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If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant or other professional adviser.

If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Cadogan Petroleum plc
(incorporated in England and Wales with registered number 5718406)

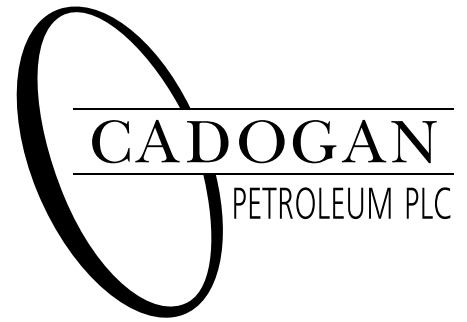
Notice of Annual General Meeting

This document contains a Notice of the Annual General Meeting of Cadogan Petroleum plc, which has been convened for 2pm on Wednesday 2 June 2010 at the Jumeriah Carlton Towers, On Cadogan Place, London SW1X 9PY, along with a proxy form. Shareholders who do not wish to be present at the Annual General Meeting are requested to sign and return the proxy form as soon as possible and, in any event, so as to be received not later than 2pm on 31 May 2010.

Completion of the proxy form will not preclude shareholders from attending and voting in person if they so wish.

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27 April 2010

Dear Shareholder,

This Notice of Meeting and the Resolutions contained within it present you with some clear alternatives and decisions about the future of your Company. You are invited to decide whether you want the Company to return capital or to build on the work undertaken by the new management team and retain capital to enable it to participate in the Ukrainian oil and gas sector. You are also invited to decide whether you want the current Board and management team to stay in place or whether you would prefer to elect a new Board comprising entirely of nominees of the Company's largest shareholder. The first sections of this statement review the events since the IPO. The last four sections – Board structure and governance, Control of the Company, Strategic alternatives and Outlook and recommendation – discuss the alternatives and provide you with additional material for your decisions.

The IPO of Cadogan in June 2008 was intended to be the beginning of a new and positive period in the Company's history. The Company had licences that contained promising prospects and seemed set for a period of successful development and good growth. Instead, the period since then has been one of great difficulty, challenge and disappointment for shareholders and employees alike. The problems began with the challenges to the Pirkovskoe and Zagoryanska licences in July 2008 and were compounded by poor operational performance and commercial judgement by the then management. Initially management seemed to be making good progress in resolving the licence challenges and, despite operational and commercial concerns, the Board felt it was in the best interests of shareholders to continue with the management team in place at least until the licence issues had been resolved. However, the reversal of a court judgment in February 2009, combined with continuing operational problems, caused the Board to lose its remaining confidence in management.

It appointed Ian Baron as Interim Chief Executive Officer in March 2009 to undertake both a strategic review of the Group's operations and an evaluation of the commercial viability of its assets. At around the same time, the Board launched an internal investigation into a number of commitments that had been entered into by the previous management. This investigation unexpectedly revealed serious procurement irregularities and in June 2009 the Company commenced litigation in the High Court in London against a number of parties, including its former Chief Executive Officer and Chief Operating Officer. Between March and June 2009 all the previous executive Directors departed, both as executives and as Directors of the Company.

Under the new management team operations were curtailed as quickly as was feasible given the constraints imposed by safety, environmental and technical considerations as well as the requirements of the Group's licence obligations. A major re-organization was implemented and overheads reduced, thereby both cutting costs and increasing efficiency. The Group's headcount has been reduced by more than 70 per cent from over 500 employees at the start of 2009 to below 120 today and will remain appropriate for the level of ongoing activity. A revised business strategy was adopted to focus on operating at lower cost and reducing the overall risk profile of the Company's portfolio. By the end of 2009 the Company had significantly reduced the level of capital expenditure and had initiated a farm-out campaign on its four main licences.

Results of the strategic review

The key conclusions from the strategic review were as follows:

- Previous technical and operational analysis of the Group's assets had underestimated their risk profile.
- The high ownership levels the Group held in its major licences encumbered it with work obligations and financial commitments that were over dependent on major success in a short time frame.
- The drilling equipment and seismic acquisition systems in Ukraine were inadequate and hindered proper evaluation and development of the Group's assets.
- The disappointing test results from the Group's wells in east Ukraine were as likely to have been a function of mechanical problems in the wells and operational practices, rather than poor reservoir characteristics as stated at the time.
- The Group lacked clear reporting lines, had too many people and offices in Ukraine and duplicated its efforts through unnecessary and inappropriate use of contractors.

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Registration Number: 5718406
Registered in England and Wales

As a result of this analysis, the Group curtailed all major operational expenditures, focused efforts on rigorously evaluating its assets, embarked on a programme to balance the risk profile of its portfolio and sought alternative ways to secure funding of its future work obligations.

By the end of the year the Group had reduced its asset base by three licences, having relinquished or allowed the expiration of licences that were considered unattractive. The evaluation of the four major assets (Bitlyanska, Pirkovskoe, Pirkovskoe and Zagoryanska) was almost complete and a farm-out programme had been initiated with the aim of reducing our percentage ownership in these assets in return for funding of future work obligations. The minor fields and assets have been made profitable by streamlining the operations and the organisation.

As part of our financial reporting and to assist with the farm-out programme, a new Reserves and Resources Evaluation ('the Report') was commissioned at the end of 2009. This Report, an independent review of the Group's assets, was received in February 2010 and resulted in downward reclassification of a large part of the Group's reserves to the resource category (refer to page 17 in the Annual Financial Report 2009 for the Statement of Reserves and Resources) and an impairment to the Group's net assets of £63.5 million. Notwithstanding this downgrade, the Report still recognises the merits of the assets and lists the Company's reserves and contingent resources as 110 million barrels of oil/condensate and 2.52 trillion cubic feet of gas. However, it remains to be demonstrated that the Group can economically develop the oil and gas believed to be present.

