

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in doubt about the contents of this document or about the action you should take you should consult immediately your stockbroker, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000, or if you are in a country outside the United Kingdom, another appropriately authorised independent financial adviser. If you have sold or transferred all of your ordinary shares in New World Oil and Gas plc (the “**Company**”), please send this document, together with the accompanying form of proxy, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

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## **NEW WORLD OIL AND GAS PLC**



*(Incorporated in Jersey with Registered Number 105517)*

### **Notice of Annual General Meeting**

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Notice of an Annual General Meeting of the Company to be held at 44 Esplanade, St. Helier, Jersey, JE4 9WG on 17 November 2015 at 1.00 p.m. is set out at the end of this document.

Holders of ordinary shares in the Company (“**Shareholders**”) are requested to complete and return the enclosed form of proxy to the Company’s registrars, Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY by 13 November 2015 at 1.00 p.m. whether or not they propose to be present at the Annual General Meeting.

# LETTER FROM THE CHAIRMAN

## NEW WORLD OIL AND GAS PLC

*(Incorporated in Jersey with registration number 105517)*

*Directors:*

Petro Roman Szytk (*Chief Executive Officer*)  
Christopher Charles Gilbert Einchcomb (*Acting Non-Executive Chairman*)  
Georges Nicolas Szytk (*Finance Director*)  
Stephen Polakoff (*Non-Executive Director*)  
Roland Frederick Hodder (*Non-Executive Director*)

*Registered office:*

44 Esplanade  
St. Helier  
Jersey JE4 9WG  
Channel Islands

27 October 2015

### NOTICE OF ANNUAL GENERAL MEETING

*To Shareholders and, for information purposes only, the holders of warrants over Ordinary Shares*

Dear Shareholder

#### 1 INTRODUCTION

The Board of Directors of the Company (the “**Board**”) would like to take this opportunity to provide you with notice of the 2015 Annual General Meeting (the “**AGM**”) of the Company (the Company together with its subsidiaries being the “**Group**”).

The AGM will be held at 44 Esplanade, St. Helier, Jersey, JE4 9WG on 17 November 2015 at 1.00 p.m.

Shareholders of the Company are invited to attend and vote at the AGM.

#### 2 COMPANY UPDATE

During the past year, the Board has worked diligently on behalf of the Shareholders. The appointments of both a new Chief Executive Officer and acting Chairman in October 2014 helped the Company navigate a number of challenges including: the successful termination of the transaction with Niel Petroleum with a beneficial settlement to the Company; extensions to the Group’s existing licences; and securing the financial viability of the Company through the successful placing and open offer completed in July 2015 which raised £3.5 million (gross) that has left the Company on a sound financial footing.

The Company relinquished the Group’s Danish licences in September 2015 without further obligations to the Group following the expiry of the licences. The current challenges of the oil and gas industry meant that the Directors felt the economics of further activity in Denmark were no longer viable but we continue to pursue our Belize interest where the geological risks and potential financial returns look attractive. As announced on 23 October 2015, the Government of Belize has granted a 12 month extension to the PSA for the Group’s Blue Creek Project which will now expire on 31 October 2016. The extension will allow the Group to conduct further operations around the preferred prospect A and C drilling locations. The Company continues to work with potential investors and contractors to review alternative drilling technologies that can reduce the net cost to the Group of any future drilling.

The Directors have started the legal process of recovering the outstanding loans in respect of the Al Maraam transaction and remain optimistic about recovery.

Given a strong financial position and limited forward obligations, the Company is now in a position to take advantage of market conditions and look at opportunities aimed at enhancing Shareholder value. We are currently considering a number of possible investment opportunities together with options for the Company's business.

### **3 RESOLUTIONS**

The resolutions to be proposed at the AGM are set out in full in the notice of the AGM (the "Notice") attached to this document.

