specific, cost pools as appropriate, pending determination.

Treatment of intangible E&E assets at conclusion of appraisal activities

Intangible E&E assets related to each cost pool are carried forward until the existence, or otherwise, of commercial reserves have been determined, subject to certain limitations including review for indicators of impairment. If commercial reserves have been discovered, the carrying value, after any impairment loss, of the relevant E&E assets, are then reclassified as development and production assets within property plant and equipment. However, if commercial reserves have not been found, the capitalised costs are charged to expense.

Development and production assets

Development and production assets, classified within property, plant and equipment, are accumulated generally on a field-by-field basis and represent the costs of developing the commercial reserves discovered and bringing them into production, together with the E&E expenditures incurred in finding commercial reserves transferred from intangible E&E assets.

Depreciation of producing assets

The net book values of producing assets are depreciated generally on a field-by-field basis using the unit-of-production method by reference to the ratio of production in the year and the related commercial reserves of the field, taking into account the future development expenditure necessary to bring those reserves into production.

Disposals

Net cash proceeds from any disposal of an intangible E&E asset are initially credited against the previously capitalised costs. Any surplus proceeds are credited to the income statement.

Decommissioning

Provision for decommissioning is recognised in full when the related facilities are installed. The amount recognised is the present value of the estimated future expenditure. A corresponding amount equivalent to the provision is also recognised as part of the cost of the related oil and gas property. This is subsequently depreciated as part of the capital costs of the production facilities. Any change in the present value of the estimated expenditure is dealt with prospectively as an adjustment to the provision and the oil and gas property. The unwinding of the discount is included in finance cost.

(E) Foreign currency translation Functional and presentation currency:
Items included in the results of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates, the functional currency. The consolidated financial statements are presented in US$ as this best reflects the economic environment of the oil exploration sector in which the Group operates. The Group maintains the financial statements of the parent and subsidiary undertakings in their functional currency. Where applicable, the Group translates subsidiary financial statements into the presentation currency, US$, using the closing rate method for assets and liabilities which are translated at the rate of exchange prevailing at the balance sheet date and rates at the date of transactions for income statement accounts. Differences are taken through the Statement of Comprehensive Income to reserves.

Transactions and balances:
Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are expensed in the income statement, except when deferred in equity as qualifying cash flow hedges and qualifying net investment hedges.

The year end rates of exchange were:

	31 December 2024	31 December 2023
£ : US$	**1.25**	1.27
€ : US$	**1.04**	1.10

(F) Revenue and income
There is no revenue in either this or the prior period.

Investment income consists of interest receivable for the period. Interest income is recognised as it accrues, taking into account the effective yield on the investment.

(G) Non-derivative financial instruments
Financial assets and financial liabilities are recognised on the Group's balance sheet when the Group has become a party to the contractual provisions of the instrument.

(i) Other receivables
Other receivables are initially measured at fair value. Those that meet the following conditions are measured subsequently at fair value through other comprehensive income (FVTOCI):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

By default, all other financial assets are measured subsequently at fair value through profit or loss (FVTPL).

The Group recognises an allowance for expected credit losses for all debt instruments not held at fair value through profit or loss. Expected credit losses are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate.

(ii) Restricted cash
Restricted cash is disclosed separately on the face of the balance sheet and denoted as restricted when it is not under the exclusive control of the Group. All amounts relate to balances held as security in relation to property leases.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

for the year ended 31 December 2024

1.6 Significant accounting policies (continued)

(G) Non-derivative financial instruments (continued)

(iii) Term deposits

Term deposits are disclosed separately on the face of the balance sheet when their term is equal or greater than one month and they are unbreakable.

(iv) Cash and cash equivalents

They are stated at carrying value which is deemed to be fair value. Cash and cash equivalents comprise instant access bank balances as well as a small amount of cash in hand.

(v) Financial liabilities and equity

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities.

(vi) Account and other payables

Account payables are initially recognised at fair value and subsequently at amortised cost using the effective interest method.

(vii) Derivative financial liabilities

Derivative financial liabilities are initially recognised and carried at fair value with changes in fair value recognised in the consolidated statement of comprehensive income.

(viii) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

(H) Income taxes and deferred taxation

The current tax amount is based on the taxable profits or losses of the year, after any adjustments in respect of prior years. Tax, including tax relief for losses if applicable, is allocated over profits before tax and amounts charged or credited to reserves as appropriate.

Deferred taxation is recognised in respect of all taxable temporary differences that have originated but not reversed at the balance sheet date where a transaction or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax, with the exception that deferred tax assets are recognised only to the extent that its considered probable that there will be suitable taxable profits from which the future reversal of the underlying temporary differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which temporary differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Where there are uncertainties over how to apply the recognition and measurement requirements in IAS12 the group applies IFRIC 23, Uncertainty over Income Tax Treatments.

(I) Share based remuneration

The Group issues equity settled share based payments to certain employees. Equity settled share based payments are measured at fair value (excluding the effect of non market based vesting conditions) at the date of grant. The fair value determined at the grant date of the equity settled share based payments is expensed on a straight line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for non market based vesting conditions.

Cash settled share based payment transactions result in a liability. Services received and liabilities incurred are measured initially at fair value of the liability at grant date, and the liability is remeasured each reporting period until settlement. The liability is recognised on a straight line basis over the period that services are rendered.

(J) Capital commitments

Capital commitments include all projects for which specific board approval has been obtained up to the reporting date. Projects still under investigation for which specific board approvals have not yet been obtained are excluded.

2. Use of estimates, assumptions and judgements

The Group makes estimates, assumptions and judgements that affect the reported amounts of assets and liabilities. Estimates, assumptions and judgements are continually evaluated and based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed in the relevant note as is sensitivity analysis as required. The key areas identified and the relevant note are as follows:

Fair value of Monetisation Agreement (note 10) – estimates

To calculate the fair value of the Monetisation Agreement involved estimation. Future cash flows under the agreement are contractual and it was measured at fair value using a discounted cash flow basis. This required estimating the cost to insure the same cash flows, the timing of these cash flows and the discount rate applied.

Carrying value of intangible exploration and evaluation assets (note 15) – judgements

Given the quantum of intangible exploration and evaluation assets potential impairment could have a material impact on the financial statements. Management has made a judgement as to the existence of any indicators of impairment under IFRS 6, including the right to continue exploration exists, continued expenditure is planned, exploration results indicate commercially viable quantities of resources and that the carrying amount is likely to be recovered in full.

Tax payable (note 20) – judgements and estimates

The Group's recognised an estimated Non-current tax payable of $22.3 million arising from the historic farm-outs in the Falkland Islands on open tax positions where the liabilities remain to be agreed with the Falkland Islands Tax Authority. Due to the uncertainty associated with such tax items, there is a possibility that, on conclusion of open tax matters at a future date, the final outcome may differ significantly and be as large as £59.6 million. Management had to form a judgment on the possible outcomes from a tax legislation perspective and then estimate the probability of each outcome and the associated tax liability in order to calculate the probability weighted outcome.

Decommissioning costs (note 21) –estimates

Estimates are made around appropriate inflation and discount rates to be applied as well as the timing of any future decommissioning. Decommissioning costs are uncertain and management's cost estimates can vary in response to many factors, including changes to the relevant legal requirements, the emergence of new technology or experience at other assets. The expected timing, work scope and amount of expenditure may also change.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

for the year ended 31 December 2024

3. Segmental information

The Group's operations are located and managed in three geographically distinct business units; namely the Falkland Islands, the Greater Mediterranean, and Corporate (includes UK and the Ombrina Mare Arbitration). Some of the business units currently do not generate any revenue or have any material operating income. The business is only engaged in one business, that of upstream oil and gas exploration and production.

Year ended 31 December 2024	**Falkland Islands $'000**	**Corporate $'000**	**Total (Continuing) $'000**	**Greater Mediterranean (Discontinued) $'000**
Cost of sales	**—**	**—**	**—**	**1,685**
Gross profit	**—**	**—**	**—**	**1,685**
Exploration and evaluation expense	**(393)**	**—**	**(393)**	**—**
Administrative expenses	**—**	**(3,330)**	**(3,330)**	**(130)**
Charge for share based payments	**—**	**(76)**	**(76)**	**—**
Foreign exchange gain	**—**	**170**	**170**	**—**
Results from operating activities and other income	**(393)**	**(3,236)**	**(3,629)**	**1,555**
Other income	**—**	**79,802**	**79,802**	**—**
Other expenses	**—**	**(1,024)**	**(1,024)**	**—**
Finance income	**—**	**1,927**	**1,927**	**—**
Finance expense	**(285)**	**(11)**	**(296)**	**(302)**
Profit/(loss) before tax	**(678)**	**77,458**	**76,780**	**1,253**
Tax	**(22,300)**	**(8,121)**	**(30,421)**	**—**
Profit/(loss) for year	**(22,978)**	**69,337**	**46,359**	**1,253**
Reporting segments assets	**271,110**	**83,224**	**354,334**	**1,203**
Reporting segments liabilities	**84,559**	**8,322**	**92,881**	**14,279**
Depreciation and impairments	**393**	**19**	**412**	**—**