In order to expedite the marketing of the Group's major assets in the farm-out programme, the Board appointed IndigoPool, part of the Schlumberger Group and an industry leader in marketing oil and gas assets. Through the farm-out programme, Cadogan is seeking industry partners to take an equity interest in its major assets in return for contributing to the future work programme. This will improve the risk profile of the portfolio by reducing the Group's commitments whilst retaining sufficient equity to capture the potential upside in these assets. Several companies are actively evaluating the technical and commercial data on the assets under farm-out and the Company has requested that offers of interest are submitted by 31 May 2010.

In summary, having centralised all geological and geophysical evaluation work in Kiev, the Group has improved its knowledge of its asset base, disposed of non-strategic licences, curtailed capital expenditures, reduced administrative and other costs and embarked on a farm-out programme.

Operations summary

During 2009, the new management team curtailed the Group's deep drilling programme in east Ukraine. All wells are currently suspended with the exception of Pirkovskoe 1 and Zagoryanska 3, where joint venture agreements were entered into with local companies to finance further testing of the wells. This resulted in the Pirkovskoe 1 well producing approximately 70 barrels of light oil per day from Upper Visian sands which is being recovered and sold. Testing on the Zagoryanska 3 well is currently underway.

In west Ukraine drilling of the Borynya 3 well on the Bitlyanska licence area was terminated at a drilling depth of 5,325 metres and the well was suspended for future evaluation. The well provided valuable data and demonstrated that an active hydrocarbon system is present over an extended interval. Several discrete gas bearing pressure regimes were penetrated and good quality logs and data were obtained. In June 2009, Borynya 3 tested gas from a secondary reservoir at an estimated maximum flow rate of 128,000 cubic metres of gas per day during a limited duration drill stem test.

During the year, oil and gas continued to be produced from certain of the Group's minor fields. Although modest, these fields now produce at economic rates, particularly since operating costs have been reduced. Other minor assets at the exploration stage were disposed of or allowed to expire. These include the Krasnoyilske licence, the Mizrichinska licence and the Monastryetska licence, and at the end of 2009 the Malynovetska licence was annulled by the Government.

Licence developments

During 2009, the Group continued to support its position in the courts of Ukraine against the indirect challenges to the Pirkovskoe and Zagoryanska special permits. Following an ambiguous but nevertheless disquieting announcement concerning five of Cadogan's licences on a Government website in September, the Company embarked on a series of negotiations with the Ministry for Protection of the Environment (the 'Ministry'). As a result, in October 2009 the Ministry confirmed that 'there are no grounds for invalidation or annulment or any doubts as to the validity of the Group's special permits and licence interests with respect to Pirkovskoe, Zagoryanska, Bitlyanska, Monastryetska and Krasnoyilske'. In light of this confirmation, the Group continues to seek resolution of the previously mentioned indirect legal challenges to the Pirkovskoe and Zagoryanska special permits. Following the recent election in Ukraine, the Company has received positive indications of support for its position from Government departments within an administration that has stated its support for foreign investment in the country.

Overview of financial position

At 26 April 2010 the Group had current cash and cash equivalents of approximately £29.3 million. The Directors have a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future.

Litigation

In June 2009, the Group commenced litigation in the High Court in London against the former Chief Executive Officer, Chief Operating Officer and certain third parties, including individuals and suppliers. This action was initiated to seek a return of funds to the Company associated with the procurement of and payment for certain assets and services.

For the year ended 31 December 2009, the Group has incurred £4.1 million of fees associated with the investigation and litigation against these parties. As a result of the litigation, the Group has already entered into settlement agreements with two suppliers, Global Processing Systems LLC ('GPS') and Smith Eurasia. GPS has agreed to return up to US\$38.5 million and has also released the Group from GPS's US\$10.9 million contractual claim for what would have been the balance of the consideration for the two gas plants it was constructing. After the end of the year, the Group reached a settlement with Smith Eurasia whereby the Group has received US\$5.6 million, of which US\$1.1 million was for unused plant and equipment (included within inventories at 31 December 2009) which we have returned to Smith Eurasia. As part of the settlement, the Group from its side has paid its outstanding invoices to Smith Eurasia of US\$2.9 million (included within trade and other payables at 31 December 2009). The Board has been advised that it has a strong case against all the remaining parties to the litigation including the former Chief Executive Officer and Chief Operating Officer and certain other individuals. Although the matter will not go to trial until February 2011 at the earliest, the Board fully expects that, with reduced legal spend, it will make recoveries from the defendants, including from those whose assets are presently secured by worldwide asset freezing orders.

Employees

The actions taken by the Board in early 2009 led to a complete reorganisation of the Group and the development of a new strategy, which in turn resulted in significant reductions in headcount. This inevitably caused significant uncertainty for the Group's employees, which was compounded by the global economic crisis which hit Ukraine particularly hard. Despite this, the Company's employees have remained committed to rebuilding a robust business for the Group in Ukraine and the Board would like to thank them for their commitment and hard work.

Board structure and governance

In view of the events at the Company since the IPO and the significant changes described above, the Board has implemented changes in its cost and governance in line with the changes in the rest of the Company. My fee as Chairman has been reduced from £125,000 to £40,000 and fees for the non-executive directors have been reduced from £40,000 to £25,000, all with effect from 1 April 2010. In addition, the Board will be reduced in size from seven to five with effect from the AGM. To this end, Jim Donaldson and Nick Corby, both of whom have served the Company since before the IPO, have suggested that they should resign after the forthcoming AGM. I would like to thank them both for the significant contributions they have made towards resolving the difficulties the Company has faced. The changes in fees and numbers will result in a reduction of more than 60 per cent in the cost of the Board.

