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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF THE MARKET ABUSE REGULATION (EU) NO. 596/2014. UPON THE PUBLICATION OF THIS ANNOUNCEMENT, THIS INSIDE INFORMATION IS NOW CONSIDERED TO BE IN THE PUBLIC DOMAIN.

For immediate release

14 December 2020

ALL CASH OFFER
for
VOLGA GAS PLC
by
GEM CAPITAL HOLDINGS (CY) LTD

Posting of Offer Document

On 16 November 2020, the board of directors of GEM Capital Holdings (CY) Ltd ("**GEM**") (the "**GEM Board**") announced the terms of a cash offer (the "**Offer**") to be made by GEM for the entire issued and to be issued ordinary share capital of Volga Gas plc ("**Volga Gas**" or the "**Company**").

The GEM Board announces that the Offer Document (the "**Offer Document**") containing the full terms of, and Conditions to, the Offer, is today being posted to Volga Gas Shareholders (other than those located in a Restricted Jurisdiction), together (where applicable) with the related Form of Acceptance (in respect of Volga Gas Shares held in certificated form).

The Offer will initially remain open for acceptance until 1.00 p.m. (London time) on 4 January 2021.

Full details of the procedure for accepting the Offer are set out in the letter from GEM to Volga Gas Shareholders in Part II of the Offer Document and are summarised below.

To accept the Offer in respect of Volga Gas Shares held in certificated form (that is, not in CREST), Volga Gas Shareholders must complete and sign the Form of Acceptance, in accordance with the instructions printed on it and set out in paragraph 12 of the letter from GEM to Volga Gas Shareholders set out in Part II of the Offer Document, and return it (along with any appropriate share certificate(s) and/or other document(s) of title) using the accompanying reply-paid envelope (for use within the UK only) as soon as possible and, in any event, so as to be received by the Receiving Agent, Link Group, **by no later than 1.00 p.m. (London time) on 4 January 2021**. Additional Forms of Acceptance can be obtained by contacting Link Group on telephone number 0371 664 0321 from within the UK, or +44 (0) 371 664 0321 if calling from outside the UK. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.30 p.m. (London time) Monday to Friday, excluding public holidays in England and Wales. Please note that Link Group cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

To accept the Offer in respect of Volga Gas Shares held in uncertificated form (that is, in CREST), Volga Gas Shareholders should follow the procedure for Electronic Acceptance through CREST in accordance with the instructions set out in paragraph 12 of the letter from GEM to Volga Gas Shareholders set out in Part II of the Offer Document so that a TTE Instruction settles as soon as possible and, in any event, **by no later than 1.00**

p.m. (London time) on 4 January 2021. If Volga Gas Shareholders hold their Volga Gas Shares as a CREST sponsored member, they should refer to their CREST sponsor, as only their CREST sponsor will be able to send the necessary TTE instruction to Euroclear.

Capitalised terms used but not defined in this announcement have the same meanings as given to them in the Offer Document.

A copy of this announcement, the Offer Document and the Form of Acceptance will be made available, subject to certain restrictions relating to persons resident in any Restricted Jurisdiction, on Volga Gas's website at www.volgagas.com and on GEM's website at www.gem.capital while the Offer remains open for acceptance. For the avoidance of doubt, the contents of the websites referred to above are not incorporated into and do not form part of this announcement.

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Important Notice

Strand Hanson Limited (“Strand Hanson”), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively as financial adviser to GEM and no-one else in connection with the Offer and other matters described in this announcement and will not be responsible to anyone other than GEM for providing the protections afforded to clients of Strand Hanson nor for providing advice in relation to the Offer, the contents of this announcement or any other matter referred to herein. Neither Strand Hanson nor any of its subsidiaries, branches or affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Strand Hanson in connection with this announcement, any statement contained herein or otherwise.

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Auctus Advisors LLP (“Auctus”) is an authorised representative of Tamesis Partners LLP, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority. Auctus is acting exclusively as Rule 3 adviser to Volga Gas and no-one else in connection with the Offer and other matters described in this announcement and will not be responsible to anyone other than Volga Gas for providing the protections afforded to clients of Auctus nor for providing advice in relation to the Offer, the contents of this announcement or any other matter referred to herein. Neither Auctus nor any of its subsidiaries, branches or affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Auctus in connection with this announcement, any statement contained herein or otherwise.

