

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. 13.3.1(4)
If you are in any doubt as to what action you should take, you should immediately seek your own financial advice from your stockbroker, bank manager, solicitor or other independent professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your Ordinary Shares, please send this document and 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. If you have sold or transferred part of your registered holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately. 13.3.1(6)

Venture Production plc

(incorporated and registered in Scotland under number SC169182)

Proposed increase in authorised share capital

13.8.3

Notice of Extraordinary General Meeting

Notice of an Extraordinary General Meeting of the Company, to be held at The Copthorne Hotel, Huntly Street, Aberdeen AB10 1SU at 1.50 p.m. on Wednesday 15 August 2007 is set out at the end of this document. Shareholders will find enclosed a blue Form of Proxy for use at the Extraordinary General Meeting. The Form of Proxy should be completed and returned to the Company's registrars, Lloyds TSB Registrars, The Causeway, Worthing BN99 6DA in accordance with the instructions printed on it as soon as possible and, in any event, so as to be received no later than 1.50 p.m. on Monday 13 August 2007.

The Extraordinary General Meeting of the Company, to be held at The Copthorne Hotel, Huntly Street, Aberdeen AB10 1SU at 1.50 p.m. on Wednesday 15 August 2007, convened by the notice set out at the end of this document is in addition to the Extraordinary General Meeting of the Company to be held at The Copthorne Hotel, Huntly Street, Aberdeen AB10 1SU at 2.00 p.m. on Wednesday 15 August 2007 convened by the notice set out in the circular sent to Shareholders on 19 July 2007. With that circular you will find a white Form of Proxy for use at the Extraordinary General Meeting to be held at 2.00 p.m. on Wednesday 15 August 2007 which should also be completed and returned to the Company's registrars, Lloyds TSB Registrars, The Causeway, Worthing BN99 6DA in accordance with the instructions printed on it as soon as possible and, in any event, so as to be received no later than 2.00 p.m. on Monday 13 August 2007.

Proxy votes may also be registered electronically by going to www.sharevote.co.uk and following the on-screen instructions. Shareholders will need their reference number, proxy card ID and account number printed on the proxy card. To be valid electronic proxies must be lodged not later than 48 hours before the time fixed for the meeting. Shareholders should not show these details to anyone unless they wish them to give proxy votes on their behalf. CREST users should note that they can lodge their proxy votes for the meeting through the CREST Proxy Voting system. For further instructions users should refer to the CREST User Manual. Any CREST Sponsored Member should contact their CREST Sponsor.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

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| | <i>2007</i> |
| Latest time and date for receipt of blue forms of proxy included with this circular | 1.50 p.m. on Monday 13 August |
| Latest time and date for receipt of white forms of proxy included with 19 July Circular | 2.00 p.m. on Monday 13 August |
| Time and date of 1.50 p.m. EGM | 1.50 p.m. on Wednesday 15 August |
| Time and date of 2.00 p.m. EGM | 2.00 p.m. on Wednesday 15 August |

DEFINITIONS

The following definitions apply throughout this document, unless the context requires otherwise:

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| “3i” | 3i Group plc |
| “the 3i Investors” | together, 3i Group plc, 3i Global Growth 2006-08 LP, 3i Pan European Growth 2006-08 LP, Oil Gas & Power Co-invest 2006-08 LP, and Global Growth Co-invest 2006-08 LP |
| “ArcLight” | ArcLight Capital Partners, LLC through its affiliate NSGP Holdings Limited |
| “Articles” | the articles of association of the Company |
| “Board” or “Directors” | the board of directors of the Company, whose names appear on page 5 of this document |
| “Bond Subscription” | the proposed subscription by ArcLight and the 3i Investors for the Convertible Bonds |
| “Company” or “Venture” | Venture Production plc |
| “Convertible Bonds” | the £151,000,000 3.25% unsecured convertible bonds due 2010 proposed to be issued by the Company to the 3i Investors and ArcLight pursuant to the Bond Subscription |
| “CREST” | a relevant system (as defined in the Regulations) in respect of which CRESTCo is the Operator (as defined in the Regulations) |
| “CRESTCo” | Euroclear UK & Ireland Limited |
| “CREST Manual” | the CREST manual published by CRESTCo as amended or updated from time to time |
| “1.50 p.m. Extraordinary General Meeting” or “1.50 p.m. EGM” | the extraordinary general meeting of the Company convened for 1.50 p.m. on 15 August 2007 (or any adjournment of it) to approve the increase in authorised share capital |
| “2.00 p.m. Extraordinary General Meeting” or “2.00 p.m. EGM” | the extraordinary general meeting of the Company convened for 2.00 p.m. on 15 August 2007 (or any adjournment of it) to approve the disapplication of pre-emption rights to allow the Bond Subscription |
| “the Existing Bonds” | £29,000,000 4.25% convertible unsecured bonds due 2010 |
| “Form of Proxy” | the blue proxy form sent to Shareholders with this document for use by Shareholders at the 1.50 p.m. Extraordinary General Meeting |
| “Investors” | together, the 3i Investors and Arclight |
| “19 July Circular” | the circular dated 19 July 2007 sent to Shareholders which included the notice convening the 2.00 p.m. EGM |
| “NSGP” | North Sea Gas Partners Limited |
| “Ordinary Shares” | ordinary shares of 0.4 pence each in the capital of the Company |
| “Registrars” | Lloyds TSB Registrars, The Causeway, Worthing BN99 6DA |