The ordinary business to be proposed at the AGM is to:

- (a) elect Nicholas Lee, who has been recommended by the Board in accordance with article 31.1(a) of the articles of association of the Company (the "Articles") and consents to act as a Director;
- (b) elect Adam Reynolds, who has been recommended by the Board in accordance with article 31.1(a) of the Articles and consents to act as a Director;
- (c) elect Petro Sztyk, who will retire as a Director pursuant to article 33 of the Articles who, being eligible, offers himself for re-election and whose re-election has been recommended by the Board;
- (d) receive and consider the balance sheet, profit and loss account and reports of the directors and auditors for the financial year ended 31 December 2014; and
- (e) elect Chapman Davis LLP as auditor of the Company to hold office until the conclusion of the next annual general meeting.

The ordinary business requires the approval of a simple majority (over 50%) of the votes cast by Shareholders in attendance at the AGM (whether in person or by proxy) to be validly passed.

### **4 BACKGROUND TO THE RESOLUTIONS**

#### **(a) Proposed appointment of Nicholas Lee and Adam Reynolds**

Following the Company's placing and open offer which completed in July 2015 and the continued volatility in the oil and gas market, the Directors are recommending that the composition of the Board is expanded to enable a broader debate on the direction of the Company.

Paternoster Resources has recently announced a 8 per cent. shareholding in the Company and, following consultations with its chairman, the Directors have decided to offer Nicholas Lee a position on the Board subject to Shareholder approval.

Mr Lee has more than 25 years of experience in investment banking and working as a company director. He qualified as a Chartered Accountant, and then joined Dresdner Kleinwort Limited where he worked in their corporate finance department advising a range of companies across a number of different sectors and where from March 2007 he was Managing Director and Head of Banking, Hedge Fund Solutions. His more recent experience includes being a director of Centurion Resources plc, an AIM investing company, and of Novus Capital Markets Limited, a corporate finance business.

Mr Lee is currently the executive chairman of Paternoster Resources plc, a natural resources investing company traded on AIM, and a non-executive director of MX Oil plc and London Capital Group Holdings plc, also companies traded on AIM.

Mr Lee has a track record in corporate finance across a number of different sectors and the Directors believe that his skills will be beneficial to the Company. Mr Lee and Paternoster Resources bring an

additional understanding of the energy sector and related industries which the Directors feel will help the Company review the opportunities in existing assets and current projects within the oil and gas industry.

The Company has also been in discussions with its significant Shareholders and action groups in relation to refreshing the composition of the Board and alternative strategies for the Company. Based on feedback, the Board has also decided to offer Adam Reynolds a position on the Board subject to Shareholder approval.

Mr Reynolds is a former stockbroker with over 35 years' experience within the UK financial services sector. In 2000, Mr Reynolds founded Hansard Group plc which was admitted to trading on AIM in 2000.

Mr Reynolds is currently a director of several AIM traded companies: he is a non-executive director of EKF Diagnostics Holdings plc, a point-of-care, central laboratory, and molecular diagnostics company, Orogen Gold Plc, a gold exploration company and Premaitha Health Plc, a company involved in the development of prenatal screening devices. He is also a director of Autoclenz Group Limited, Reyco Limited and Madavinci Gold Limited.

Mr Reynolds has a track record of implementing change strategies for companies and the Directors believe that his inclusion on the Board will assist a wider debate on the future direction of the Company.

The Board has agreed that, if Mr Lee and Mr Reynolds are elected as directors at the AGM, they will receive remuneration in line with the current remuneration structure of the non-executive Directors which averages approximately US\$2,000 in shares and US\$2,000 in cash per month and which is currently being accrued and not paid.

The Directors believe that the combination of the existing skills and experience of the current Directors and those that Mr Lee and Mr Reynolds will bring will be beneficial to developing a strategy aimed at enhancing Shareholder value and which will have broad support of Shareholders. We hope Shareholders will support our decisions and we look forward to working with them.

