

KUWAIT ENERGY PLC

a public limited liability company incorporated in Jersey with registered number 106699 having its registered office at Queensway House, Hilgrove Street, St. Helier, Jersey, Channel Islands, JE1 1ES
(the "**Company**")

FORM OF PROXY FOR AN EXTRAORDINARY GENERAL MEETING OF THE COMPANY

For the Extraordinary General Meeting of the Company to be held on 13 December 2017 at 12pm (Kuwait time) at Symphony Style Hotel, Symphony Style Mall, Arabian Gulf Road, Salmiya 22012, Kuwait, and any adjournment thereof (the "**EGM**").

I/we:

Name of Shareholder

_____ *(Insert full name of legal shareholder)*

Address of Shareholder

_____ *(Insert address of legal shareholder)*

being a member of the Company hereby appoint the duly appointed Chairman of the EGM; or (where a name is entered below) in place of the Chairman:

Name of Proxy

_____ *(Insert full name of proxy. See note b) below.)*

Number of shares in respect of which proxy may act

_____ *(Complete only if less than entire holding. See note c) below.)*

as my/our proxy to vote on my/our behalf at the EGM on the resolutions set out below in the manner specified below.

RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD
SPECIAL RESOLUTIONS			
1. THAT , in order to: a) remove the requirement for the board (as defined in the Articles) to comprise certain independent directors (as defined in the Articles) and to make various other alterations, the Articles be and are hereby altered by the: i) deletion of the defined term " <i>independent director</i> " and of its corresponding defined meaning from Article 1(1)(a); ii) deletion of the defined term " <i>UKCGC</i> " and its corresponding defined meaning from Article 1(1)(a); iii) deletion of Article 56(2); and iv) deletion of the text " <i>and, in particular, article 56(2)</i> " from Article 58(1); b) provide that there is no maximum number of directors which			

may be appointed to the board from time to time and provide that the directors may from time to time determine the maximum number of directors, the Articles be and are hereby altered by the addition of the text "*but shall not be subject to any maximum in number. The directors may set any maximum number of directors by way of board resolution either prospectively or retrospectively by way of ratification.*" at the end of Article 56(1);

c) simplify the process for the appointment of directors (including to remove the requirement for directors proposed for election to be recommended by the nomination committee of the board), the Articles be and are hereby altered by the:

- i) deletion of the defined term "*Director Nomination*" and its corresponding defined meaning from Article 1(1)(a); and
- ii) deletion of Article 58(2)(b) and its substitution with the following:

"(b) not less than seven days before the date appointed for the meeting there has been given to the Company, by a member (other than the person to be proposed) entitled to vote at the meeting, notice of his intention to propose a resolution for the election of that person, stating the particulars which would, if he were so elected, be required to be included in the Company's register of directors and a notice executed by that person of his willingness to be elected."; and

d) remove the requirement for the board to form a nomination committee, to simplify the committee provisions, and to make various other alterations, the Articles be and are hereby altered by:

- i) in relation to Article 76, the:
 - a. deletion of Article 76(2)(b);
 - b. addition of the text "*and*" at the end of Article 76(2)(a);
 - c. deletion of Article 76(3); and
 - d. deletion of Article 76(4);
- ii) in relation to Article 87, the:
 - a. deletion of the text "*At the time of the chairman's appointment, the nomination committee of the board will declare whether the chairman is an independent director or not*" from Article 87(1); and
 - b. deletion of Article 87(3); and
- iii) in relation to Article 65, the:
 - a. deletion of Article 65(1); and
 - b. the alteration of Article 65(2) such that: (i)