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| “Regulations” | the Uncertificated Securities Regulations 2001 No. 3755, as amended from time to time |
| “Resolution” | the resolution to be proposed at the 1.50 p.m. EGM whereby the authorised share capital will be increased |
| “Shareholders” | holders of Ordinary Shares |
| “Share Option Schemes” | the unapproved share option scheme established by the Company on 7 May 1998; the employee share option scheme established by the Company in March 2002; the share incentive plan established by the Company in October 2003; the long term incentive plan which ran from 1 January 2003 to 31 December 2006; the long term incentive plan established by the Company in June 2006; the employee annual bonus plan established by the Company in 2006; and the annual deferred share bonus plan established by the Company on 2 June 2005 |
| “UK Listing Authority” | the Financial Services Authority acting in its capacity as the competent authority for the purposes of Part IV of the Financial Services and Markets Act 2000, as amended from time to time |

Unless otherwise indicated, all references in this document to “pounds sterling”, “£”, “pence” or “p” are to the lawful currency of the United Kingdom.

Letter from the Chairman of the Company

Venture Production plc

(Incorporated and registered in Scotland under number SC169182)

Directors:

John Charles Morgan (*Chairman*)
Mark Patrick Nicholls (*Senior Non-executive Director*)
Michael John Wagstaff (*Chief Executive*)
Marie-Louise Clayton (*Finance Director*)
Jonathan David Murphy (*Chief Operating Officer*)
Roderick McIntosh Begbie (*Corporate Development Director*)
Thomas Blades (*Non-executive Director*)
Thomas Ehret (*Non-executive Director*)
Alan Morrison Jones (*Non-executive Director*)
Laurence William Kinch (*Non-executive Director*)

Registered Office:

34 Albyn Place
Aberdeen
AB10 1FW

26 July 2007

To Shareholders and, for information only, to the holders of options under the Share Option Schemes

Dear Shareholder,

Proposed increase in authorised share capital

Introduction

On 19 July 2007 I wrote to shareholders explaining why the Company is proposing to raise £151 million (before expenses) through a conditional subscription by ArcLight and the 3i Investors for the Convertible Bonds as well as why the Company has agreed to acquire the interest held by ArcLight in NSGP which the Group does not already own, in exchange for the issue of 6,033,906 Ordinary Shares to ArcLight. The 19 July Circular also contained a notice convening an extraordinary general meeting of the Company for 2.00 p.m. on 15 August 2007 at which two special resolutions will be proposed, resolution number 1 to approve the disapplication of pre-emption rights in order to allow the Bond Subscription to proceed and resolution number 2 to approve an increase in the borrowing powers of the Company set out in the Articles.

Since issuing the 19 July Circular, it has become apparent that should the holders of the Existing Bonds and the holders of the Convertible Bonds (when issued assuming that resolution number one to be proposed at the 2.00 p.m. EGM is passed) exercise their conversion rights in full, the Company would have insufficient authorised share capital. As the Company needs to reserve sufficient authorised but unissued share capital to meet these conversion rights in full, it would be precluded from issuing further Ordinary Shares in the future. 13.3.1(1)

Accordingly, I am now writing to you to seek Shareholders authority to increase the authorised share capital of the Company so that the Company has sufficient unissued Ordinary Shares available on the exercise of conversion rights by the holders of the Existing Bonds and the Convertible Bonds and create some further headroom to allot and issue Ordinary Shares in the future. 13.8.3(2)

We are not seeking any additional authority to allot shares pursuant to section 80 of the Act as the authority taken at the Annual General Meeting of the Company held on 6 June 2007 is sufficient to allot the Convertible Bonds and for other present requirements of up to 8,966,862 Ordinary Shares.

Extraordinary General Meeting

Set out at the end of this document is a notice convening a further Extraordinary General Meeting of the Company to be held at The Copthorne Hotel, Huntly Street, Aberdeen AB10 1SU at 1.50 p.m. on 15 August 2007. This meeting will take place immediately prior to the 2.00 p.m. EGM and is for the purpose of

considering and (if thought fit) passing an ordinary resolution to increase the authorised share capital of the Company from the existing level of £660,000 in nominal amount to £900,000.