Further details of the current and past directorships and/or partnerships (within the last 5 years) of both Mr Lee and Mr Reynolds are set out below:

#### **Nicholas Lee, aged 52**

##### **Current:**

JL Services Limited  
London Capital Group Holdings plc  
Noble Tree Property Investment Limited  
Boustead Agriculture Limited

Paternoster Resources plc  
ACL Capital Limited  
MX Oil plc  
Atlas Oil and Gas Limited  
Chiswick School

##### **Past:**

Sweet China Limited  
Gardener Holdings (Kent) Limited  
Brady Exploration plc (now known as Metal Tiger plc)  
Centurion Resources plc (now known as Finnaust Mining plc)  
Paragon Diamonds plc  
Novus Capital Markets Limited  
Leed Resources plc  
Plutus Resources plc (now known as Plutus Powergen plc)  
Paternoster Resources Limited  
(now known as Viridas Limited)

#### **Adam Reynolds, aged 53**

##### **Current:**

Ocutec Eyecare Limited  
Premaitha Health plc

##### **Past:**

Bcomp 415 Limited  
Biolustre UK Ltd

Optibiotix Health plc  
Autoclenz Group Limited  
Hubco Investments plc  
Reyco Limited  
Medavinci Gold Limited  
Emotion Fitness Limited  
Orogen Gold plc  
Boldwood Limited  
EKF Diagnostics Holdings plc  
Autoclenz Holdings Limited

Wallgate Group plc  
Wilton International Marketing Limited  
Alan Bailey (Studios) Limited  
Hansard Corporate Limited  
Chalton Consulting Limited  
React Group plc  
Hub Capital Partners Limited  
Velvet Consultancy Ltd  
Porta Communications Plc  
Diablo Consulting Limited  
Bcomp 429 Limited  
Venn Life Sciences Holdings plc  
Bcomp 416 Limited  
Autoclenz Group Limited

The following information is disclosed in relation to Adam Reynolds pursuant to paragraph (g) of Schedule Two of the AIM Rules for Companies:

#### Wallgate Group plc

Mr Reynolds was appointed as a director of Wallgate Group plc on 3 July 2008 and resigned on 28 November 2008. Wallgate Group plc was put into administration on 12 December 2008 and became subject to creditors' voluntary liquidation on 15 December 2009. The liquidator's statement of receipts of payments to 25 February 2011 showed a creditor shortfall of £419,782.12. Wallgate Group plc was subsequently dissolved on 1 June 2011.

#### Greenhills plc

Mr Reynolds was appointed as a director of Greenhills plc on 22 December 1994. He resigned on 24 January 1996. Greenhills plc was put into receivership on 8 August 1996, and an order to wind up was made on 19 February 1997. The receiver's abstract of receipts and payments to 6 July 1998 showed a creditor shortfall of £216,877.32. Greenhills plc was subsequently dissolved on 2 January 2001.

#### Wilton International Marketing Limited

Mr Reynolds was appointed as a director of Wilton International Marketing Limited on 10 June 2005. Wilton International Marketing Limited was put into voluntary liquidation on 14 October 2013 and was subsequently dissolved on 1 August 2014 with no shortfall to creditors.

There is no further information to be disclosed in relation to either Adam Reynolds or Nicholas Lee pursuant to paragraph (g) of Schedule Two of the AIM Rules for Companies.

The Board also received additional nominations to propose other persons for appointment as Directors at the AGM pursuant to article 31.1 of the Articles, the validity of which was dependent on the date of the AGM. Prior to the date of this Notice these nominations have been unconditionally withdrawn.

#### **(b) Retirement of existing Directors**

Pursuant to the Articles, one third of the Directors are required to retire by rotation at the AGM.

The Directors to retire by rotation at the AGM include, so far as necessary to obtain the number required, first, any Director who wishes to retire and not offer himself for reappointment, and, second, those Directors who have been longest in office since their last appointment or reappointment.