Year ended 31 December 2023	Falkland Islands $'000	Corporate $'000	Total (Continuing) $'000	Greater Mediterranean (Discontinued) $'000
Cost of sales	—	—	—	(870)
Gross loss	—	—	—	(870)
Exploration and evaluation expense	(158)	(117)	(275)	(3)
Administrative expenses	—	(3,840)	(3,840)	(446)
Charge for share based payments	—	(117)	(117)	—
Foreign exchange gain/(loss)	—	328	328	(21)
Results from operating activities and other income	(158)	(3,746)	(3,904)	(1,340)
Finance income	—	1,191	1,191	—
Finance expense	(110)	(11)	(121)	(376)
Loss before tax	(268)	(2,566)	(2,834)	(1,716)
Tax	—	—	—	—
Loss for year	(268)	(2,566)	(2,834)	(1,716)
Reporting segments assets	256,847	9,051	265,898	1,352
Reporting segments liabilities	47,294	2,139	49,433	17,697
Depreciation and impairments	158	39	197	—

4. Exploration and evaluation expenses

	2024 $'000	2023 Restated $'000
Exploration costs written off (see note 15)	**393**	158
Other exploration and evaluation expenses	**—**	117
	393	275

5. Administrative expenses

	2024 $'000	2023 Restated $'000
Directors' remuneration excluding benefits and pensions (see note 6)	**844**	785
Other employees' salaries	**1,293**	856
National insurance costs	**1,027**	303
Pension costs	**172**	67
Employee benefit costs	**62**	52
Total staff costs	**3,398**	2,063
Amounts reallocated	**(1,147)**	(661)
Total staff costs charged to administrative expenses	**2,251**	1,402
Auditors' remuneration (see note 7)	**212**	178
Other professional fees	**416**	1,836
Other	**733**	690
Depreciation	**19**	39
Amounts reallocated	**(301)**	(305)
	3,330	3,840

The average number of full time equivalent staff employed during the year was 7 (2023: 7). As at the year end the Group employed (including part time) 9 staff, 7 of which were in the UK and 2 in Italy.

Amounts reallocated relate to the costs of staff and associated overhead in relation to non administrative tasks. These costs are allocated to relevant expenses or capitalised as part of the intangible exploration and evaluation assets as appropriate.

6. Directors' remuneration

	2024 $'000	2023 $'000
Executive salaries	**585**	475
Company pension contributions to money purchase schemes & pension cash allowance	**62**	58
Benefits	**13**	11
Non-executive fees	**259**	252
	919	796

The total remuneration of the highest paid director in GBP, was:

	2024 $'000	2023 $'000
Annual salary	**458**	381
Money purchase pension schemes & pension cash allowance	**49**	47
Benefits	**5**	5
	512	433

Interest in outstanding share options, LTIPs and SARs, by director, are also separately disclosed in the directors' remuneration report.

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for the year ended 31 December 2024

7. Auditors' remuneration

	2024 $'000	2023 $'000
Fees payable to the Company's auditors for the audit of the Company's annual financial statements	**186**	146
Fees payable to the Company's auditors and its associates for other services:		
Audit of the accounts of subsidiaries	**26**	26
Assurance related non-audit services	**—**	6
	212	178

8. Share based payments

The charge for share based payments relate to options granted to employees of the Group.

	2024 $'000	2023 $'000
Charge for option scheme	**76**	117
Charge for services outside the Group	**—**	500
	76	617

During the prior year 4.5 million options were issued at 7.0p per share in connection with the delivery of the Sea Lion project to an individual employed outside of the Rockhopper group. These options vest in three tranches of 1.5 million each at project sanction, first oil, and reaching project completion. The value of these options was $500,000 and made with reference to the services received. The cost of the options was offset against the liability in relation to the service provided.

Option scheme

An equity option package was implemented during 2020 (the "Option Scheme") to replace the existing long term incentive plan. In place of the LTIP scheme, executive directors and senior staff received options to subscribe for Ordinary Shares, exercisable at a price of 6.25 pence per new Ordinary Share (the "Market Price Options"). The Market Price Options will vest in equal tranches after three, four and five years' further continuous employment.

Executive directors and staff in lieu of their contractual notice periods also received options to subscribe for an aggregate new ordinary shares in the capital of the Company ("Ordinary Shares"), exercisable at a price of 1 pence per new Ordinary Share (the "1p Options").

The following movements occurred during the year:

Issue date	Vesting date	Expiry date	At 31 December 2023	(Lapsed)/Granted	At 31 December 2024
18 May 2020	18 Nov 2020	18 May 2030	1,986,972	—	**1,986,972**
18 May 2020	18 May 2021	18 May 2030	3,271,917	—	**3,271,917**
18 May 2020	18 May 2023	18 May 2030	5,116,664	—	**5,116,664**
18 May 2020	18 May 2024	18 May 2030	5,116,667	—	**5,116,667**
18 May 2020	18 May 2025	18 May 2030	5,116,669	—	**5,116,669**
25 January 2023	Variable	25 January 2033	4,500,000	—	**4,500,000**
			25,108,889	—	**25,108,889**

Long term incentive plan

LTIP awards relate to a historic scheme and are structured as nil cost options. All LTIPs have vested and there were no movements during the year.

Issue date	Expiry date	At 31 December 2023	Expired/Exercised	At 31 December 2024
16 June 2017	16 June 2027	2,352,000	—	**2,352,000**
31 July 2019	31 July 2029	2,337,501	—	**2,337,501**
		4,689,501	—	**4,689,501**

9. Foreign exchange

	2024 $'000	2023 Restated $'000
Other foreign exchange movements	**170**	328
Total net foreign exchange gain	**170**	328

10. Other income and expense

	2024 $'000	2023 $'000
Monetisation Agreement – fair value tranche 1 proceeds	**20,556**	—
Monetisation Agreement – fair value tranche 2 proceeds	**59,246**	—
Other income	**79,802**	—
Other expenses	**(1,024)**	—

In August 2022, pursuant to an ICSID arbitration which commenced in 2017, Rockhopper was awarded approximately €190 million plus interest and costs following a unanimous decision by the ICSID appointed arbitral Tribunal that Italy had breached its obligations under the Energy Charter Treaty (the “Award”).

Rockhopper submitted a letter to the Italian Republic in September 2022 formally requesting payment of €247 million, representing the Award amount plus accrued interest from 29 January 2016 to 23 August 2022 and costs. Interest was paused for four months following the date of the Award (being 23 August 2022) and is now accruing at EURIBOR + 4% which Rockhopper estimates at between €1.25 million and €1.5 million per calendar month. Interest compounds annually.

Following Italy's request to seek annulment of the Award, an ad hoc Committee was constituted to hear relevant arguments and ultimately make a ruling on Italy's request to annul the Award. A hearing was held in Madrid in April 2024 as part of Italy's request to have the Award annulled following which post hearing submissions were made in response to questions raised by the Committee. No further submissions are anticipated to be needed by the Committee and our expectation is that we just await an outcome.

On 20 December 2023, Rockhopper announced its entry into a funded participation agreement (the “Agreement”) with a regulated specialist fund that has experience in investing in legal assets (the “Specialist Fund”) to monetise its Award.

Under the terms of the Agreement, the Specialist Fund will make cash payments to Rockhopper in up to three tranches:

— Tranche 1 – Rockhopper retain €19 million of an upfront payment of €45million on completion. As previously disclosed, Rockhopper entered into a litigation funding agreement in 2017 under which all costs relating to the Arbitration from commencement to the rendering of the Award were paid on its behalf by a separate specialist arbitration funder (the "Original Arbitration Funder"). That agreement entitles the Original Arbitration Funder to a proportion of any proceeds from the Award or any monetisation of the Award. Rockhopper has entered into an agreement with the Original Arbitration Funder to pay €26 million of the Tranche 1 proceeds to discharge all of its liabilities under the agreement with the Original Arbitration Funder.

— Tranche 2 – Additional contingent payment of €65 million upon a successful annulment outcome. Should the Award be partially annulled and the quantum reduced as a result, then Tranche 2 will be reduced such that the amounts under Tranche 1 and Tranche 2 shall be adjusted downward on a pro-rata basis. For example, if the quantum of the Award is reduced by 20%, then the amounts under Tranche 1 and Tranche 2 shall be reduced by 20%. For the avoidance of doubt, the amounts under Tranche 1 and Tranche 2 shall not reduce below €45m in any circumstance.

— Tranche 3 – Potential payment of 20% on recovery of amounts in excess of 200% of the Specialist Fund's total investment including costs.

At the prior year end the Agreement was still contingent on precedent conditions being satisfied and as such the Agreement was also classified as a contingent asset. In June 2024 the precedent conditions were satisfied and Rockhopper received its initial consideration of €19 million. Management have determined that the Agreement is a financial instrument within the scope of IFRS 9 and as such should be fair valued on initial recognition and subsequently through profit and loss. Other income relates to the fair value of this consideration, i.e. the retained €19 million on completion plus the fair value of subsequent tranches translated at the prevailing €:$ rate as at completion.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

for the year ended 31 December 2024

10. Other income and expense (continued)

Other expenses relate principally to legal costs associated with the Arbitration Award and Monetisation. In October 2024 the Group decided, in line with normal market practice, that insuring to protect shareholders against loss resulting from an annulment of the Award to be the most prudent course of action. The insurance policy will ensure that, in the event that the Italian Republic succeeds in having the entire Award annulled or in the event of partial annulment, the combination of the Tranche 2 payment and the insurance payout shall entitle Rockhopper to a total no less than €31 million.