In addition, the Board believes that shareholders should have the opportunity of choosing their Board both at this AGM and at all future annual meetings. It has therefore decided that all five remaining directors will put themselves forward for re-election at the AGM and, if re-elected, will stand for re-election every year as long as they remain on the Board. In putting itself forward for annual re-election, the Board is in effect giving shareholders the opportunity not just to comment but to vote each year on its performance in the most direct way possible.

Control of the Company

During the year, Weiss Asset Management LP ('Weiss'), a fund management company based in the USA, became the Company's largest shareholder and currently owns 25.01 per cent of the Company's shares. Weiss has made a number of requests of the Company, including that the Board should be reduced in size from seven to three. They initially suggested that they should appoint two of the three members of the reduced Board and that I might remain as Chairman. However, since that would amount to giving Weiss control of the Company without their having to make an offer for the remaining shares in issue, the Board has informed Weiss that it is unwilling to agree to their proposals. Furthermore, since, as explained below in the section on Strategic Alternatives, none of the existing Board believes that Weiss's plans are in the best interests of the Company or its shareholders as a whole, it would clearly not be right for any existing Director to remain on the Board should Weiss obtain control of it. Weiss subsequently proposed that they should nominate an entirely new Board of three directors. Their proposals and reasoning are set out in the enclosed letter from them to shareholders.

As described in the Introduction and Background above, the Board has already made substantial progress towards achieving the objectives Weiss outline for the Company in their letter, including reducing headcount by over 70 per cent. Weiss refer to over £17 million of administrative expenses in the first half of 2009, which they characterise as excessive. If the actual cost of administering the Company during the period had been over £17 million, the Board would strongly agree with Weiss that it was excessive. However, the interim accounts for the period ending 30 June 2009 disclosed that the figure for administrative costs included approximately £13.5 million for a non-cash impairment of VAT. It is evident that Weiss has misunderstood the actual level of costs within the business and that costs are less than a quarter of what Weiss apparently believe them to be.

The Board has seen no supporting argument or evidence for Weiss's assertion that 'new board members will be better suited to facing the challenges posed by the Company's new landscape'. To the contrary, we believe appointment of their nominees and implementation of their plan will almost certainly eliminate any prospect that shareholders may have of recovering more than the current cash balances plus proceeds from the GPS settlement and ongoing litigation, less the legal and administrative costs needed to ensure the recoveries. As argued below, the Board believes that shareholders should be given the opportunity to accomplish much more than this.

Shareholders should also be aware that the cost of the Board will be higher if Weiss's proposals are approved. Setting aside Ian Baron, who, if he is re-elected at the AGM, will continue to be compensated as an executive rather than as a Director, the aggregate fees of the four non-executive directors (myself, Philip Dayer, Alan Cole and Nick Hooke) will be £115,000 per annum. Although not mentioned in their letter to you, in response to our queries Weiss have informed us that their nominated Directors will each be paid £40,000 per annum, for an aggregate of £120,000, plus 'an incentive arrangement based on cash distributed to shareholders'. They have not specified the quantum of the proposed incentive arrangement, but in earlier discussions they suggested that Ian Baron and Nick Corby could together be paid three to five per cent of the cash distributed to shareholders as an incentive. As explained below, Ian and Nick have declined this proposal as a matter of principle as they do not believe election of the Weiss nominees to be in the best interests of the Company or shareholders as a whole. However, if the three Weiss nominees are paid anything even approaching their suggestion to Ian and Nick, the cost of their Directors will be substantially greater than the cost of the four non-executives proposed by the existing Board. Furthermore, shareholders should note that Weiss's proposals for an incentive scheme for non-executive directors would, according to the Combined Code, compromise their independence.

Although the Board does not agree that Weiss's proposals are in the best interests of the Company or its shareholders as a whole, it has no wish to obstruct a shareholder vote on them and has therefore cooperated with Weiss to enable them to put their proposals to you as shareholders. To that end, the Notice of Meeting contains a group of Resolutions (3, 4, 5 and 6) which, if passed, would give effect to the Weiss proposals on Board composition.

Strategic alternatives

The Board believes shareholders need to make the following key decisions –

- 1) Do you wish to build on the valuable work undertaken by the new management team in the past year and retain exposure to what could still be an interesting upside in the oil and gas sector in Ukraine, as recommended by the Board, or would you prefer the Company to return capital to shareholders?
- 2) Do you wish the Company to be managed by the current Board (other than Nick Corby and Jim Donaldson) or by the nominees proposed by Weiss?

Regarding the first decision, whilst fully acknowledging, and indeed sharing, the anger and dismay that shareholders must feel at events since the IPO, the Board nevertheless believes that, as a consequence of the actions taken by the new management team, there remains a significant opportunity for value to be created from the Company's sub-surface assets in Ukraine. This is where we disagree most strongly with Weiss. The independent report on Reserves and Resources prepared by Gaffney Cline & Associates as of 31 December 2009 states that the Company's assets contain reserves and contingent resources of approximately 110 million barrels of oil/condensate and 2.5 trillion cubic feet of gas. The Company is already producing oil and gas from three fields in west Ukraine and one field in east Ukraine and is currently testing a well that we expect to hook up for production in the coming weeks. The monthly net revenue from these wells alone will almost be sufficient to cover the Group's general and administrative expenses other than the ongoing cost of litigation.