Roland Frederick Hodder wishes to retire at the AGM and, pursuant to article 34 of the Articles, will not be offering himself for reappointment. The Board would like to take this opportunity to thank Mr Hodder for his contributions to the Company and his tireless work as Chairman of both the Compensation and Audit Committees and his work with the Company's accountants. His contribution will be sorely missed.

Of the remaining Directors, Petro Szytk has been longest in office since his last re-appointment. Accordingly, pursuant to the Articles, Petro Szytk shall retire at the AGM and offers himself for reappointment.

Following Mr. Kelleher's departure, Mr Szytk has assumed the position of Chief Executive Officer of the Company and has been instrumental in ensuring the Company has remained financially sound, retained elements of the business that the Board believes are viable and brought forward a number of investment opportunities for the Board to review and consider.

Shareholders are reminded that all executive and non-executive Directors continue to accrue, and thus not be paid, compensation during 2015.

(c) **Financial statements**

The audited financial statements for the financial year ended 31 December 2014 will be presented to Shareholders at the AGM.

A copy of the audited financial statements is enclosed.

Shareholders will be given a reasonable opportunity at the AGM to ask questions and make comments on the audited financial statements and on the business, operations and management of the Company.

(d) **Re-election of Auditors**

Chapman Davis LLP have been the Company's auditors from admission of the Company to trading on AIM in 2011. Pursuant to Jersey Companies law, the Shareholders are required to re-approve their appointment on an annual basis.

## **5 ACTION TO BE TAKEN**

Pursuant to article 15.5 of the Articles, the Board have determined that persons entitled to receive notices of meetings are only those Shareholders registered in the Register of Members of the Company as at 23 October 2015 at 5.30 p.m., being close of business on the day that is four (4) days before the day that the notice of the meeting is being sent.

Pursuant to article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999, only Shareholders registered in the Register of Members of the Company as at 13 November 2015 at 5.30 p.m., being close of business on the day that is two days (excluding non-business days) before the AGM, shall be entitled to attend or vote at the AGM in respect of the number of ordinary shares registered in their name at that time. Changes to entries on the Register of Members after that time will be disregarded in determining the right of any person to attend or vote at the AGM.

A form of proxy is enclosed for use by Shareholders at the AGM. If you are a Shareholder, you are requested to complete, sign and return the form of proxy, whether or not you intend to be present at the meeting, and return it to Computershare Investor Services (Jersey) Limited, c/o The Pavillions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom by no later than 13 November 2015 at 1.00 p.m. The completion and return of a form of proxy will not prevent you from attending the meeting and voting in person should you subsequently wish to do so. To attend and vote at the AGM please contact Computershare by emailing [Daniel.hidrio@computershare.co.je](mailto:Daniel.hidrio@computershare.co.je) and [#JERRegistryRMs@computershare.co.je](https://twitter.com/JERRegistryRMs) no later than 13 November 2015 at 1.00 p.m.

Alternatively, a proxy form may be delivered electronically by sending a scanned PDF version of the original by email to this address: [Externalproxyqueries@computershare.co.uk](mailto:Externalproxyqueries@computershare.co.uk) . Once again, please see the conditions attaching to the appointment of a proxy for the time of such delivery.

Shareholders who hold their shares in the Company in uncertificated form (i.e. in CREST) may vote through the CREST voting system by no later than 13 November 2015 at 1.00 p.m. Voting will not prevent you from attending the AGM and voting in person. To attend and vote at the AGM please contact Computershare by emailing [Daniel.hidrio@computershare.co.je](mailto:Daniel.hidrio@computershare.co.je) and [#JERegistryRMs@computershare.co.je](mailto:#JERegistryRMs@computershare.co.je) no later than 13 November 2015 at 1.00 p.m.

## **6 RECOMMENDATION**

The Directors consider that the proposed resolutions are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors (other than Petro Szytk in respect of Resolution 3 in the Notice which concerns his own reappointment as a Director) unanimously recommend that you vote in favour of the resolutions being proposed at the AGM, as they intend to do or procure to be done in respect of their own and their connected persons' beneficial holding.