The policy has been placed via an FCA-registered specialist insurance brokerage. The policy has been underwritten by a specialist underwriting agency and subscribed to by a number of A-rated insurance carriers and syndicates. The only impact on the financial statements is the total cost of the policy, which including applicable taxes and underwriting fees, is €4 million. This cost has been spread over the life of the policy (which materially exceeds the expected time to receive an outcome from the Award annulment). As such the majority of this cost is recorded as a prepayment. The balance has been included in other expenses along with the other aforementioned legal costs.

11. Finance income and expense

	2024 $'000	2023 Restated $'000
Warrants (see note 19)	**—**	889
Unwinding of discounts on fair value of Monetisation Agreement (see note 10)	**1,323**	—
Bank and other interest receivable	**604**	302
Total finance income	**1,927**	1,191
Unwinding of discount on decommissioning provisions (see note 21)	**91**	110
Other	**205**	11
Total finance expense	**296**	121

12. Taxation

	2024 $'000	2023 $'000
Current tax:		
Overseas tax	**1,840**	—
Adjustment in respect of prior years (see Note 20)	**22,300**	—
Total current tax	**24,140**	—
Deferred tax:		
Overseas tax	**6,281**	—
Total deferred tax charge – note 22	**6,281**	—
Tax on profit/(loss) on ordinary activities	**30,421**	30,421

The reasons for the difference between the actual tax charge for the year and the standard rate of corporation tax applied to profits for the year are as follows:

	2024 $'000	2023 $'000
Profit/(loss) on ordinary activities before tax	**76,780**	(4,550)
Profit/(loss) on ordinary activities multiplied at 26% (31 December 2023: 26%)	**19,963**	(1,183)
Effects of:		
Income and gains not subject to taxation	**(15,750)**	—
Expenditure not deductible for taxation	**127**	81
Losses (utilised)/carried forward	**(3,120)**	1,102
Adjustments in respect of prior years (see Note 20)	**22,300**	—
Deferred taxes	**6,421**	—
Other (including changes to, and differences in, tax rates)	**480**	—
Current tax charge for the year	**30,421**	—

The total carried forward losses and carried forward pre trading expenditures potentially available for relief are as follows:

	2024 $'000	2023 $'000
UK	**85,631**	81,729
Falkland Islands	**640,979**	623,323
Italy	**42,568**	69,748

Deferred tax assets are only recognised on losses carried forward to the extent it is deemed probable that they will be utilised in the future. No deferred tax asset has been recognised in respect of temporary differences arising on losses carried forward, outstanding share options or depreciation in excess of capital allowances where there is uncertainty in the timing of profits and hence future utilisation. Losses carried forward in the Falkland Islands includes amounts held within entities where utilisation of the losses in the future may not be possible. As disclosed in Note 20 Tax payable, we are in the process of agreeing our tax returns in relation to the farm-out to Navitas that completed in September 2022. The carried forward losses is based on our returns to FIG and may be revised leading to fewer losses carried forward.

13. Discontinued operations

In October 2024, the Group announced the disposal, subject to conditions precedent, of its 100% interest in Rockhopper Civita Limited which holds the Group's remaining operations in the Greater Mediterranean geographical segment ("the disposal group"). The transaction had not completed at the year end, but the assets and associated liabilities have been reclassified as held for sale on the balance sheet.

Due to the fact that the disposal group has been classified as held for sale and represents a geographical area of operations it has also been treated as a discontinued operation in line with IFRS 5. As such the comparative information in the Income Statement and relevant notes has been re-presented.

The results of the discontinued operations, which have been included in the profit for the year, are the same as the Greater Mediterranean segment as disclosed in Note 3.

Cash flows from discontinued operations

	2024 $'000	2023 $'000
Net cash from operating activities	**(312)**	(877)
Net cash from investing activities	**(88)**	—
Net cash from financing activities	**—**	—

The negative consideration payable by the group to an acquirer of Rockhopper Civita Limited are expected to be substantially less than the carrying amount of the related net liabilities and accordingly no impairment losses have been recognised on the classification of these operations as held for sale. The major classes of assets and liabilities comprising the operations classified as held for sale are as follows:

	2024 $'000
Exploration and evaluation assets	**441**
Other receivables	**745**
Cash and cash equivalents	**17**
Assets classified as held for sale	**1,203**
Other payables	**1,692**
Provisions	**12,587**
Liabilities associated with assets held for sale	**14,279**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

for the year ended 31 December 2024

14. Basic and diluted profit/(loss) per share

	2024 Number	2023 Number
Weighted average number of Ordinary Shares	**644,879,070**	595,630,305
Weighted average of shares held in Employee Benefit Trust	**(1,304,500)**	(1,304,500)
Weighted average number of Ordinary Shares for the purposes of basic earnings per share	**643,574,570**	594,325,805
Effects of		
Share options and warrants	**10,498,279**	—
Weighted average number of Ordinary Shares for the purposes of diluted earnings per share	**654,072,849**	594,325,805

	Continuing operations 2024 $'000	**Discontinued operations 2024 $'000**	**Total 2024 $'000**	Continuing operations 2023 $'000	Discontinued operations 2023 $'000	Total 2023 $'000
Net profit/(loss) after tax for purposes of basic and diluted earnings per share	**46,359**	**1,253**	**47,612**	(2,834)	(1,716)	(4,550)

The weighted average number of Ordinary Shares takes into account those shares which are treated as own shares held in trust. As at the year end the Group had 1,304,500 Ordinary shares held in an Employee Benefit Trust (2023: 1,304,500) which have been purchased to settle future exercises of options.

4.5 million options (2023: 4.5 million) have not been included in the calculation of diluted EPS because their exercise is contingent on the satisfaction of certain criteria that had not been met at 31 December 2024. The total number of options in issue is disclosed in note 8.

As the Group is reporting a loss in the prior year then in accordance with IAS33 the share options are not considered dilutive because the exercise of the share options would have the effect of reducing the loss per share.

15. Intangible exploration and evaluation assets

	Falkland Islands $'000	Greater Mediterranean $'000	Total $'000
At 31 December 2022	251,589	381	251,970
Additions	5,416	—	5,416
Written off exploration costs	(158)	—	(158)
Foreign exchange movement	—	—	—
At 31 December 2023	256,847	381	257,228
Additions	14,656	78	14,734
Written off exploration costs	(393)	—	(393)
Foreign exchange movement	—	(18)	(18)
Reclassified to assets held for sale	—	(441)	(441)
At 31 December 2024	**271,110**	**—**	**271,110**

Falkland Islands Licences

The amounts for intangible exploration and evaluation assets represent active exploration and evaluation projects. The additions during the year of US$14.7 million relate principally to the Sea Lion development.

Given the quantum of intangible exploration and evaluation assets potential impairment could have a material impact on the financial statements. As such whether there are indicators of impairment is a key judgement. Management looked at a number of factors in making a judgement as to whether there are any indicators of impairment during the year. In particular with regard to the carrying value of the Falkland Islands assets, which relates to the Sea Lion Phase one development these include, but are not limited to;

> The Operator published an updated CPR in March 2025 which continued to evidence a robust project and publically talk of being able to sanction the project in mid 2025;
> Rockhopper and Navitas have used the extensive engineering work already carried out to create a lower cost development;
> Licences were due to expire during 2024. A license extension was requested across all the licences and the Falkland Islands Government have continued to be supportive and granted an extension to the end of 2026;
> Financing availability at a project level and also to cover any equity shortfall of the Group after utilising Post-FID loan facilities; and
> Current market conditions, including oil price and security of supply, provide stronger prospects for ultimate sanction of Sea Lion.

The Group benefit from a Post FID loan which will cover two thirds of its share of project equity costs. It is likely that to enable sanction the Group will need to raise additional finance to cover its proportion of unfunded project costs. The exact quantum is still to be determined but Management believe that, to the extent necessary, extra funding will be achievable based on current expectations of project costs and funding availability.

Management concluded that for these reasons, currently for Phase 1 of the Sea Lion development, there were no indicators of impairment.

Ultimately should any required additional funding not be available then it would not be possible to sanction the Sea Lion phase one development. This would possibly lead to the carrying value of the intangible asset not being recovered.

Management made the judgement that the limited near term capital being invested outside of the Phase 1 project is still an indicator of impairment in the subsequent phases of the project. Accordingly the decision continues to be to write off historic exploration costs associated with the resources which will not be developed as part of the Sea Lion Phase 1 project. This impairment has no impact on the Group's long-term strategy for multiple phases of development in the North Falkland Basin. This will be re-evaluated when the Phase 1 project has been sanctioned and investment resumes on the Phase 2 project.

16. Other receivables

	2024 $'000	2023 $'000
Current		
Receivables	**193**	675
Prepayments	**3,906**	—
Other	**58,231**	566
	62,330	1,241

The carrying value of receivables approximates to fair value. Other receivables relates almost entirely to the fair value of the subsequent tranches of the Monetisation Agreement and prepayments relate to costs associated with an insurance policy taken out during the year. Further details of both of these amounts are disclosed in note 10. The year end fair value of the Monetisation Agreement of $58.2 million varies from the amount initially recognised of $59.2 million as a result of a $1.3 million unwinding of discount offset by a $2.3 million foreign exchange loss. These foreign exchange losses are part of the exchange differences on translation of foreign operations included the Consolidated Statement of Comprehensive Income.