Despite the challenges Ukraine presents, it is an environment with limited international competition, strong energy demand and attractive commercial terms in which a management team competent in oil and gas can make good returns on investment. Furthermore, the Board believes that many of the Company's problems were 'own goals' inflicted by the former management and that, with a different approach, many of those problems can be resolved. Since March 2009 the Group has moved forward swiftly. It has refined its portfolio by dropping assets considered unattractive and dramatically improved both its knowledge of its assets and the efficiency with which they are managed. We are also in the process of reducing risk by farming out expenditure obligations. We have opportunities to invest in increasing production from our existing assets and, now that we have 3D seismic interpretations on our east Ukraine assets, have identified targets that can be reached by deepening wells on one block. The 3D seismic has also identified "sweet spots" in some of the blocks we are seeking to farm-out. Having funds available to invest in these blocks if the farmed-out work proves successful could generate significant value. In addition the management team has secured a five-year extension to the Group's Bitlyanska licence in west Ukraine.

Pursuing this alternative does not rule out returning capital at a later date if the farm-outs are not successful, but in the Board's view it does optimise the chances of creating much more value than could be generated by focusing narrowly on short-term asset realisation. **If shareholders wish to pursue this alternative, it would be sensible to vote against Resolutions 3, 4, 5, 6 and 14.**

A variation of the above would be to return almost all of the available cash to shareholders immediately while continuing to pursue the litigation against former management and their associates, ensuring maximum recovery from GPS and pursuing the farm-out plan. Based on our most recent analysis, the Board believes this could result in an immediate return of 10 pence per share, representing all the cash available today less an amount needed to operate the Group while pursuing the activities described above. Depending on the outcome of the litigation and the receipts from GPS and asset disposals, our analysis indicates that another 7-16 pence per share could be available for return over the next 12-18 months. The analysis also suggests that, by investing £1.2 million this year to increase production and by continuing to reduce costs, the Group could become cash-breakeven during 2010. This alternative could be characterised as 'return most of the available cash now while retaining optionality over future commercial success'. However, while this variation might seem superficially attractive, shareholders should not underestimate the consequences in Ukraine of being seen to return the bulk of available cash and the risks that such a step could pose to the Company's assets there. For this reason, as well as for the more positive reasons outlined above, this is not the Board's recommended alternative. **However, if shareholders wish to pursue it, they can do so by voting against Resolutions 3, 4, 5 and 6 but for Resolution 14**, in which case the current Directors other than Nick Corby and Jim Donaldson will remain in place to oversee the return of capital, the ongoing litigation and the farm-out process.

Regarding the decision about the composition of the Board, the current Board does not know exactly what Weiss will do if they assume control of the Company, but from our interactions with them we do not believe, whatever their intentions or statements, that they are likely to maximise value for shareholders. They have candidly stated that they do not follow the oil and gas sector and that they view Cadogan as merely 'a balance-sheet play'. From this and from our discussions with them we infer that their interest in Cadogan is based on the fact that the cost to them of acquiring their shares in the Company is below the value of the Company's cash and the expected proceeds from the GPS settlement and ongoing litigation. Their proposals for reconstructing the Board, besides potentially breaching the Combined Code, will undoubtedly increase its costs, perhaps substantially. We believe they have materially misunderstood the level of costs in the business and that there must be some risk that, in pursuit of cost savings that do not exist, they will damage the business and reduce the amount that could be returned to shareholders. Following extensive dialogue between management and Weiss, both in their office in Boston and on the telephone, the Board has concluded that allowing Weiss to take control of the Company would greatly reduce the probability of realising any value from the assets in Ukraine, whether through developing or disposing of them. Our best estimate is that under this scenario the return of capital is likely to be about the same amount (10 pence per share followed by 7-16 pence per share 12-18 months later), adjusted for any differences in costs, as would be delivered under the 'variation' described above. The principal difference is likely to be the amount of any value realised from the Company's sub-surface assets in Ukraine, which could be considerable.

On any rational analysis the risk-adjusted expected value of Weiss's proposals is almost certainly lower than that of the alternatives presented by the Board and the cost of implementing them is almost certainly higher. If the culture in Weiss is cerebral, if they are analytically rigorous and if their investment decisions are based on economic analysis, all of which they claim on their website (www.weissasset.com), they should vote against their own proposals.

While the Board and management will cooperate with Weiss to ensure a smooth handover of control if shareholders vote for the Weiss nominees, none of the existing management team would be prepared to continue in post under those circumstances as they believe that Weiss are likely to liquidate the company and, in so doing, will not maximise value for shareholders. **However, if shareholders seek that outcome under a Board comprising Weiss's nominees, they should vote for Resolutions 3, 4, 5, 6 and 14.**

Outlook and recommendation

The Board believes that in practice the choices facing shareholders are as follows –

- 1) Reappoint four of the five current non-executive Directors plus Ian Baron and leave the cash within the Company to participate in the potential upside, **which entails voting against Resolutions 3, 4, 5, 6 and 14.**
- 2) Reappoint four of the five current non-executive Directors plus Ian Baron but require them to return almost all available cash now plus future surplus cash as it becomes available after participating in the potential upside from the farm-out programme, **which entails voting against Resolutions 3, 4, 5 and 6 but for Resolution 14.**
- 3) Elect the Weiss nominees, which the Board believes is tantamount to choosing to liquidate the Company and **which entails voting for Resolutions 3, 4, 5, 6 and 14.**

Despite the events that led to the change of management early in 2009, actions taken by the new management since then have greatly improved the Company's position and outlook. While understandable at a visceral level, it would seem non-commercial to call time on the Company's business and assets in Ukraine just when there is some prospect that the cloud over them might be lifting. With reserves and contingent resources of approximately 110 million barrels of oil/condensate and 2.5 trillion cubic feet of gas, the prospect of becoming cash breakeven during the current year and a management team that has the skills and experience to develop the Company's assets on your behalf, a rational choice for shareholders would be to retain their current level of investment in the Company as an option on the potential upside.

