

**Notice of the adjourned 2015 Annual General Meeting and
Notice of an Extraordinary General Meeting of
Kuwait Energy plc (the Company)**

Notice is hereby given that the adjourned 2015 annual general meeting of the Company (the **Adjourned AGM**) will be held on 1 December 2015 at 10:00am and will be immediately followed by an extraordinary general meeting of the Company (the **EGM**) to be held at 10:30am or at the close of the AGM, whichever is latest.

Both meetings will be held at Symphony Style Hotel Kuwait, Symphony Complex, Gulf Road, Salmiya, Kuwait. A proxy form in respect of the Adjourned AGM and a separate proxy form in respect of the EGM are enclosed with this notice. Explanatory notes in respect of the appointment of proxies are set out on page 3 of this notice.

Business of the Adjourned AGM

The Adjourned AGM is being held for the purposes of considering and, if thought fit, passing the ordinary resolutions of the Company set out below:

1. THAT the appointment of Dr Manssour Aboukhamseen, Sara Akbar, Roger Phillips, Mohamed Yusof Rafie, Dr Yousef Al-Awadi, Rachel English, Mohammad Husain, Sir Stephen Robson and Abdel Badwi as directors of the Company be ratified and confirmed.
2. THAT Deloitte LLP be reappointed as auditors of the Company to hold office until the conclusion of the Company's next annual general meeting and the board of directors of the Company (the **Board**) be empowered to fix the remuneration and agree the terms of Deloitte LLP's reappointment.
3. THAT the accounts of the Company in respect of the financial year ended 31 December 2014 be received by the shareholders of the Company.
4. THAT the directors' remuneration report contained in the financial statements and reports of the Company for the period ended 31 December 2014 be approved.

Business of the EGM

The EGM is being held for the purposes of considering and, if thought fit, passing the special resolution of the Company set out below.

1. THAT the articles of association available from the Company's website (at www.kuwaitenergy.co) and at the AGM be approved and adopted as the articles of association of the Company (the **New Articles**) in substitution for, and to the exclusion of, the existing articles of association of the Company with immediate effect and that the provisions of articles 6 and 7 of the New Articles shall not apply to the allotment or issue of (i) any relevant securities (as defined in the New Articles) that have been authorised for allotment by the Company prior to the adoption of the New Articles (each such authorisation remaining in full

force and effect) or (ii) shares issuable in accordance with the terms of any such relevant securities.

By Order of the Board



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For and on behalf of
Kuwait Energy plc

Date: 4 November 2015

Registered Office:
Queensway House
Hilgrove Street
St Helier, Jersey JE1 1ES
Channel Islands

Notes for the Appointment of proxies

1. **As a member of the Company, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the Adjourned AGM and/or the EGM and you should have received a proxy form with this notice of meeting.** You can only appoint a proxy using the procedures set out in these notes.
2. **A proxy does not need to be a member of the Company but must attend the Adjourned AGM and/or the EGM (as applicable) to represent you.** To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box on the proxy form. If you sign and return the proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to speak on your behalf at the Adjourned AGM and/or the EGM (as applicable) you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
3. **You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares.** You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you must complete one proxy form for each proxy and state how many shares the proxy has voting rights over. Failure to specify the number of shares each proxy appointment relates to or specifying a number of shares in excess of those held by the member on the record date will result in the proxy appointments being invalid.
4. **If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at his or her discretion.** Unless instructed otherwise, your proxy (provided he is not the chairman) may also vote (or abstain from voting) as he or she thinks fit in relation to any other matter which may properly be put before the Adjourned AGM and/or the EGM (as applicable). An “abstain” vote is not a vote in law and will not be counted in the proportion of votes for or against any resolution.
5. To appoint a proxy using the proxy form, the form must be:
 - completed and signed;
 - sent or delivered to the Company marked for the attention of Sara Soliman at 6th Floor, Symphony Tower 2, Salem Al Mubarak Street, Block 2, Salmiya, Kuwait; and
 - received by the Company no later than:
 - 10:00am in Kuwait (GMT + 3 hours) on 30 November 2015 in the case of proxy appointments for the Adjourned AGM; and
 - 10:30am in Kuwait (GMT + 3 hours) on 30 November 2015 in the case of proxy appointments for the EGM.

In the case of a member which is a company, the proxy form must be executed under seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

6. Where there are joint registered holders of any share, such persons shall not have the right of voting individually in respect of such share but must elect one of their number to represent them and to vote whether in person or by proxy in their name. In default of such election, the person whose name appears first in order in the Company's register of members in respect of such share is the only person entitled to vote in respect of such share.
7. To change your proxy instructions submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

8. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment for the attention of Sara Soliman at 6th Floor, Symphony Tower 2, Salem Al Mubarak Street, Salmiya, Kuwait. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by the Company no later than:

- 10:00am local time in Kuwait (GMT + 3 hours) on 30 November 2015 in the case of proxy appointments for the Adjourned AGM; and
- 10:30am local time in Kuwait (GMT + 3 hours) on 30 November 2015 in the case of proxy appointments for the EGM.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the Adjourned AGM and/or the EGM and voting in person. If you have appointed a proxy and attend the Adjourned AGM and/or the EGM (as applicable) in person, your proxy appointment will automatically be terminated.

9. Members who have enquiries about the Adjourned AGM, the EGM and/or the appointment of proxies should contact Sara Soliman on telephone number +965 2576 7725.

The adjourned 2015 Annual General Meeting of Kuwait Energy plc (the Company)
to be held on 1 December 2015 at 10:00am at Symphony Style Hotel Kuwait,
Symphony Complex, Gulf Road, Salmiya, Kuwait

Proxy Form

NAME OF SHAREHOLDER

ADDRESS OF SHAREHOLDER

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Before completing this form, please read the explanatory notes to the notice of the meeting

I/We being a member of the Company appoint the Chairman of the meeting or (see note 2)

Name of proxy.....

Representing..... [number of shares]

as my/our proxy to attend, speak and vote on my/our behalf at the adjourned Annual General Meeting of the Company to be held on 1 December 2015 at 10:00am, and at any adjournment of the meeting.

Signature	Date

Extraordinary General Meeting of Kuwait Energy plc (the Company)

to be held on 1 December 2015 at 10:30am or at the close of the adjourned Annual General Meeting of the Company whichever is latest, at Symphony Style Hotel Kuwait, Symphony Complex, Gulf Road, Salmiya, Kuwait

Proxy Form

NAME OF SHAREHOLDER

ADDRESS OF SHAREHOLDER

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Before completing this form, please read the explanatory notes to the notice of the meeting

I/We being a member of the Company appoint the Chairman of the meeting or (see note 2)

Name of proxy.....

Representing..... [number of shares]

as my/our proxy to attend, speak and vote on my/our behalf at the Extraordinary General Meeting of the Company to be held on 1 December 2015 at 10:30am or at the close of the adjourned Annual General Meeting of the Company, whichever is latest, and at any adjournment of the meeting.

Signature	Date