17. Term deposits

	2024 $'000	2023 $'000
Maturing after the period end		
Within three months	**19,969**	4,501
	19,969	4,501

Term deposits relate to amounts placed on fixed term deposit with various A rated deposit banks.

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for the year ended 31 December 2024

18. Other payables and accruals

Current liabilities

	2024 $'000	2023 $'000
Accounts payable	**225**	2,309
Accruals	**6,289**	4,586
Other creditors	**2**	281
	6,516	7,176

All amounts are expected to be settled within twelve months of the balance sheet date and so the book values and fair values are considered to be the same. Accruals include $4.7 million (2023: $3.6 million) amounts owed to Navitas in relation to Sea Lion. These amounts are expected to be invoiced and then ultimately settled using the Pre FID loan facility provided by Navitas. For further details see Non-current liabilities below.

Non current liabilities

	2024 $'000	2023 $'000
Co-venturers loan	**15,354**	–
	15,354	–

The Group benefits from funding to cover the majority of its share of Sea Lion phase 1 related costs up to FID through a loan from Navitas with interest charged at 8% per annum (the "Pre-FID Loan"). Subject to a positive FID, Navitas will provide an interest free loan to fund two-thirds of the Group's share of Sea Lion phase 1 development costs (for any costs not met by third party debt financing).

Co-venturers loan relate entirely to amounts utilised under the Pre-FID Loan facility and associated interest. This loan is repayable from 85% of Rockhopper's working interest share of Sea Lion Phase 1 project cash flows and as such has been classified as non current. In the event that material progress towards FID has not occurred by 23 September 2027, Rockhopper can elect to remove Navitas from the Falkland Islands petroleum licences (should the licences still be in effect at that time) by repaying the Pre-FID Loan. Should material progress have been made, but FID not achieved, then this period can be extended by 12 months and then a further six months if certain project milestones have been achieved.

19. Derivative financial liabilities

	2024 $'000	2023 $'000
Brought forward	**450**	1,744
Changes in fair value taken to finance income (see note 11)	**–**	(889)
Exercise of warrants	**(450)**	(405)
	–	450

Warrants issued as part of the Placing and Subscription ("Warrants") were treated as derivative financial liabilities and as such carried at fair value on the balance sheet with changes in fair value recognised in finance income or finance expenses in the income statement as appropriate. They are not designated as hedging instruments.

20. Tax payable

	2024 $'000	2023 $'000
Current tax payable	**1,806**	–
Non current tax payable	**22,300**	–
Total tax payable	**24,106**	–

Current tax payable of $1.8 million relates to amounts expected to be due in relation to the Tranche 1 proceeds received from the Agreement as disclosed in note 10. Non-current tax payable of $22.3 million relates to the potential liability arising from the historic farm-outs in the Falkland Islands.

On the 8 April 2015, the Group agreed binding documentation ("Tax Settlement Deed") with FIG in relation to the tax arising from the Group's 2012 farm out. The Tax Settlement Deed confirms the quantum and deferment of the outstanding tax liability and is made under Extra Statutory Concession 16. The Tax Settlement Deed also states that the Group is entitled to make adjustment to the outstanding tax liability if and to the extent that the Commissioner is satisfied that any part of the Development Carry becomes irrecoverable.

In September 2022 the transaction enabling Harbour Energy plc to exit and Navitas to enter the North Falkland Basin completed. Under the transaction the balance of Development Carry became irrecoverable.

Following the transaction professional advice (the 'Advice') was sought over whether the Group was entitled to adjust the tax returns for the irrecoverable Development Carry. The Advice confirmed that it is probable that the Group is entitled to adjust the outstanding tax liability. As such the Group submitted tax returns on this basis. FIG disagreed with this analysis and asserted that the Group continued to owe £59.6 million payable around first oil.

Based on the information as at 31 December 2023 the Directors made a judgement to derecognise any liability, given that it was considered the most probable outcome based on the Advice.

Separately the Group submitted tax returns in relation to the farm out to Navitas that occurred immediately after their acquisition, from Harbour Energy plc of the company that holds the North Falkland's Basin licences. The consideration for this transaction was the provision of loan funding to the Group to cover the majority of its share of Sea Lion phase 1 related costs from transaction completion up to FID through a loan from Navitas with interest charged at 8% per annum (the "Pre-FID Loan"). Subject to a positive FID, Navitas will provide an interest free loan to fund two-thirds of the Group's share of Sea Lion phase 1 development costs (for any costs not met by third party debt financing). The Directors are confident that the Group has sufficient losses to ensure no tax liability will arise.

The Group has continued discussions with FIG to resolve differences regarding any outstanding tax liability arising from the Tax Settlement Deed and recognise that the arrangements make the project financing for Sea Lion significantly more difficult.

Given these discussions, and notwithstanding the Advice, the level of uncertainty relating to the potential tax liability has increased. For this reason, the Directors' have recognised a liability this year, which has been determined with reference to a probability weighting approach to reflect the additional uncertainty. For the avoidance of doubt there is no agreement to date with FIG and the ultimate tax liability could be materially different.

Should it be proven that there is no entitlement to adjustment under the Tax Settlement Deed then the outstanding tax liability would be £59.6 million and still payable on the earlier of: (i) the first royalty payment date on Sea Lion; (ii) the date of which Rockhopper disposes of all or a substantial part of the Group's remaining licence interests in the North Falkland Basin; or (iii) a change of control of Rockhopper Exploration plc.

21. Provisions

	Decommissioning provision $'000	Other provisions $'000	**2024 $'000**	2023 $'000
Brought forward	19,099	33	**19,132**	19,177
Amounts utilised	—	—	**—**	(48)
Changes in estimate	(5,400)	—	**(5,400)**	—
Amounts arising in the year	—	3	**3**	2
Unwinding of discount	392	—	**392**	482
Foreign exchange	60	—	**60**	508
Reclassified to liabilities held for sale	(12,551)	(36)	**(12,587)**	—
Carried forward at year end	1,600	—	**1,600**	20,121

The decommissioning provision relates to the Group's licences in the Greater Mediterranean region and facilities in the Falkland Islands. As disclosed in note 13 amounts relating to the Greater Mediterranean have been reclassified as liabilities held for sale. Prior to reclassification Management based the liability on the Group's plans should the transaction not complete.

Judgements are made based on the long term economic environment around appropriate inflation and discount rates to be applied as well as the timing of any future decommissioning. In the Falkland Islands costs are most likely to be in $US or GB£. Management consider the UK economic environment is best when informing these judgements due to probable contractor base likely to be used. All assets in the Greater Mediterranean are in Italy and so costs are likely to be in Euros and as such management consider the Italian as well as the broader Eurozone region to inform these judgements

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

for the year ended 31 December 2024

21. Provisions (continued)

The Group believe it appropriate to use the following inflation and discount rates;

	2024 **Falklands**	**2024 Greater Mediterranean**	2023 Falklands	2023 Greater Mediterranean
Inflation	**1.6%**	**1.85%**	2.0%	2.0%
Discount	**5.2%**	**2.36% – 3.25%**	2.0%	2.0%
Period (years)	**30**	**2 – 25**	30	2 – 25

The changes in estimate in the year all relate to the change in relative discount and inflation rates.

Decommissioning costs are uncertain and management's cost estimates can vary in response to many factors, including changes to the relevant legal requirements, the emergence of new technology or experience at other assets. The expected timing, work scope and amount of expenditure may also change. Therefore, significant estimates and assumptions are made in determining the costs associated with the provision for decommissioning. The estimated decommissioning costs are reviewed annually, and the results of the most recent available review used as a basis for the amounts in the Consolidated Financial Statements. Provision for environmental clean-up and remediation costs is based on current legal and contractual requirements, technology and price levels. However, actual decommissioning costs will ultimately depend upon future market prices for the necessary decommissioning works required which will reflect market conditions at the relevant time.

The estimated costs associated with the decommissioning works are those that are likely to have a material impact on the provision. Given the facilities in the Falkland islands are expected to be utilised during the Sea Lion development any changes in the provision are capitalised in the intangbile asset. A 10 per cent increase in these estimates would increase both the provision and the intangible assets in the year by US$160 thousand. Similarly, a 10 per cent reduction in these estimated costs would decrease both the provision and the intangible assets in the year by US$160 thousand.

Other provisions include amounts due for accrued holiday and leaving indemnity to staff in Italy, that will become payable when they cease employment, these have also been reclassified to liabilities held for sale.

22. Deferred tax

The following are the major deferred tax liabilities and assets recognised by the group and movements thereon during the current and prior reporting period.

	Accelerated tax depreciation $'000	Revaluation of financial assets $'000	Tax losses $'000	Total $'000
At 1 January 2023 and 1 January 2024	(39,137)	—	—	(39,137)
Foreign exchange	—	309	(196)	113
Movement in period	—	(17,088)	10,807	(6,281)
At 31 December 2024	**(39,137)**	**(16,779)**	**10,611**	**(45,305)**

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the group intends to settle its current tax assets and liabilities on a net basis.

Total carried forward losses and carried forward pre-trading expenditures available for relief on commencement of trade at 31 December 2024 are disclosed in note 12 Taxation. Deferred tax assets are only recognised in relation to these losses to the extent it is probable that future suitable taxable profits will be available against which these losses can be utilised.