The Board therefore recommends that shareholders vote against Resolutions 3, 4, 5, 6 and 14 and in favour of the remaining Resolutions (1,2,7,8,9,10,11,12,13 and 15) as they intend to do in respect of their own beneficial holdings, totalling 512,464 shares and representing 0.22% of the issued capital of the Company. If you do so, we will continue to keep costs as low as possible while pursuing ways of realising value from our sub-surface assets in Ukraine. If at any time we conclude that these efforts are not being successful, we will revert to you with proposals for returning capital. In any event, all Directors will present themselves for re-election annually for as long as they remain on the Board.

Yours sincerely

Simon Duffy

Non-executive Chairman

Letter to shareholders from Weiss Asset Management LP

Dear Fellow Shareholders,

As Cadogan's largest shareholder (funds managed by Weiss Asset Management own approximately 25% of its issued and outstanding shares), we write to solicit your support for changes to Cadogan's Board of Directors. At the upcoming AGM we will seek to appoint John Chapman, Eitan Milgram, and Stephen Coe as Non-Executive Directors. Our objective in putting forward these three candidates is to put in place a board that will squarely focus on evaluating and implementing strategies for asset recovery, monetizing assets as appropriate, reducing costs, and returning capital to shareholders. Our sole objective is to maximize Cadogan's value, which will benefit all shareholders.

As all shareholders are well aware, Cadogan's performance has been less than stellar. Since the IPO in June of 2008 at the offer price of 230 pence per share, Cadogan's share price has declined over 93% to 15.5 pence per share (as of 19 April 2010).

As a consequence of the events of the past two years, Cadogan is no longer a company whose primary value comes from oil and gas exploration and production. Instead, the principal potential means of creating value for shareholders is now wholly dependent on: (i) the successful resolution of the Company's ongoing litigation against former management and suppliers; (ii) the collection of the \$37.5 - \$38.5 million receivable from Global Process Systems LLC, and; (iii) the realization of value from the Company's assets in Ukraine.

Of paramount importance now is the need to substantially reduce costs. Administrative expenses, as disclosed in the Company's most recently published public results, totaled £17.132 million for the six-month period ending 30 June 2009. This is excessive given the Company's market capitalization as at 19 April 2009 of £35.82 million. We believe that reduction of costs going forward will be crucial for maximizing value for the Company's shareholders.

We believe that new directors should be chosen based on their demonstrated expertise in resolving these critical issues now facing the Company. Weiss Asset Management therefore supports the appointments of John Chapman, Eitan Milgram, and Stephen Coe as Non-Executive Directors. We strongly believe that their demonstrated skills and experience will place the Board in a better position to maximize value for all shareholders.

We propose that John Chapman will serve as Non-Executive Chairman of the Company. Mr. Chapman is an attorney and Chartered Financial Analyst. Earlier in his career he worked as a criminal prosecutor in the United States and handled large commercial cases. He has also worked as an advisor to various US and foreign governmental bodies on law enforcement issues. This experience will be invaluable in evaluating and directing Cadogan's ongoing litigation strategy. He also has substantial experience realizing value from troubled emerging market assets including assets in Ukraine, Kazakhstan, Azerbaijan, and Turkey. He has been a director of a number of quoted companies, including companies with assets in less developed markets, such as Bulgaria, Turkey, South Africa, as well as more developed markets such as the UK, France, and Germany. Further, John has substantial Ukrainian experience. He lived and worked in Ukraine first in 1995 as a Price Waterhouse Senior Manager resident in Kyiv and an advisor to various Ukrainian Ministries. Between 2002 and 2006 he was the Managing Director of the Ukraine Fund. As the Managing Director of that fund, he was instrumental in monetizing all of its assets and returning the capital to shareholders. From 2004 until it was sold in 2006, he served as the Executive Chairman of Momentum Energy, a Canadian E&P company with all of its assets in Ukraine. He was instrumental in selling Momentum Energy and returning the proceeds to shareholders. Notably, the acquirer of Momentum Energy in that transaction was Cadogan Petroleum. Mr. Chapman is not affiliated with or employed by Weiss Asset Management LP.

Eitan Milgram, an Executive Vice President at Weiss Asset Management, has advised numerous corporations on reorganizations and restructurings and has served on the Board of Directors of ten publicly traded companies including Indochina Capital Vietnam Holdings, the Ottoman Fund, and Clean Energy Brazil. He has helped to lead these companies through reorganization proposals, meaningful operational cost savings, and asset realization strategies.

Stephen Coe is a Chartered Accountant specializing in finance and advisory services. He has significant experience with emerging markets assets and also served as a director of the Ukraine Fund, which was successfully liquidated in 2006. He has also served as a Director of numerous listed and unlisted investment funds and companies including serving as a director of Raven Russia Limited, ACP Capital Limited, ACP Mezzanine Limited, Matrix European Real Estate Investment Trust Limited, and Trikona Trinity Capital, among others. Mr. Coe is not affiliated with or employed by Weiss Asset Management LP.

You can read more about these three individuals in their attached biographies.

We would like to take this opportunity to thank the current Board for their service to the Company and make it clear that we believe a change is needed because of the Company's changed circumstances. We also want to note that we believe both Ian Baron and Nicholas Corby should remain at Cadogan in their current management roles, although we do not believe that they should remain on the Board of Directors. We expect that the new Directors would work hard with both Ian and Nicholas to create value for shareholders from Cadogan's assets in the Ukraine through an aggressive farm-out program with the objective of realizing value where possible. As noted earlier, critical to maximizing value in the Ukraine will be the substantial reduction in ongoing operating costs. We expect that the new Directors will work hard to reduce costs at all levels of the corporate structure.

We hope that you will agree that the appointments of John Chapman, Eitan Milgram, and Stephen Coe to the Board as Non-Executive Directors is in the best interest of maximizing value for all shareholders, and recommend voting in favor of Resolutions 3, 4, 5, and 6.