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VOLGA GAS SHAREHOLDERS ARE ADVISED TO READ THE OFFER DOCUMENT CAREFULLY. THIS ANNOUNCEMENT IS FOR INFORMATION PURPOSES ONLY AND IS NOT INTENDED TO, AND DOES NOT, CONSTITUTE OR FORM ANY PART OF AN OFFER TO SELL OR AN INVITATION TO SUBSCRIBE FOR OR PURCHASE ANY SECURITIES OR THE SOLICITATION OF ANY VOTE OR APPROVAL IN ANY JURISDICTION, NOR SHALL THERE BE ANY SALE, ISSUANCE OR TRANSFER OF THE SECURITIES REFERRED TO IN THIS ANNOUNCEMENT IN ANY JURISDICTION IN CONTRAVENTION OF APPLICABLE LAW. THE OFFER IS BEING MADE SOLELY BY MEANS OF THE OFFER DOCUMENT, WHICH CONTAINS THE FULL TERMS AND CONDITIONS OF THE OFFER, AND IN THE CASE OF VOLGA GAS SHARES HELD IN CERTIFICATED FORM, THE FORM OF ACCEPTANCE. ANY ACCEPTANCE IN RELATION TO THE OFFER SHOULD BE MADE ONLY ON THE BASIS OF THE INFORMATION CONTAINED IN THE OFFER DOCUMENT.

Overseas jurisdictions

The availability of the Offer and the release, publication and distribution of this announcement in jurisdictions other than the United Kingdom may be restricted by the laws of those jurisdictions and therefore persons who are not resident in the United Kingdom into whose possession this announcement comes should inform themselves about and observe any such restrictions. Failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction. In particular, the ability of persons who are not resident in the United Kingdom to participate in the Offer may be affected by the laws of the relevant jurisdictions in which they are located.

This announcement has been prepared for the purposes of complying with English law, the Code and the AIM Rules and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws and regulations of jurisdictions outside the United Kingdom.

The Offer will be implemented in accordance with applicable English law and will be subject to the applicable requirements of the Code, the Disclosure Guidance and Transparency Rules of the Financial Conduct Authority, the Panel and the rules of the London Stock Exchange (including the AIM Rules).

Unless otherwise determined by GEM or required by the Code, and permitted by applicable law and regulation, the Offer will not be made available directly or indirectly, in, into or from a Restricted Jurisdiction or any other jurisdiction where to do so would violate the laws in that jurisdiction and no person may accept the Offer from within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this announcement, the Offer Document, the Form of Acceptance and all other documents relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from any Restricted Jurisdiction unless otherwise determined by GEM and as permitted by applicable law, and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in, into or from any Restricted Jurisdiction. All persons receiving this announcement (including, without limitation, custodians, nominees and trustees) should observe these restrictions and any applicable legal or regulatory requirements of their jurisdiction and must not mail or otherwise forward, send or distribute this announcement in, into or from any Restricted Jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Offer disclaim any responsibility or liability for the violation of such restrictions by any person.

Further details in relation to Overseas Shareholders will be contained in the Offer Document.

Dealing and Opening Position Disclosure requirements of the Code

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

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in one per cent. or more of any class of relevant securities of Volga Gas or of any securities exchange offeror must make a Dealing Disclosure

if the person deals in any relevant securities of Volga Gas or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) Volga Gas and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 p.m. (London time) on the Business Day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of Volga Gas or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by Volga Gas and by any offeror and Dealing Disclosures must also be made by Volga Gas, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

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

Publication on a website and availability of hard copies

This announcement and the documents required to be published pursuant to Rule 26 of the Code will be available free of charge, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on Volga Gas's website at www.volgagas.com and on GEM's website at www.gem.capital by no later than 12.00 noon (London time) on the Business Day following this announcement.

Neither the content of any website referred to in this announcement nor the content of any website accessible from hyperlinks on such website is incorporated into, or forms part of, this announcement.

Volga Gas Shareholders may request a hard copy of this announcement (and any information incorporated by reference in this announcement) free of charge by contacting the Receiving Agent, Link Group, on 0371 664 0321 from within the UK or +44 (0) 371 664 0321 if calling from outside the UK between 9.00 a.m. to 5.30 p.m., Monday to Friday (except public holidays in England and Wales) or by submitting a request in writing to the Receiving Agent at Link Group, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. Volga Gas Shareholders may also request that all future documents, announcements and information to be sent to them in relation to the Offer should be in hard copy form. If you have received this announcement in electronic form, hard copies of this announcement and any document or information incorporated by reference into this announcement will not be provided unless such a request is made.

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