23. Share capital

	2024		2023	
	$'000	**Number**	$'000	Number
Authorised, called up, issued and fully paid: Ordinary shares of £0.01 each	**9,455**	**640,578,764**	9,196	620,229,436

	2024 Number	2023 Number
Shares in issue brought forward	**620,229,436**	586,485,319
Shares issued		
– Issued on exercise of warrants and share options	**20,349,328**	33,744,117
Shares in issue carried forward	**640,578,764**	**620,229,436**

24. Reserves

Set out below is a description of each of the reserves of the Group:

Share premium	Amount subscribed for share capital in excess of its nominal value.
Share based remuneration	The share incentive plan reserve captures the equity related element of the expenses recognised for the issue of options, comprising the cumulative charge to the income statement for IFRS2 charges for share based payments less amounts released to retained earnings upon the exercise of options.
Own shares held in trust	Shares held in trust by the Employee Benefit Trust which have been purchased to settle future exercises of options.
Merger reserve	The difference between the nominal value and the fair value of shares issued on acquisition of subsidiaries.
Foreign currency translation reserve	Exchange differences arising on consolidating the assets and liabilities of the Group's subsidiaries are classified as equity and transferred to the Group's translation reserve.
Special reserve	The reserve is non distributable and was created following cancellation of the share premium account on 4 July 2013. It can be used to reduce the amount of losses incurred by the Parent Company or distributed or used to acquire the share capital of the Company subject to settling all contingent and actual liabilities as at 4 July 2013. Should not all of the contingent and actual liabilities be settled, prior to distribution the Parent Company must either gain permission from the actual or contingent creditors for distribution or set aside in escrow an amount equal to the unsettled actual or contingent liability.
Retained losses	Cumulative net gains and losses recognised in the financial statements.

25. Capital commitments

Significant capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is US$0.6million (2023: US$0.7 million) relating to the Group's intangible exploration and evaluation assets.

26. Related party transactions

Transactions between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed. Subsidiaries are listed in notes of the Company financial statements.

The remuneration of directors, who are the key management personnel of the Group, is set out below in aggregate. Further information about the remuneration of individual directors, including deferred salary and bonus amounts, is provided in the Directors' Remuneration Report on pages 28 to 37.

	Year ended 31 December 2024 $'000	Year ended 31 December 2023 $'000
Short term employee benefits	**918**	796
Share based payments	**48**	72
	966	868

On 6 April 2023, Alison Baker, Senior Independent Director, in order to effect a "Bed and ISA" transaction, sold 142,865 Ordinary shares of 1 pence each (Ordinary Shares) at a price of 10.725 pence per Ordinary Share and then purchased into an Individual Savings Account (ISA) 142,753 Ordinary Shares at the same price.

On the 20 December 2023 the Company received notifications from the below Directors and former Directors of the exercise of Warrants. In total an aggregate 1,071,426 new Ordinary Shares of £0.01 each ("Ordinary Shares") in the Company were issued at an exercise price of 9 pence per ordinary share, providing the Company with proceeds of £96,428.

	Number of Warrants
Sam Moody	714,285
Keith Lough	214,285
Alison Baker	71,428
John Summers	71,428

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

for the year ended 31 December 2024

27. Financial instruments – Fair values and risk management

A. Accounting classifications and fair values

The only assets classified at fair value through profit and loss is the Agreement as disclosed in note 10 Other income and expenses.

The only liabilities classified as at fair value through profit and loss are the derivative financial liabilities as disclosed in note 19.

B. Measurement of fair values

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the group has classified its financial instruments into the three levels prescribed under the accounting standards. An explanation of each level follows underneath.

Financial asset/liability	Level	Valuation technique/key inputs	Significant unobservable input(s)	Relationship and sensitivity of unobservable inputs
Other receivables (Note 16)	2	Discounted cash flow Future cash flows are contractual. To the extent necessary these were risked with reference to the actual cost incurred to insure the same cash flows. These were then discounted at market observable rates.	Timing of cash flows.	The later the timing of cash flows the lower the fair value. If the timing was 3 months longer/shorter the carrying value would decrease/increase $650,000.
Derivative financial liabilities (Note 19)	1	Black-scholes model. The following variables were taken into consideration: current underlying price of the commodity, options strike price, time until expiration, implied volatility of the commodity and Risk free rate.	N/A	N/A

Warrants issued as part of the Placing and Subscription were treated as derivative financial liabilities and as such carried at fair value on the balance sheet with changes in fair value recognised in finance income or expenses in the income statement as appropriate. They are not designated as hedging instruments. Fair value of the Warrants were determined using a black scholes model the key inputs of which are summarised below.

C. Financial risk management

The Group has exposure to the following risks arising from financial instruments:

- > Market risk see Note 27 C i
- > Credit risk see Note 27 C ii
- > Liquidity risk see Note 27 C iii
- > Capital risk see Note 27 C iv

i. Market rate risk

Foreign exchange risks: The Group is exposed to foreign exchange movements on monetary assets and liabilities denominated in currencies other than US$. A number of the Group's subsidiaries have a functional currency other than US$, where this is the case the Group has an exposure to foreign exchange differences with differences being taken to reserves.

The Group has cash and cash equivalents and term deposits of US$20.9 million of which US$0.4 million was held in US$ denominations. The Group has expenditure in GB£ and Euro and accepts that to the extent current cash balances in those currencies are not sufficient to meet those expenditures they will need to acquire them. The following table summarises the split of the Group's assets and liabilities by currency:

Currency denomination of balance	$ $'000	£ $'000	€ $'000
Assets			
31 December 2024	**275,536**	**4,575**	**75,426**
31 December 2023	258,152	7,743	1,355
Liabilities			
31 December 2024	**60,815**	**23,932**	**22,413**
31 December 2023	47,180	2,249	17,697

The following table summarises the impact on the Group's pre-tax profit/(loss) and equity of a reasonably possible change in the US$ to GB£ exchange rate and the US$ to euro exchange:

	Pre tax profit/(loss)		Total equity	
	+10% US$ rate increase $'000	–10% US$ rate decrease $'000	+10% US$ rate increase $'000	–10% US$ rate decrease $'000
US$ against GB£				
31 December 2024	**(194)**	**194**	**(194)**	**194**
31 December 2023	549	(549)	549	(549)
US$ against euro				
31 December 2024	**5,301**	**(5,301)**	**5,301**	**(5,301)**
31 December 2023	(1,634)	1,634	(1,634)	1,634

Interest rate risks: the Group's only external debt is the Pre-FID loan from Navitas. It is at a fixed rate of interest and the Group does not account for this at FVTPL so a change in interest rate at the reporting date would not affect profit or loss. Therefore exposure to interest rates is limited to finance income it receives on cash and term deposits. The Group is not dependent on its finance income and given the current interest rates the risk is not considered to be material.

ii. Credit risk

The Group recharges partners and third parties for the provision of services. Should the companies holding these accounts become insolvent then these funds may be lost or delayed in their release. The amounts classified as receivables as at the 31 December 2024 $193,000 (31 December 2023: $910,000).

Other receivables relates to the fair value of the Agreement to monetise the Group's Award. The counter party to the Agreement is a specialist fund with significant funds under management. In the unlikely event the contingent Tranche 2 proceeds become due and fail to be paid, then the acquirer will forfeit all their rights under the agreement along with any payments to date.

Credit risk relating to the Group's other financial assets which comprise principally cash and cash equivalents and term deposits arises from the potential default of counterparties. Investments of cash and deposits are made within credit limits assigned to each counterparty. The risk of loss through counterparty failure is therefore mitigated by the Group splitting its funds across a number of banks.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

for the year ended 31 December 2024

27. Financial instruments – Fair values and risk management (continued)

C. Financial risk management (continued)

iii. Liquidity risk

The Group monitors the liquidity position by preparing cash flow forecasts to ensure sufficient funds are available. Further information can be found in the going concern assessment contained in Note 1.5.

Maturity of financial liabilities

The table below analyses the Group's financial liabilities, which will be settled on a gross basis, into relevant maturity groups based on the remaining period at the balance sheet to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. The Co-venturers loan balance of $15,354,000 (2023: $nil) included in non-current payables has been excluded from the analysis as its repayment is to be made from its as yet unsanctioned Sea Lion development. Whilst it is expected that the project will be sanctioned in the future there is no guarantee on timing so the date of any repayment is yet to be determined and any impact on liquidity would be considered at sanction.

At 31 December 2024	Within 1 year $'000	2 to 5 years $'000	More than 5 years $'000	Total contractual cashflows $'000	Carrying amount $'000
Other payables	6,516	—	—	6,516	6,516
	6,516	**—**	**—**	**6,516**	**6,516**

At 31 December 2023	Within 1 year $'000	2 to 5 years $'000	More than 5 years $'000	Total contractual cashflows $'000	Carrying amount $'000
Other payables	7,176	—	—	7,176	7,176
Lease liability	246	—	—	246	246
	7,422	**—**	**—**	**7,422**	**7,422**

iv. Capital risk

The Group manages capital to ensure that it is able to continue as a going concern whilst maximising the return to shareholders. The capital structure consists of cash and cash equivalents and equity. The board regularly monitors the future capital requirements of the Group, particularly in respect of its ongoing development programme. Further information can be found in the going concern assessment contained in Note 1.5.