	<p>the text "<i>Subject always to article 65(1), each</i>" is deleted and substituted with "<i>Each</i>"; (ii) the text "<i>In addition to the requirement for the prior approval of the nomination committee of the board, the</i>" is deleted and substituted with "<i>The</i>"; and (iii) the text "<i>also</i>", from where it appears between the text "<i>a director shall</i>" and "<i>be subject to the approval of a majority of the directors</i>" is deleted,</p> <p>as such alterations are, for the purposes of illustration, reflected in the mark-up of the Articles attached to these Resolutions, where deletions and additions to the current Articles are respectively shown in struck-through and underlined text.</p>			
2.	<p>THAT, in order to:</p> <p>a) alter the provisions by which members of the board may remove other directors from the board, the Articles be and are hereby altered by the addition of the text "<i>a majority of</i>" between the words "<i>signed by or on behalf of</i>" and "<i>all the other directors</i>" where they appear in Article 62(2); and</p> <p>b) alter certain provisions relating to the termination of executive appointments, the Articles be and are hereby altered by:</p> <ol style="list-style-type: none"> 1. in relation to Article 64(1), the: <ol style="list-style-type: none"> a. addition of the text "<i>executive</i>" before the text "<i>appointment</i>"; b. deletion of the text "<i>so made</i>" before the text "<i>without prejudice to any claim</i>"; and c. addition of the text "<i>and the Company's or the members' ability to seek damages from the director for breach of fiduciary duty or otherwise</i>" at the end of such Article; and 2. in relation to Article 64(3), the: <ol style="list-style-type: none"> a. deletion of the text "<i>executive chairman, chief</i>" and its substitution with the text "<i>a holder of</i>"; b. the deletion of the text "<i>managing director</i>" and its substitution with the text "<i>other office of the Company</i>"; c. the deletion of the text "<i>automatically</i>"; and d. the addition of the text "<i>and the Company's or the members' ability to seek damages from the director for breach of fiduciary duty or otherwise</i>" at the end of such Article, <p>as such alterations are, for the purposes of illustration, reflected in the mark-up of the Articles attached to these Resolutions, where deletions and additions to the current Articles are respectively shown in struck-through and underlined text.</p>			
3.	<p>THAT, in order to lower the quorum requirements for general meetings of the Company from qualifying persons (as defined in the Articles) holding shares representing not less than 50% of the total issued share capital of the Company to qualifying persons</p>			

	holding shares representing not less than 30% of the total issued share capital of the Company, the Articles be and are hereby altered by the deletion of the text " <i>fifty</i> " and " <i>50</i> " where such text appears in Article 35(1) and its substitution with the following " <i>thirty</i> " and " <i>30</i> " (respectively).			
4.	<p>THAT, in order to:</p> <p>a) add certain qualifications to the discretions and powers of the Chairman to decide whether resolutions may be put to the vote of members at a general meeting of the Company, the Articles be and are hereby altered by the addition of the text "<i>(acting in good faith and in accordance with his duties at law)</i>" between the words "<i>absolute discretion</i>" and "<i>decides that</i>" where they appear in Article 39(1);</p> <p>b) remove the discretions and powers of the Chairman to unilaterally adjourn a general meeting of the Company, the Articles be and are hereby altered by the deletion of Article 40(2);</p> <p>c) remove the prohibition on a poll being demanded on the appointment of the Chairman at a general meeting of the Company, the Articles be and are hereby altered by the deletion of Article 42(2); and</p> <p>d) remove the casting vote of the Chairman (which applies in the event of an equality of votes) at general meetings of the Company, the Articles be and are hereby altered by the alteration of Article 44 by:</p> <p style="padding-left: 40px;">i) the deletion of the text "<i>Chairman's</i>" and its substitution with the text "<i>Chairman has no</i>" in the heading of such Article; and</p> <p style="padding-left: 40px;">ii) the addition of the text "<i>not</i>" between the words "<i>shall</i>" and "<i>be entitled to a further or casting vote</i>" where they appear in such Article,</p> <p>as such alterations are, for the purposes of illustration, reflected in the mark-up of the Articles attached to these Resolutions, where deletions and additions to the current Articles are respectively shown in struck-through and underlined text.</p>			
5.	THAT the directors and/or any agent of the Company be authorised and instructed to prepare and file with the Registrar of Companies in Jersey a copy of the Articles reflecting such alterations as approved at the EGM within applicable time limits.			
ORDINARY RESOLUTIONS				
6.	THAT , pursuant to Article 62 of the Articles, Sara Akbar be removed as a director of the Company with effect immediately following the conclusion of the EGM.			
7.	THAT , pursuant to Article 62 of the Articles, Roger Phillips be removed as a director of the Company with effect immediately following the conclusion of the EGM.			
8.	THAT , pursuant to Article 62 of the Articles, Yousef Al Awadi be removed as a director of the Company with effect immediately following the conclusion of the EGM.			