Yours faithfully

Christopher Charles Gilbert Einchcomb  
*Acting Non-Executive Chairman*

**New World Oil and Gas plc**

**Registered company no 105517**

**(the Company)**

**Notice of annual general meeting**

Notice is hereby given that the annual general meeting of the Company will be held at 44 Esplanade, St. Helier, Jersey, JE4 9WG on 17 November 2015 at 1.00 p.m. to consider and, if thought fit, pass, with or without amendments, the following resolutions:

**Ordinary business**

**Election of directors**

- 1 To elect Nicholas Lee as a director, who has been recommended by the board of directors of the Company (**Board**) in accordance with article 31.1(a) of the articles of association of the Company (**Articles**) and consents to act as a director.
- 2 To elect Adam Reynolds as a director, who has been recommended by the Board in accordance with article 31.1(a) of the Articles and consents to act as a director.
- 3 To elect Petro Sztyk as a director, who will retire as a director pursuant to article 33 of the Articles who, being eligible, offers himself for re-election, and whose re-election has been recommended by the Board.
- 4 **Accounts**  
To receive and consider the balance sheet, profit and loss account and reports of the directors and auditors for the financial year ended 31 December 2014.
- 5 **Election of auditors**  
To elect Chapman Davis LLP as auditor of the Company to hold office until the conclusion of the next annual general meeting.

Dated 27 October 2015

By order of the board,



.....

Secretary

## Proxies

A member entitled to attend and vote at the meeting may appoint a proxy or proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights.

A blank proxy form is attached. Please consider carefully the conditions attaching to appointment of a proxy.

Proxy forms in hard copy must be delivered to the office of the Company's registrar Computershare Investor Services (Jersey) Limited c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. Please see the conditions attaching to the appointment of a proxy for the time of such delivery.

Alternatively, a proxy form may be delivered electronically by sending a scanned PDF version of the original by email to this address: [Externalproxyqueries@computershare.co.uk](mailto:Externalproxyqueries@computershare.co.uk). Once again, please see the conditions attaching to the appointment of a proxy for the time of such delivery.

Shareholders who hold their shares in the Company in uncertificated form (i.e. in CREST) may vote through the CREST voting system by no later than 13 November 2015 at 1.00 p.m. Voting will not prevent you from attending the AGM and voting in person. To attend and vote at the AGM please contact Computershare by emailing [Daniel.hidrio@computershare.co.je](mailto:Daniel.hidrio@computershare.co.je) and [#JERegistryRMs@computershare.co.je](mailto:#JERegistryRMs@computershare.co.je) no later than 13 November 2015 at 1.00 p.m.

To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent Computershare Investor Services (Jersey) Limited by 13 November 2015 at 1.00 p.m. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. We may treat as invalid a proxy appointment sent by CREST in the circumstances set out in article 34(1) of the Companies (Uncertificated Securities) (Jersey) Order 1999. In any case your proxy form must be received by the Company's registrars no later than 13 November 2015 at 1.00 p.m.

**New World Oil and Gas plc**  
**Registered company no 105517**  
**(the Company)**

**Proxy form**

I/We<sup>1</sup> .....

of .....

being a member/members of the Company and the holder/holders of

..... (number and class of shares)<sup>2</sup>

appoint as my/our proxy<sup>3</sup>

.....  
or in his/her absence<sup>4</sup>

.....

at the annual general meeting of the Company to be held at 44 Esplanade, St. Helier, Jersey, JE4 9WG on 17 November 2015 at 1.00 p.m. and at any adjournment of that meeting.

If the chairperson is appointed as proxy, the following is a statement of the chairperson's voting intentions in relation to undirected proxies:

The chairperson intends to vote in favour of all of the resolutions proposed at the Company's 2015 annual general meeting.

\_\_\_\_\_

<sup>1</sup>Full name(s) and address(es) (as appearing in the Company's register of members) to be inserted in BLOCK LETTERS. In the case of joint holdings, the names of all holders (as appearing in the Company's register of members) must be inserted.