PARENT COMPANY FINANCIAL STATEMENTS – COMPANY BALANCE SHEET

As at 31 December 2024

	Notes	**Year ended 31 December 2024 $'000**	Year ended 31 December 2023 $'000
Non current assets			
Property, plant and equipment s		**10**	29
Investments	2	**–**	–
Group undertakings	3	**314,800**	294,740
Current assets			
Other receivables	4	**4,099**	359
Finance lease receivable		**–**	235
Restricted cash		**–**	474
Term deposits		**19,969**	4,501
Cash and cash equivalents		**867**	3,452
Total assets		**339,745**	303,790
Current liabilities			
Other payables	5	**22,651**	11,012
Derivative financial liabilities	6	**–**	450
Lease liability		**–**	243
Total liabilities		**22,651**	11,705
Equity			
Share capital	10	**9,455**	9,196
Share premium	11	**12,585**	10,181
Share based remuneration	11	**2,185**	2,109
Own shares held in trust	11	**(1,320)**	(1,320)
Merger reserve	11	**78,451**	78,451
Special reserve	11	**175,281**	175,281
Retained earnings	11	**40,457**	18,187
Attributable to the equity shareholders of the company		**317,094**	292,085
Total liabilities and equity		**339,745**	303,790

These financial statements on pages 65 to 69 were approved by the directors and authorised for issue on 28 May 2025 and are signed on their behalf by:

Sam Moody
Chief Executive Officer

Rockhopper Exploration plc Registered Company number: 05250250

The notes on pages 67 to 69 form an integral part of these financial statements.

COMPANY STATEMENT OF CHANGES IN EQUITY

for the year ended 31 December 2024

	Share capital $'000	Share premium $'000	Share based remuneration $'000	Shares held in trust $'000	Merger reserve $'000	Special reserve $'000	Retained earnings $'000	Total Equity $'000
Balance at 31 December 2022	8,771	6,518	1,492	(1,494)	78,451	175,281	19,994	289,013
Loss and total comprehensive loss for the year	—	—	—	—	—	—	(1,633)	(1,633)
Share based payments	—	—	617	—	—	—	—	617
Share issues (net of expenses)	425	3,663	—	—	—	—	—	4,088
Other transfers	—	—	—	174	—	—	(174)	—
Balance at 31 December 2023	9,196	10,181	2,109	(1,320)	78,451	175,281	18,187	292,085
Profit and total comprehensive profit for the year	—	—	—	—	—	—	22,270	22,270
Share based payments	—	—	76	—	—	—	—	76
Share issues (net of expenses)	259	2,404	—	—	—	—	—	2,663
Other transfers	—	—	—	—	—	—	—	—
Balance at 31 December 2024	**9,455**	**12,585**	**2,185**	**(1,320)**	**78,451**	**175,281**	**40,457**	**317,094**

See note 11 for description of each of the reserves of the Company.

Other transfers relate to amounts transferred from share based remuneration reserve to retained earnings due to share based payments in relation to options that have either not vested or expired.

The notes on pages 67 to 69 form an integral part of these financial statements.

NOTES TO THE COMPANY FINANCIAL STATEMENTS

for the year ended 31 December 2024

1 Accounting policies

Company and its operations

Rockhopper Exploration plc, the 'Company', a public limited company quoted on AIM, incorporated and domiciled in the United Kingdom ('UK'), together with its subsidiaries, collectively 'the 'Group' holds certain exploration licences for the exploration and exploitation of oil and gas in the Falkland Islands. It also has operations in the Greater Mediterranean based in Italy. The registered office of the Company is Warner House, 123 Castle Street, Salisbury, Wiltshire, SP1 3TB.

Authorisation of financial statements and statement of compliance with financial reporting standard 101 reduced disclosure framework (FRS 101)

The financial statements of Rockhopper Exploration plc. for the year ended 31 December 2024 were approved and signed by the Group Chief Executive Officer on 28 May 2025 having been duly authorised to do so by the board of directors. The Company meets the definition of a qualifying entity under Financial Reporting Standard 100 (FRS 100) issued by the Financial Reporting Council. Accordingly, these financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101) and in accordance with the provisions of the Companies Act 2006.

In these financial statements, the Company as permitted by FRS101 has taken advantage of the disclosure exemptions available under that standard in relation to accounting standards issued but not yet effective or implemented, share-based payment information, financial instruments, capital management, presentation of comparative information in respect of certain assets, presentation of a cash-flow statement and certain related party transactions. Where required equivalent disclosures are given in the consolidated financial statements.

Basis of accounting

These financial statements are prepared on a going concern basis. The financial statements have been prepared under the historical cost convention with the exception of Share Based Payments which are at fair value. Historical cost is generally based on the fair value of the consideration given in exchange for the assets. As permitted by Section 408 of the Companies Act 2006, the profit and loss account of the Company is not presented as part of these financial statements. The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

All values are rounded to the nearest thousand dollars ($'000), except where otherwise indicated.

Where required, the equivalent disclosures are given in the consolidated financial statements. Key sources of estimation uncertainty disclosure are provided in the Accounting Policies and in relevant notes to the consolidated financial statements as applicable.

Going concern

The financial statements have been prepared on a going concern basis. Further information relating to the going concern assumption is provided in note 1.5 of the consolidated financial statement.

Investments

The investments in the subsidiary undertakings are included in the Company financial statements at cost. The Company assesses investments for impairment whenever events or changes in circumstances indicate that the carrying value of investment may not be recoverable. If any such indication of impairment exists, the Company makes an estimate of its recoverable amount. Where the carrying amount of an investment exceeds its recoverable amount, the investment is considered impaired and is written down to its recoverable amount.

Property, plant and equipment and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset evenly over its expected useful life as follows:

Office equipment	Over 3 years
Leasehold improvements	Over 5 years

USE OF ESTIMATES, ASSUMPTIONS AND JUDGEMENTS

The key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed in the relevant note as is sensitivity analysis as required. The key areas identified and the relevant note are as follows:

Carrying value of investments and group undertakings (note 2 and 3) – estimates

Probability of repayment constitutes a key input in measuring expected credit loss. Probability of repayment is an estimate of the likelihood of repayment over a given time horizon, the calculation of which requires assumptions and expectations of future conditions.

NOTES TO THE COMPANY FINANCIAL STATEMENTS CONTINUED

for the year ended 31 December 2024

2. Investments

	2024 $'000	2023 $'000
Cost brought forward and carried forward	**113,099**	113,099
Amounts provided brought forward and carried forward	**(113,099)**	(113,099)
Net book value brought forward and carried forward	**—**	—

All amounts relate to subsidiary undertakings.

Details of the investments at the year end were as follows:

Company	Incorporated	Class of share	Percentage held %
Rockhopper Resources Limited	England & Wales	Ordinary	100
Rockhopper Exploration (Oil) Limited	England & Wales	Ordinary	100
Rockhopper Exploration (Hydrocarbons) Limited	England & Wales	Ordinary	100
Rockhopper Exploration (Petrochemicals) Limited	England & Wales	Ordinary	100
Rockhopper Exploration (Oil) Limited	Falkland Islands	Ordinary	100
Rockhopper Mediterranean Limited	England & Wales	Ordinary	100
Rockhopper Civita Limited	England & Wales	Ordinary	100
Rockhopper Italia SpA	Italy	Ordinary	100
Falkland Oil and Gas Limited	Falkland Islands	Ordinary	100
Desire Petroleum Limited	England & Wales	Ordinary	100

All companies incorporated in England & Wales have their registered address at Warner House, 123 Castle Street, Salisbury, SP1 3TB, United Kingdom. All companies incorporated in the Falkland Islands have their registered address at 45 John Street, Stanley, Falkland Islands, FIQQ 1ZZ.

Rockhopper Italia SpA has its registered address at Via Venti Settembre 1 Roma, 00187 Rome, Italy.

3. Group undertakings

	2024 $'000	2023 $'000
Group undertakings	**476,480**	480,639
Provisions	**(161,680)**	(185,899)
	314,800	294,740

The Company is required to recognise expected credit losses for all financial assets held at amortised costs, which includes intercompany loans. Given that the quantum of intercompany loan balances changes in relation to expected credit losses this could have a material impact on the financial statements. As such estimates in relation to expected credit losses are key.

The intercompany loans are repayable on demand, however as at the year end the group undertakings would not have sufficient liquid resources with which to repay outstanding amounts. In Management's judgement it is most likely that the Company would pursue the repayment of loan balances over time as this would most likely maximise returns.

Probability of repayment constitutes a key input in measuring expected credit loss. Probability of repayment is an estimate of the likelihood of repayment over a given time horizon, the calculation of which requires assumptions and expectations of future conditions. Whilst clearly a subjective judgement if Management had concluded that the probability of each loan balance being repaid had been 10 per cent lower then both the provision and loss for the year would have increased by US$47.4 million (2023: US$47.8 million).

4. Other receivables

	2024 $'000	2023 $'000
Receivables	**193**	359
Prepayments	**3,906**	—
	4,099	359

5. Other payables

	2024 $'000	2023 $'000
Trade creditors	**78**	523
Other creditors	**—**	234
Accruals	**1,554**	1,182
Group undertakings	**21,019**	9,073
	22,651	11,012

Amounts with Group undertakings are subject to loan agreements, repayable on demand and interest free

6. Derivative financial liabilities

For information on derivative financial liabilities see note 19 of the Group financial statements.

7. Salaries and directors' remuneration

	2024 $'000	2023 $'000
Salaries and fees	**2,127**	1,640
National insurance costs	**1,027**	303
Pension costs	**172**	67
Employee benefit costs	**62**	52
Average number of employees	**7**	7

Disclosures in relation to directors' remuneration are given on a consolidated basis in the directors' report and note 6 of the Group financial statements.