The proposed increase in authorised share capital is an increase of approximately 36.4 per cent. over the existing authorised share capital. 13.8.3(1)

If the Resolution is passed at the 1.50 p.m. EGM, it will only have effect if the Bond Subscription becomes unconditional.

Action to be taken

You will find enclosed with this document a blue Form of Proxy for use at the 1.50 p.m. EGM. Whether or not you intend to attend the 1.50 p.m. EGM, you are requested to complete the Form of Proxy in accordance with the instructions printed and return it to the Company's Registrars, Lloyds TSB Registrars at The Causeway, Worthing BN99 6DA as soon as possible and, in any event, so that it is received no later than 1.50 p.m. on 13 August 2007. **You are also requested to complete and return the white form of proxy sent to you previously with the 19 July Circular** in accordance with the instructions printed on it and contained in the 19 July Circular and return it to the Company's Registrars, Lloyds TSB Registrars at The Causeway, Worthing BN99 6DA as soon as possible and, in any event, so that it is received no later than 2.00 p.m. on 13 August 2007.

Proxy votes may be registered electronically by going to www.sharevote.co.uk and following the on-screen instructions. Shareholders will need their reference number, proxy card ID and account number printed on the proxy card. To be valid an electronic proxy must be lodged not later than 48 hours before the time fixed for the meeting. Shareholders should not show these details to anyone unless they wish them to give proxy votes on their behalf.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the EGM and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 7RA01) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. 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 by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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.

Completion of a Form of Proxy, an electronic proxy or a CREST proxy will not prevent you from attending and voting in person at the EGM.

Recommendation

The Board is of the opinion that the proposed increase in authorised share capital is in the best interests of Shareholders as a whole and unanimously recommends Shareholders to vote in favour of the Resolution as the Directors intend to do so in respect of their beneficial holdings amounting, in aggregate, to 15,431,223 Ordinary Shares. ^{13.1.1(5)}

Yours sincerely,

John Morgan
Chairman

Venture Production plc

Registered in Scotland under number SC169182

(the “Company”)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Venture Production plc (the “Company”) will be held at The Copthorne Hotel, Huntly Street, Aberdeen AB10 1SU at 1.50 p.m. on Wednesday 15 August 2007 for the purpose of considering and (if thought fit) passing the following resolution which will be proposed as an ordinary resolution:

RESOLUTION

THAT, subject to and conditional upon a subscription agreement made between NSGP Holdings Limited (1), 3i Group PLC (2), 3i Global Growth 2006-08 LP (3), 3i Pan European Growth 2006-08 LP (4), Oil Gas & Power Co-invest 2006-08 LP (5), and Global Growth Co-invest 2006-03 LP (6) and the Company (7) and dated 19 July 2007 and relating to a subscription for £151,000,000 3.25 per cent. convertible unsecured bonds due 2010 becoming unconditional in all respects and such agreement not having been terminated in accordance with its terms, the authorised share capital of the Company be increased from £660,000 to £900,000 in nominal amount by the creation of 60,000,000 new ordinary shares of 0.4 pence each in the capital of the Company.

Registered Office:

34 Albyn Place
Aberdeen
AB10 1FW

By Order of the Board

Simon Nicholas Waite
Company Secretary
26 July 2007

Notes:

1. A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy as an alternative to attend, speak and vote instead of him/her. A proxy need not be a member of the Company. The deposit of an instrument of proxy will not preclude a member from attending and voting in person at the meeting or at any adjournment thereof.
2. A Form of Proxy is enclosed with this notice. To be effective, the Form of Proxy duly completed and signed together with any authority under which it is executed or a copy of such authority certified notarially or by a solicitor practicing in the United Kingdom must be deposited with the Company’s Registrars, Lloyds TSB Registrars at The Causeway, Worthing BN99 6DA, not less than 48 hours before the time appointed for holding the meeting.
3. Proxy votes may be registered electronically by going to www.sharevote.co.uk and following the on-screen instructions. Shareholders will need their reference number, proxy card ID and account number printed on the proxy card. To be valid electronic proxies must be lodged not later than 48 hours before the time fixed for the meeting. Shareholders should not show these details to anyone unless they wish them to give proxy votes on their behalf. CREST users should note that they can lodge their proxy votes for the meeting through the CREST Proxy Voting system. For further instructions users should refer to the CREST User Manual. Any CREST Sponsored Member should contact their CREST Sponsor.
4. In the case of a corporation, the form of proxy must be either executed under seal or signed on its behalf by an officer or attorney duly authorised.
5. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other registered holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company.
6. Shareholders (and any proxies or representatives they appoint) agree, by attending the meeting, that they are expressly requesting and that they are willing to receive any communications (including communications relating to the Company’s securities) made at the meeting.