Sincerely,

Weiss Asset Management LP

Notice of Annual General Meeting

NOTICE is given that the Annual General Meeting of Cadogan Petroleum plc (the Company) will be held at Jumeriah Carlton Towers, On Cadogan Place, London SW1X 9PY on Wednesday 2 June 2010 at 2pm for the following purposes.

Items 1 to 13 will be proposed as ordinary resolutions and 14 and 15 as special resolutions.

1. To receive the Annual Financial Report of the Company, the Directors' Report and the Auditors' Report thereon for the year ended 31 December 2009.
2. To approve the Directors' Remuneration Report for the year ended 31 December 2009.
3. To appoint Eitan Milgram a director of the Company with effect from the conclusion of the AGM.
4. To appoint John Chapman a director of the Company with effect from the conclusion of the AGM.
5. To appoint Stephen Coe a director of the Company with effect from the conclusion of the AGM.
6. Conditionally upon the passing of any of resolutions 3-5 to accept the resignations of the members of the Board (other than those appointed pursuant to resolutions 3-5) with effect from the conclusion of the AGM.
7. Dependent on resolution 6 **not** being passed, to re-appoint Simon Duffy a director of the Company.
8. Dependent on resolution 6 **not** being passed, to re-appoint Ian Baron a director of the Company.
9. Dependent on resolution 6 **not** being passed, to re-appoint Philip Dayer a director of the Company.
10. Dependent on resolution 6 **not** being passed, to re-appoint Alan Cole a director of the Company.
11. Dependent on resolution 6 **not** being passed, to re-appoint Nick Hooke a director of the Company.
12. To re-appoint Deloitte LLP as auditors of the Company until the conclusion of the next general meeting of the Company at which the Annual Financial Report of the Company is laid before the Company.
13. To authorise the Directors to determine the remuneration of the auditors, Deloitte LLP.
14. To authorise and direct the Directors to consider appropriate means of returning cash to shareholders of the Company (which may comprise more than one such means) in such amounts and at such times as the Directors think fit, taking into account such factors as the Directors consider appropriate including, without limitation, the taxation impact on shareholders of any such return of cash and relevant legal and regulatory issues and, upon so determining the appropriate means of returning cash to shareholders, subject to obtaining shareholders' approval thereto if such approval is necessary or, in the opinion of the Directors, appropriate, to effect such return of cash to shareholders by such means, in such amounts and at such times as the Directors shall have so determined.
15. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

By order of the Board

Stefan Bort

Company Secretary
27 April 2010
Registered office:
5th Floor,
4/5 Grosvenor Place,
London SW1X 7HJ

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

9. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those members entered in the register of members of the Company at 6pm on 31 May 2010, or if this AGM is adjourned, in the register of members 48 hours before the time of any adjourned AGM, shall be entitled to attend and vote at the AGM in respect of the number of ordinary shares registered in their name at the time. Changes to the entries in the register of members after 6pm on 31 May 2010, or, if this AGM is adjourned, in the register of members 48 hours before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the AGM.
10. Except as provided above, members who wish to communicate with the Company in relation to the AGM should do so using the following means: (1) by writing to the Company Secretary at the registered office address; or (2) by writing to the Registrars, Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. No other methods of communication will be accepted. In particular you may not use any electronic address provided either in this notice of AGM or in any related documents (including the Chairman's letter and the proxy form).
11. As at 26 April 2010 (being the latest practicable date before the publication of this Notice) the Company's issued share capital consisted of 231,091,734 Ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company at that date were 231,091,734.

Explanatory notes to the notice of Annual General Meeting

If you would like to vote on the resolutions but cannot attend the Annual General Meeting ('AGM'), please fill in the proxy form sent to you with this letter and return it to our Registrars, at the address set out below, as soon as possible. They must receive the proxy form by 2pm on 31 May 2010.

The following notes comment further on the matters to be dealt with at the AGM.

Resolution 1

Shareholders are being asked to receive the Annual Financial Report of the Company for the year ended 31 December 2009 and the reports of the Directors and Auditors thereon.

Resolution 2

Shareholders are being asked to approve the Board's report on remuneration for the year ended 31 December 2009, as set out on pages 31 to 35 of the Annual Financial Report of the Company.

Resolutions 3 to 6

The reason for these resolutions is explained in the Chairman's covering letter on pages 3 to 7. The existing Directors have agreed to resign from their directorships if the individuals named in resolutions 3 through 5 who are standing for election are appointed to replace the existing directors.

Biographies of the Directors seeking appointment and election are set out in Appendix A to this document. Of these directors, Weiss Asset Management LP have advised the Company that two of them (John Chapman and Stephen Coe) are independent within the meaning of the Combined Code on Corporate Governance. Eitan Milgram is not independent within the meaning of the Code.

Resolutions 7 to 11

The existing Directors have agreed that, should Resolution 6 seeking to restructure the Board not be passed, they will each put themselves up for re-election at the AGM. Whilst this is not necessary under the Combined Code on Corporate Governance, the Board believes it is right to give shareholders this choice.

Biographies of the Directors seeking re-appointment and re-election are set out in Appendix B to this document. All non-executive directors put forward for re-election are independent within the meaning of the Combined Code on Corporate Governance.

Resolution 12

Resolution 12 seeks your approval to re-appoint Deloitte LLP as the auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company at which accounts are laid.

Resolution 13

Shareholders are also being asked to authorise the Directors to determine Deloitte LLP's remuneration as auditors.

Resolution 14

Resolution 14 authorises and directs the Directors to consider how best to return cash to shareholders and, subject to obtaining shareholders' approval if required or considered appropriate, to return cash to shareholders by the chosen means.

Resolution 15

Resolution 15 is required to permit the Company to continue to call general meetings (other than an AGM) on 14 clear days' notice.