<sup>2</sup>If multiple proxies are to be appointed, insert the number of your shares in respect of which a proxy is to be appointed and complete multiple forms as necessary duplicates of which can be obtained from the Company.

<sup>3</sup>Insert name and address of the desired proxy in the spaces provided. If you wish to appoint the chairperson, write "The chairperson" without inserting an address.

<sup>4</sup>If desired, insert name and address of an alternate proxy, should the initial appointee be unable to attend the meeting.

Please indicate with a tick mark in the spaces opposite to each resolution how you wish the proxy to vote on your behalf. In the absence of any such indication, the proxy may vote for or against the resolutions or may abstain at his/her discretion.

<b>Resolutions</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Dated [*date*] 2015

.....  
Signature of shareholder

.....  
Signature of joint-shareholder, if any

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

## **Proxy instructions**

### **What happens if you do not follow these instructions?**

- 1 If you do not follow these instructions, any instrument you make appointing a proxy may be invalid.

## **Eligible members**

- 1 If you are a member entitled to attend and vote at this meeting of the Company, you may appoint a proxy or proxies to vote on your behalf.
- 2 A proxy need not be a member of the Company.

### **If you complete a proxy form, can you still attend and vote at the meeting?**

- 3 Completion of a proxy form does not preclude a member from subsequently attending and voting at the meeting in person if he or she so wishes.

## **Multiple proxies**

- 4 If you are a member entitled to cast two or more votes at the meeting, you may appoint two or more proxies and may specify the proportion of votes each proxy is appointed to exercise. If no proportion or number is specified, only the first form received by the Company will be accepted or, if all forms are received at the same time, the chairperson of the meeting may decide at his sole discretion which form to accept.

## **Joint shareholders**

- 5 In the case of jointly held shares, if more than one joint holder purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. For this purpose, seniority will be determined by the order in which the names of the joint holders appear in the register of members (the first-named being the most senior).

## **How to appoint a proxy**

- 6 If you are an eligible member and a natural person, the appointment of your proxy must be in writing and signed by you or your authorised attorney.
- 7 If you are an eligible member and a corporation, the appointment of your proxy must be in writing and executed in any of the following ways: (i) under the corporation's common seal; (ii) not under the corporation's common seal but otherwise in accordance with its articles of association or constitution; or (iii) under the hand of the corporation's authorised attorney.
- 8 Despite paragraphs 6 and 7, the Company will accept an electronic record of your proxy if:
  - (a) the original is in writing and signed in one of the ways referred to in those paragraphs; and

- (b) the Company permits receipt of electronic records by giving an electronic address for that purpose.

### **Delivery of proxy form to Company**

9 For an appointment of a proxy to be effective, the following documents must be received by the Company at least 48 hours\* before the time for the holding of the meeting or adjourned meeting at which the proxy proposes to vote:

- (a) the proxy form;
- (b) if the proxy form is executed by a corporation otherwise than under its common seal - an extract of its articles of association or constitution that evidences that it may be duly executed in that way; and
- (c) if the proxy form is signed by your attorney - the authority under which it was signed or a certified copy of the authority.

\*In calculating the period of time mentioned in this paragraph 10, no account shall be taken of any part of a day that is not a “working day”, a “working day” being a weekday only and not a Saturday, Sunday or public holiday.

10 Those documents may be delivered in either of the following ways:

- (a) In the case of hard-copy documents - they must be left at or sent by post to the Company's registered office or the other place, if any, specified by the Company for the purpose of the meeting.
- (b) In the case of documents comprised in an electronic record - they must be sent to an address specified by the Company for the purpose of receiving electronic records.

11 If a poll is to take place **within** 48 hours after it has been demanded then, in addition to the ways specified in the preceding paragraph, the documents may be delivered to the chairperson or to the Company secretary or to any director at the meeting at which the poll was demanded.