8. Auditors' remuneration Salaries and directors' remuneration

Note 7 of the Group financial statements provides details of the remuneration of the Company's auditors on a Group basis.

9. Share based payments

Note 8 of the Group financial statements provides details of share based payments of the Group. The amounts disclosed are the same as those of the Company.

10. Share capital

Note 23 of the Group financial statements provides details share capital of the Company.

11. Capital and reserves

For description of each of the reserves of the Company please see Note 24 of the Group financial statements.

12. Related parties

Note 26 of the Group financial statements provides details on remuneration of key management personnel of the Group. The amounts disclosed are the same as those of the Company.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ROCKHOPPER EXPLORATION PLC

Opinion on the financial statements

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 31 December 2024 and of the Group's profit for the year then ended;
- the Group financial statements have been properly prepared in accordance with UK adopted international accounting standards;
- the Parent Company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Rockhopper Exploration plc (the 'Parent Company') and its subsidiaries (the 'Group') for the year ended 31 December 2024 which comprise the Consolidated income statement, the Consolidated statement of comprehensive income, the Consolidated balance sheet, the Consolidated statement of changes in equity, the Consolidated statement of cash flows, the Company balance sheet, the Company statement of changes in equity as well as notes to the financial statements, including a summary of material accounting policy information.

The financial reporting framework that has been applied in the preparation of the Group financial statements is applicable law and UK adopted international accounting standards. The financial reporting framework that has been applied in the preparation of the Parent Company financial statements is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remain independent of the Group and the Parent Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the Directors' assessment of the Group and the Parent Company's ability to continue to adopt the going concern basis of accounting included:

- We obtained the Directors' Group cash flow forecast to 30 September 2026. We assessed the reasonableness of underlying assumptions such as forecast levels of operating and capital expenditure used in preparing these forecasts by reference to Directors' budgeted activity and actual expenditure in 2024.
- We tested the mathematical accuracy and integrity of the forecast model and assessed their consistency with approved budgets.
- We compared previous forecasts to actual results, as well as forecasts used in the current year assessment to the latest management accounts to support the accuracy of Directors' forecasting.
- We checked cash balances used in the forecast close to the date of approval off of these financial statements, by tracing cash positions against bank statements.
- We considered the going concern disclosures included in the financial statements against the requirements of the relevant accounting standards, and our knowledge and understanding of the underlying business.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group and the Parent Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report.

Overview

		2024	2023
Key audit matters	Going concern	✗	✓
	Uncertain tax positions	✓	✓
	Valuation of the Ombrina Mare monetisation award	✓	✗
	Going concern is no longer considered to be a key audit matter because the Group and Company significantly improved their financial position in 2024 following receipt of EUR 19 million in respect of tranche 1 of the Ombrina Mare Monetisation in June 2024, see notes 1.5 and 10 to the financial statements		
Materiality	*Group financial statements as a whole* $3.5m (2023: $2.6m) based on 1% (2023: 1%) of Total assets		

An overview of the scope of our audit

Our Group audit was scoped by obtaining an understanding of the Group and its environment, the applicable financial reporting framework and the Group's system of internal control. On the basis of this, we identified and assessed the risks of material misstatement of the Group financial statements including with respect to the consolidation process. We then applied professional judgement to focus our audit procedures on the areas that posed the greatest risks to the group financial statements. We continually assessed risks throughout our audit, revising the risks where necessary, with the aim of reducing the group risk of material misstatement to an acceptable level, in order to provide a basis for our opinion.

Components in scope

From the above risk assessment and planning procedures, we determined which of the Group's components were likely to include risks of material misstatement relevant to the Group's financial statements. We then determined the type of procedures to be performed at these components, and the extent to which component auditors were required to be involved. In determining components, we have considered how components are organised within the Group, and the commonality of control environments, legal and regulatory framework, and level of aggregation associated with individual entities. Whilst there is relative commonality of controls across the Group, differences in jurisdictional risk, and the legal and regulatory frameworks under which the entities operate, prevent the further amalgamation of components.

For components in scope, we used a combination of risk assessment procedures and further audit procedures to obtain sufficient appropriate evidence. These further audit procedures included:

- procedures on the entire financial information of the component, including performing substantive procedure;
- procedures on one or more classes of transactions, account balances or disclosures; and
- specific audit procedures.

Procedures performed at the component level

We performed procedures to respond to group risks of material misstatement at the component level that included the following.

Component	Component Name	Group Audit Scope
1	Rockhopper Exploration Plc	Statutory audit and procedures on the entire financial information of the component.
2	Rockhopper Exploration (Hydrocarbon Limited)	Procedures on the entire financial information of the component.
3	Rockhopper Civita Limited	Specific audit procedures
4	Rockhopper Italia SpA	Specific audit procedures
5	Rockhopper Exploration (Oil) Limited	Specific audit procedures

The Group engagement team has performed all procedures directly, and has not involved component auditors in the Group audit.

Disaggregation

The financial information relating to management override of controls is disaggregated across the Group. We took a decentralised approach to responding to this risk. We performed procedures at the component level in relation to this risk in order to obtain assurance over the population of Group balances.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit, and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter		How the scope of our audit addressed the key audit matter
Valuation of the Ombrina Mare Monetisation Award See note 2 and 10 to the financial statements	As stated in Note 10 to the financial statements, in August 2022, pursuant to the International Centre for Settlement of Investment Disputes (ICSID) arbitration which commenced in 2017, the Group was awarded approximately €190 million plus interest and costs following a unanimous decision by the ICSID appointed arbitral Tribunal that Italy had breached its obligations under the Energy Charter Treaty. The Italian Republic is seeking annulment of the award, and following a hearing in April 2024 an outcome is awaited. On 20 December 2023, the Group announced its entry into a funded participation agreement (the "Agreement") with a regulated specialist fund that has experience in investing in legal assets (the "Specialist Fund") to monetise its Award. Furthermore in October 2024, the Group entered into an insurance policy so that in the event that the Italian Republic succeeds in annulling the award, the Group will be entitled to an insurance payout. Management has recognised a financial asset which at fair value is $58.2 million in relation to the Agreement. Given the significant estimation involved in the valuationof the award, we considered this as a significant risk and a key audit matter.	Our audit procedures related to the valuation of the Ombrina Mare Award monetisation are set out below: > We checked the terms of the Agreement with the Specialist Fund to ensure all terms and conditions are clearly understood, including checking the related conditions precedent have been complied with the Deed of Release signed by FIG in June 2024. > We assessed the recognition and fair value of any financial assets arising from the monetisation award in line with the requirements of IFRS 9 (Financial Instruments). This included assessing the reasonableness of the key assumptions used in management's calculations, including timing, discount rate and risk adjustment: – Timing: compared management's assumptions with the average duration of ICSID annulment cases. – Discount rate: tested the discount rate against external market data. – Risk adjustment: reviewed management's approach to risk adjustment and confirmed it complied with the relevant IFRS requirements. > With the assistance of our audit experts, we assessed the valuation approach followed and the discount rate applied by management. > We assessed the appropriateness and completeness of the disclosures related to the financial asset recognised in the financial statements in line with the requirements of IFRS 9 and 7. **Key observations:** Based on the procedures performed, we consider management's estimation of the valuation of the Ombrina Mare monetisation award value to be reasonable.

Key audit matter		How the scope of our audit addressed the key audit matter
Uncertain tax positions See note 20 to the financial statements	On 8 April 2015, the Group entered a Tax Settlement Deed with the Falklands Island Government (FIG) in relation to the tax arising from the Group's farm-out to Premier. As part of the Navitas transaction that concluded in 2022, the farm in as part of the 2012 disposal was terminated, including the outstanding Development Carry due from Premier. As a result of this, the Deferred Tax Liability was reduced from £59.6 million to £nil in 2022. Separately the Group estimated the tax due in relation to the farm out to Navitas. The consideration for this transaction was the provision of loan funding to the Group. The Group continues to engage with FIG on these uncertain tax positions, and in 2024 has recognised a tax liability of $22.3m. Given the judgements and estimates involved in calculating if tax is due on these transactions, there is a risk the tax liability could be materially misstated. We therefore consider this as a key audit matter.	Our audit procedures related to the uncertain tax positions are set our below: > We critically assessed and challenged management's paper on the accounting treatment and judgment applied to these tax liabilities under IFRIC 23. > In respect of the recognition of previously derecognised deferred taxes, we assessed management's probability weighted calculation of the tax liability recorded, considered the appropriateness of the assumptions management applied, including changes from the previous year, in light of available evidence. > In respect of the Navitas farm out, we reviewed management's calculation of the consideration, being loans made on favourable terms, to determine the reasonableness of no taxes being recognised. > We assessed the appropriateness and completeness the disclosures in the financial statements. **Key observations:** Based on the procedures performed, we have not identified any instances to indicate that managements judgements in relation to uncertain tax positions are inappropriate.

Our application of materiality

We apply the concept of materiality both in planning and performing our audit, and in evaluating the effect of misstatements. We consider materiality to be the magnitude by which misstatements, including omissions, could influence the economic decisions of reasonable users that are taken on the basis of the financial statements.

In order to reduce to an appropriately low level the probability that any misstatements exceed materiality, we use a lower materiality level, performance materiality, to determine the extent of testing needed. Importantly, misstatements below these levels will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the financial statements as a whole.