What to do next

Please complete the proxy form, and return it (no postage is required) to the Company's Registrars, Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to arrive as soon as possible but in any event not later than 2pm noon on 31 May 2010. This will not prevent you from also attending the AGM and voting in person. Further details relating to voting by proxy are set out in the notes to the Notice of AGM on pages 11 and 12 of this document.

Documents available for inspection

The following documents are available for inspection during normal business hours at Cadogan Petroleum plc, 4/5 Grosvenor Place, London SW1X 7HJ from 9am on 27 April 2010 until the conclusion of the AGM and will also be available for inspection at the AGM venue immediately prior to and during the AGM itself:

- (a) the register of Directors' interests; and
- (b) copies of the Directors' service contracts or letters of appointment by the Company.

Appendix A

Director Biographies of proposed new Board members

John Chapman

John Chapman is a lawyer and Chartered Financial Analyst (CFA) specializing in representing shareholder interests in connection with the operation and management of investment companies and ancillary assets. He has served as the Chairman of four AIM-quoted companies and as an executive director of several others. His experience includes investment companies domiciled in numerous jurisdictions and investing in various asset classes, including debt, equity and property, in both developed and emerging markets. He was the Managing Director of the Ukraine Fund and Momentum Energy, a Canadian E&P company with operations entirely in Ukraine, and oversaw their liquidation and sale, respectively. Earlier in his career, he practiced law with a major US law firm and worked as a white collar criminal prosecutor with the United States Government. From 1994 through 1995, he was a Senior Manager with Price Waterhouse resident in Ukraine and Moldova and worked with various Ministries on privatization and capital market issue. Subsequently he worked as an advisor to the United States Department of the Treasury, the World Bank, and various governments in emerging Europe, Asia and Africa on financial sector law enforcement issues, capital market development, and privatization.

Stephen Coe

Stephen qualified as a Chartered Accountant with Price Waterhouse in 1990 and remained in audit practice, specialising in financial services, until 1997. From 1997 to 2003 he was a director of the Bachmann Group of fiduciary companies and Managing Director of Bachmann Fund Administration Limited, a specialist third party fund administration company. Since 2003 Stephen has been a director with Investec in Guernsey and was formerly Managing Director of Investec Trust (Guernsey) Limited and Investec Administration Services Limited prior to becoming self employed in August 2006 providing advisory services to financial services clients. He is a director of a number of listed and unlisted investment funds and companies including Raven Russia Limited, Matrix European Real Estate Investment Trust Limited, ACP Capital Limited, ACP Mezzanine Limited and Trikona Trinity Capital Plc (and serves as Chairman of the Audit Committee for these five companies). He has been involved with investment funds and managers since 1990 with significant exposure to property, emerging markets and private equity investments.

Eitan Milgram

Eitan Milgram is Executive Vice President of Weiss Asset Management, an investment manager in Boston. He graduated *summa cum laude* from Boston University where he won the Prize for Excellence in Economics. Eitan has worked at Weiss Asset Management since April 2000 as a Portfolio Manager, Head of Trading and Head of Operations. He is currently an Executive Vice President. Over the last ten years, he has served on the board of directors of ten publicly traded corporations and has advised numerous corporations on reorganizations and restructurings. Eitan currently serves as a non-executive director for The Ottoman Fund Limited, Indochina Capital Vietnam Holdings, and Clean Energy Brazil PLC.

Appendix B

Biographies of current Board members

Simon Duffy

Non-executive Chairman

Appointed to the Board on 9 May 2008, Mr Duffy is an experienced international director with 70 years of cumulative experience as an executive or non-executive director of public and private companies under UK, European, US and other governance regimes.

In addition to Cadogan, he currently serves as non-executive Chairman of Cell C (Pty) Limited (South Africa) and Symbiotic Technologies Pty Limited (Australia). He is also a non-executive Director of Oger Telecom Limited (Dubai), Modern Times Group AB (Sweden) and mBlox Inc. (USA). Previous non-executive directorships include Imperial Tobacco Group plc, GWR Group plc, Thames Television plc, HMV Media Group plc, Gartmore plc, Berisford plc, Cantab Pharmaceuticals plc (Chairman), iMedia Holdings Limited (Chairman), Amteus plc, Tiscali S.p.A. and the Intellectual Property Institute.

Previously Mr Duffy held a number of executive positions in a range of business sectors and companies. From 2007 until 2008 he was Executive Chairman of Tradus plc (formerly QXL ricardo plc), the leading online retailer in Central and Eastern Europe. At the time of his appointment as Chairman, the company was emerging from a period of significant turmoil and Mr Duffy led the restructuring of the board and management, including the appointment of a new Chief Executive Officer and Chief Financial Officer as well as two independent non-executive directors. He initiated a strategic review of the business, which ultimately resulted in a sale of the company for well over twice the value it had when he became Chairman.

Prior to Tradus, Mr Duffy was Executive Vice Chairman of ntl:Telewest Inc. (now Virgin Media Group), having previously been President, Chief Executive Officer and Chief Operating Officer of NASDAQ-listed ntl Inc., the major component of VMG. He joined ntl early in 2003, shortly after it emerged from Chapter 11 reorganisation. During his time at the company the market value of ntl's equity increased almost twenty-fold from about US\$400 million to approximately US\$8 billion, taking it comfortably into the list of the top one hundred NASDAQ companies by market capitalisation.

Prior to ntl, Mr Duffy had served as Chief Financial Officer of Orange SA and as Group Finance Director of FTSE 100 constituent THORN EMI Group plc.

He sits on the advisory board of the British-American Project and on the corporate development board of the NSPCC and holds an MA from Oxford University and an MBA from Harvard Business School, where he was a Harkness Fellow.