9.	THAT , pursuant to Article 62 of the Articles, Rachel English be removed as a director of the Company with effect immediately following the conclusion of the EGM.			
10.	THAT , pursuant to Article 62 of the Articles, Mohamed Yusof Rafie be removed as a director of the Company with effect immediately following the conclusion of the EGM.			
11.	THAT , pursuant to Article 62 of the Articles, any other person(s) appointed as a director of the Company between the period from the receipt by the Company of the notice of member's requisition of the EGM until the EGM be removed as a director of the Company with effect immediately following the conclusion of the EGM.			
12.	THAT , pursuant to Article 58 of the Articles, Ignacio de Calonje be appointed as a director of the Company with effect immediately following the conclusion of the EGM.			
13.	THAT , pursuant to Article 58 of the Articles, Ali Kahlil be appointed as a director of the Company with effect immediately following the conclusion of the EGM.			
14.	THAT , pursuant to Article 58 of the Articles, Husain Kothari be appointed as a director of the Company with effect immediately following the conclusion of the EGM.			
15.	THAT , pursuant to Article 58 of the Articles, Dominic Redfern be appointed as a director of the Company with effect immediately following the conclusion of the EGM.			
16.	THAT , pursuant to Article 58 of the Articles, Shawn Reynolds be appointed as a director of the Company with effect immediately following the conclusion of the EGM.			
17.	THAT , pursuant to Article 58 of the Articles, Yousif Al Qabandi be appointed as a director of the Company with effect immediately following the conclusion of the EGM.			

Please place a cross in the appropriate box above alongside the resolutions to indicate whether you wish your votes to be cast "**For**" (**column 1**) or "**Against**" (**column 2**) these resolutions, or if you wish your vote to be withheld (**column 3**). Unless you give specific instructions on how to vote on the resolutions above by selecting the appropriate boxes above, the appointed proxy may vote as he/she thinks fit, or withhold your votes, on the above resolutions or on other business conducted at the meeting. The "**Vote Withheld**" option is provided to enable you to abstain on the resolution. However, it should be noted that a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of votes "**For**" or "**Against**" the resolution.

*****SIGN HERE*****

Signed _____

Date _____

NOTES TO FORM OF PROXY:

- a) As a shareholder of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, act, speak and vote on your behalf at the EGM or any adjournment of the EGM. A proxy need not be a shareholder of the Company. Completion of the form of proxy will not preclude you from attending and voting at the EGM in person.
- b) The person named by default in this form of proxy is the duly appointed Chairman of the EGM. To appoint as your proxy a person other than the duly appointed Chairman of the EGM, insert their full name where indicated. If you sign and return the proxy form with no name inserted where indicated, the duly appointed Chairman of the EGM will be deemed to be your proxy.
- c) You may appoint more than one proxy in relation to the EGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. 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. Additional proxy forms may be obtained from the Company's registrar from the Company's registered office, c/o Computershare (FAO Sophie De Freitas), Queensway House, Hilgrove Street, St. Helier, Jersey, JE1 1ES, Channel Islands.
- d) 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. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the EGM.
- e) The form of proxy must be signed by a shareholder, or his duly authorised agent, or, if the shareholder is a body corporate, either executed under common seal or signed by an agent or officer authorised for that purpose. The signature need not be witnessed. In the case of a proxy appointment signed by an agent of a shareholder who is not a body corporate, the authority under which the appointment is signed or a copy of it certified notarially or by any solicitor, attorney, accountant, official or similar person must be included with the form of proxy. In the case of a proxy appointment signed by an officer or other agent of a body corporate, the authority under which it is signed or a copy of it certified notarially or by any solicitor, attorney, accountant, official or similar person must be included with the form of proxy.
- f) **To be valid, the form of proxy must be received by post or (during normal business hours only) by hand by the Company at c/o Computershare (FAO Sophie De Freitas), Queensway House, Hilgrove Street, St. Helier, Jersey, JE1 1ES, Channel Islands, together with any other documentation referred to above not less than 48 hours prior to the time of the EGM, namely 12pm on 11 December 2017, or any adjournment thereof. By returning a completed form of proxy, you agree that Computershare are authorised to share a copy of such form of proxy (and any documentation provided with such form of proxy) with the requisitionists of the EGM or their legal counsel. If you do not so agree, please make this clear in a covering letter. The Requisitionists will abide by any such request.**
- g) If more than one of the joint holders of a share tenders a vote on the same resolution, the vote of the senior who tenders a vote shall be accepted to the exclusion of the vote(s) of the other joint holder(s); and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant share(s).
- h) 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 two or more valid but differing proxy appointments are received in respect of the same share for use at the EGM or on the same poll, the one which is last received (regardless of its date or the date of its execution) shall be treated as replacing and revoking the others as regards that share.
- i) 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 to the same details as set out above. A revocation notice must be executed and returned in the same manner as for an original proxy appointment as set out above.
- j) A completed proxy appointment shall be valid for the EGM and any adjournment of the EGM (including on any poll demanded at the EGM or any adjourned meeting).