Based on our professional judgement, we determined materiality for the financial statements as a whole and performance materiality as follows:

	Group financial statements		Parent company financial statements	
	2024 $	2023 $	2024 $	2023 $
Materiality	3,500,000	2,600,000	3,100,000	520,000
Basis for determining materiality	1.0% of total assets		1.0% of total assets	20% of Group materiality
Rationale for the benchmark applied	We considered total assets to be the most significant determinant of the Group's financial performance for users of the financial statements, given the Group's exploration focus.		The materiality has been based on total assets as the Company is not revenue generating or profit making.	
Performance materiality	2,400,000	1,690,000	2,100,000	338,000
Basis for determining performance materiality	70%	65%	70%	65%
Rationale for the percentage applied for performance materiality	In reaching our conclusion on the level of performance materiality to be applied we considered a number of factors including the expected total value of known and likely misstatements (based on past experience) and our knowledge of the Group's and Company's internal controls.			

Component performance materiality

For the purposes of our Group audit opinion, we set performance materiality for each component of the Group, apart from the Parent Company whose materiality and performance materiality are set out above, based on a percentage of between 32% and 67% (2023: 20% and 80%) of Group performance materiality dependent on a number of factors including potential significant risks of material misstatements at the component, relative size of components, extent of disaggregation of the financial information across components, control environment and our assessment of the risk of material misstatement of those components. Component performance materiality ranged from $770,000 to $1,600,000 (2023: $338,000 to $1,350,000).

Reporting threshold

We agreed with the Audit Committee that we would report to them all individual audit differences in excess of $170,000 (2023: $91,000). We also agreed to report differences below this threshold that, in our view, warranted reporting on qualitative grounds.

Other information

The directors are responsible for the other information. The other information comprises the information included in the document entitled 'annual report' other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Other Companies Act 2006 reporting

Based on the responsibilities described below and our work performed during the course of the audit, we are required by the Companies Act 2006 and ISAs (UK) to report on certain opinions and matters as described below.

Strategic report and Directors' report	In our opinion, based on the work undertaken in the course of the audit: > the information given in the Strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and > the Strategic report and the Directors' report have been prepared in accordance with applicable legal requirements. In the light of the knowledge and understanding of the Group and Parent Company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the Directors' report.
Matters on which we are required to report by exception	We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion: > adequate accounting records have not been kept by the Parent Company, or returns adequate for our audit have not been received from branches not visited by us; or > the Parent Company financial statements are not in agreement with the accounting records and returns; or > certain disclosures of Directors' remuneration specified by law are not made; or > we have not received all the information and explanations we require for our audit.

Responsibilities of Directors

As explained more fully in the Directors' report in respect of the Strategic report, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Group's and the Parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or the Parent Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Extent to which the audit was capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

Non-compliance with laws and regulations

Based on:

> Our understanding of the Group and the industry in which it operates;
> Discussion with management and those charged with governance and the Audit Committee; and
> Obtaining and understanding of the Group's policies and procedures regarding compliance with laws and regulations.

We considered the significant laws and regulations to be the applicable accounting framework, UK and Falkland Islands tax legislation, the UK Companies Act 2006, employment laws and data protection regulations and AIM Listing Rules.

The Group is also subject to laws and regulations where the consequence of non-compliance could have a material effect on the amount or disclosures in the financial statements, for example through the imposition of fines or litigations. We identified such laws and regulations to be the health and safety legislation.

Our procedures in respect of the above included:

> Review of minutes of meeting of those charged with governance for any instances of non-compliance with laws and regulations.
> Review of correspondence with regulatory and tax authorities for any instances of non-compliance with laws and regulations; and
> Review of financial statement disclosures and agreeing to supporting documentation.

Fraud

We assessed the susceptibility of the financial statements to material misstatement, including fraud. Our risk assessment procedures included:

> Enquiry with management and those charged with governance and the Audit Committee regarding any known or suspected instances of fraud;
> Obtaining an understanding of the Group's policies and procedures relating to:
  – Detecting and responding to the risks of fraud; and
  – Internal controls established to mitigate risks related to fraud.
> Review of minutes of meeting of those charged with governance for any known or suspected instances of fraud;
> Discussion amongst the engagement team as to how and where fraud might occur in the financial statements; and
> Performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud.

Based on our risk assessment, we considered the areas most susceptible to fraud to be the risk of fraud in management override of controls, in particular in relation to key judgments and estimates.

Our procedures in respect of the above included:

> Performing unpredictability testing on accounts balances which were considered to be at a greater risk of susceptibility to fraud;
> Testing the appropriateness of journal entries made throughout the period which met a specific risk-based criteria through agreement to corroborative supporting evidence;
> Performing a detailed review of the Group's year end adjusting entries and investigating any that appear unusual as to nature or amount by agreeing to underlying support and calculations;
> Assessing the judgements made by Management when making key accounting estimates and judgements, and challenging Management on the appropriateness of these judgments, specifically around key audit matters as discussed above;
> Reviewing minutes from board meetings of those charged with governance and RNS announcements to identify any instances of non-compliance with laws and regulations; and
> Performing a detailed review of the Group's consolidation entries, and investigating any that appear unusual with regards to nature or amount to corroborative evidence.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members who were all deemed to have appropriate competence and capabilities and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

This report is made solely to the Parent Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Parent Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Parent Company and the Parent Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Peter Acloque
(Senior Statutory Auditor)
for and on behalf of BDO LLP
Statutory Auditor
London
United Kingdom

28 May 2025

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

KEY LICENCE INTERESTS

Falkland Islands
North Falkland Basin

Licence	Operator	Rockhopper working interest %	Field/Discovery	Licence phase expiry date
PL003a	Navitas	35.00	—	31/12/2026
PL003b	Navitas	35.00	—	31/12/2026
PL004a	Navitas	35.00	Isobel Deep	31/12/2026
PL004b	Navitas	35.00	Beverley Casper South Zebedee	31/12/2026
PL004c	Navitas	35.00	—	31/12/2026
PL005	Navitas	35.00	—	31/12/2026
PL032 – Sea Lion Discovery Area	Navitas	35.00	Casper North Sea Lion	31/12/2026 31/12/2026
PL033	Navitas	35.00	—	31/12/2026

South Falkland Basin

Licence	Operator	Rockhopper working interest %	Field/Discovery	Licence phase expiry date
PL011	Rockhopper	100.00	—	31/12/2026
PL012	Rockhopper	100.00	—	31/12/2026
PL014	Rockhopper	100.00	—	31/12/2026

GLOSSARY

2C	best estimate of contingent resources
2P	proven plus probable reserves
3C	a high estimate category of contingent resources
AGM	Annual General Meeting
Award	the Group's ICSID Award , in relation to the arbitration against the Republic of Italy relating to the Ombrina Mare oil field
Best	a best estimate category of Prospective Resources also used as a generic term to describe a best, or mid estimate
Board	the Board of Directors of Rockhopper Exploration plc
boe	barrels of oil equivalent
bopd	barrels of oil per day
boepd	barrels of oil equivalent per day
Capex	capital expenditure
Cash resources	Cash and term deposits
Company	Rockhopper Exploration plc
E&E	Exploration and evaluation
E&P	Exploration and production
EIS	Environmental Impact Statement
ERCE	ERC Equipoise Limited
ESG	Environmental, Social and Governance
Farm-down	to assign an interest in a licence to another party
FDP	Field Development Plan
FEED	Front End Engineering and Design
FIG	Falkland Islands Government
FOGL	Falkland Oil and Gas Limited
FPSO	Floating Production, Storage and Offtake vessel
G&A	General and administrative costs
Group	the Company and its subsidiaries
Harbour	Harbour Energy plc
High	high estimate category of Prospective Resources also used as a generic term to describe a high or optimistic estimate
IFRS	International Financial Reporting Standard
Kboepd	thousand barrels of oil equivalent per day
Low	a low estimate category of Prospective Resources also used as a generic term to describe a low or conservative estimate
LOI	Letter of Intent
LTIP	Long term incentive plan
Mmbbls	million barrels
Mmboe	million barrels of oil equivalent
Mmbtu	million British thermal units
MMstb	million stock barrels (of oil)
Monetisation Agreement/ Agreement	Agreement signed with Specialist fund to accelerate the monetisation of the Award
Mscf	thousand standard cubic feet
Navitas	Navitas Petroleum LP
net pay	the portion of reservoir containing hydrocarbons that through the placing of cut offs for certain properties such as porosity, water saturation and volume of shale determine the productive element of the reservoir
NSAI	Netherland, Sewell & Associates Inc.
P&A	plug and abandon
QCA code	Quoted Companies Alliance Corporate Governance Code
RNS	Regulatory News Service
Scm	standard cubic metre
STOIIP	stock-tank oil initially in place
SURF	Subsea, Umbilicals, Risers and Flowlines TDF
Tax Settlement Deed	binding documentation FIG in relation to the tax arising from the Group's 2012 farm out
TDF	Temporary Dock Facility
TSR	Total shareholder return

SHAREHOLDER INFORMATION

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Shareholder concerns:
Should shareholders have concerns which have not been adequately addressed by the chairman or chief executive, please contact the chairman of the audit committee at:
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Whistle-blowing procedures:
Should employees, consultants, contractors or other interested parties have concerns which have not been adequately addressed by the chairman or chief executive, please contact the chairman of the audit committee at:
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