Ian Baron

Chief Executive Officer

Appointed to the Board on 19 March 2009, Mr Baron is an experienced director having served as an executive or non-executive director of several public and private oil and gas companies under UK, European, US and other governance regimes.

Mr Baron is a graduate in Geology from Manchester University (1977), and has over 30 years continuous experience in upstream petroleum industry, ranging from exploration operations, through business development to executive management. During his career he has held several senior management and executive roles including Exploration Director of Meridian Oil & Petrogulf Resources, Australia; VP Conoco Middle East Ltd; CEO Dragon Oil plc, UK; COO Aurado Energy Inc Canada; Executive Director & VP Sky Petroleum, (USA). He is currently non-executive director of Concorde Oil & Gas plc, (UK), Petro Vista Energy Corp (TSX) and Stream Oil & Gas Ltd (TSX).

Mr. Baron is a director and founding partner, and former Managing Director, of ESG Dubai, a firm providing management advisory services to the oil and gas industry. ESG personnel advise clients and manage projects for clients covering subsurface analysis, drilling engineering, petroleum engineering, facilities engineering and commercial analysis. Since 2002 the firm has advised clients in the acquisition and operation of a large number of projects in several countries in the Former Soviet Union, Middle East, Far East and Africa.

Prior to that he was Chief Executive officer of Dragon Oil plc, Dubai, UAE. On taking control of the Company, Mr. Baron prioritized the problems to be faced in turning it into a commercially viable entity with a realistic near term strategy and long-term vision. Building on the companies' assets in Turkmenistan, under his leadership Dragon Oil was turned around from a loss making entity to a company making an operating profit with an attractive future. The five year business plan put in place during tenure was implemented and the company has a market capital today in excess of US\$1.5 billion.

At Conoco Middle East, where he was General Manager and Vice-President, he was part of the business development team based in the regional office in Dubai. He was responsible for managing the office, maintaining relationships and developing the company's image with Middle East governments and industry. He was instrumental in formulating regional upstream strategy, initiating and implementing new business ideas, negotiating with government bodies on new venture contracts and providing advice on projects undertaken within the region by head office colleagues. During his tenure he led the team that successfully negotiated a US\$430 million gas project in Syria. While in Conoco's head office he initiated and coordinated analysis of new venture projects undertaken within the Middle East/North Africa region by a team of analysts, researchers and technicians and for technical input to new business strategies.

In his early career as a petroleum geologist, Mr Baron worked through the ranks from well-site geologist to exploration geologist in the UK's North Sea, later becoming manager of Geology for an independent company in Dubai. He later joined an Australian Independent as exploration director and was responsible for exploration and production activities in Australia, Middle East and the U.S.A.

Philip Dayer

Independent non-executive Director

Mr Dayer obtained a law degree from King's College London University and qualified as a chartered accountant with Peat, Marwick, Mitchell & Co. For over 25 years he pursued a corporate finance career in investment banking specialising in advising UK listed companies on their growth strategies to create value for shareholders. During that investment banking career he advised a number of upstream E&P companies and assisted them effect a range of corporate transactions. He was first appointed an advisory director in 1983 and since then he has held the position of corporate finance director with a number of banks including Barclays de Zoete Wedd and Citicorp. He retired from ABN AMRO Hoare Govett Limited in 2004.

Mr Dayer was a financial consultant to OJSC Rosneft Oil Company, the Russian state-owned oil and gas company, on its flotation on the London market in 2006. He has advised a number of companies with activities in the FSU.

Mr Dayer is a non-executive director and chairman of the audit committee of Dana Petroleum plc. He is also a non executive director of AVEVA Group plc and Navigators Underwriting Agency Ltd, senior independent director of the stockbroking firm Arden Partners plc, and chairman of IP Plus plc. Mr Dayer joined the Board of Cadogan Petroleum on 9 May 2008. He is Chairman of the Remuneration and Audit Committees and Senior Independent Director.

Alan Cole

Independent non-executive Director

Mr Cole qualified as a Solicitor after reading Chemistry at Oxford University. He pursued an industrial career in logistics, initially with Christian Salvesen plc and then as Chief Executive of Transport Development Group plc from 1990 until 1999. Since then, he has been Chairman of a number of public companies, including Alldays plc and Oliver plc, and is currently Chairman of JP Morgan Income and Growth plc and NAAFI Pension Trustees. He was a non-executive of Burren Energy plc, an oil producer in Turkmenistan and Democratic Republic of Congo, when it listed in 2003 until its successful sale in 2008. Mr Cole joined the Board of Cadogan Petroleum on 9 May 2008.

Nick Hooke

Independent non-executive Director

Mr Hooke is an oil and gas professional with over 25 years of upstream energy experience. Mr Hooke has worked in a variety of technical, commercial and management roles in large international oil companies. He gained an MSc in Petroleum Engineering from Imperial College in London in 1982. His early career was spent in a number of reservoir engineering and operation roles for Esso in UK and Australia. This included onshore and offshore activities to maintain production levels and product quality. He moved to Conoco in 1988, where he spent 10 years developing and implementing Conoco's commercial strategy for its UK gas fields. He was responsible for managing and developing the relationship with the company's largest customer, including renegotiating all of its main gas sales agreements.

Mr Hooke is currently an executive director of Challenge Energy, an oil and gas advisory company which he founded in 1997. Challenge Energy advises oil and gas companies and financial institutions internationally on a wide variety of strategic, acquisition, commercial and field development issues. Challenge has assisted in many gas commercialisation projects, including helping to develop a gas market from scratch in Tanzania, which Mr Hooke has lead for the last six years. At Challenge, Mr Hooke also leads projects on a number of oil and gas asset sales, purchases and joint ventures.

He is a chartered petroleum engineer and a fellow of the Energy Institute. Mr Hooke joined the Board of Cadogan Petroleum on 9 May 2008.