

Shareholder Reference Number

Form of Proxy – Court Meeting to be held at 10.00am (Kuwait time) on 19 December 2018



Cast your Proxy online...It's fast, easy and secure!
www.investorcentre.co.uk/eproxy

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 915402

SRN:

PIN:



View the Scheme Document online: www.kuwaitenergy.co/acquisition/

Register at www.investorcentre.co.uk/je – elect for electronic communications & manage your shareholding online!

To be effective, all proxy appointments must be completed and signed, and be received either by the Company's registrars at: Computershare Investor Services (Jersey) Limited, The Pavilions, Bridgwater Road, Bristol BS13 6ZY by 6.00pm (Kuwait time) on 17 December 2018, or by one of the alternative methods as set out at explanatory notes 6 and 8 below.

Explanatory Notes:

- Before completing this Form of Proxy, please also read the sections entitled "Actions to be Taken" and the "Notice of Court Meeting" set out on pages 10-11 and Part 8 of the Scheme Document respectively which is available to view and download at www.kuwaitenergy.co/acquisition/. Terms defined in the Scheme Document shall apply in this Form of Proxy unless the context otherwise requires.
- Only Scheme Shareholders, or their duly appointed representatives, are entitled to attend, speak and vote at the Court Meeting. A Scheme Shareholder entitled to attend, speak and vote at the Court Meeting is entitled to appoint one or more proxies to exercise all or any of his/her rights to attend, speak and vote on his/her behalf at the Court Meeting and any adjournment(s) thereof. A Scheme Shareholder may appoint more than one proxy in relation to the Court Meeting, provided that each proxy is appointed to exercise the rights attaching to a different share or shares held by him/her. A proxy need not be a member or shareholder of the Company. Proxies may only be appointed using the procedures set out in this Form of Proxy and in these explanatory notes.
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on +44(0) 370 707 4040 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple proxy instructions being given. All forms must be signed and should be returned together in the same envelope.
- The appointment of a proxy will not prevent a Scheme Shareholder from subsequently attending and voting at the Court Meeting, or any adjournment thereof, in person if he/she so wishes and is entitled to do so. If a Scheme Shareholder appoints a proxy or proxies and then decides to attend the Court Meeting in person and vote on a poll using his/her poll card, then the vote in person will override the proxy vote(s). If the vote in person is in respect of the Scheme Shareholder's entire holding then all proxy votes will be disregarded. If, however, the Scheme Shareholder votes at the meeting in respect of less than the Scheme Shareholder's entire holding, and the Scheme Shareholder indicates on his/her polling card that all proxies are to be disregarded, that shall be the case; but if the Scheme Shareholder does not specifically revoke proxies then the vote in person will be treated in the same way as if it were the last received proxy and earlier proxies will only be disregarded to the extent that to count them would result in the number of votes being cast exceeding the Scheme Shareholder's entire holding.
- To be valid, a duly completed Form of Proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or other authority, must be either received by Computershare Investor Services (Jersey) Limited at c/o The Pavilions, Bridgwater Road, Bristol, United Kingdom BS13 6ZY, not later than 6.00pm Kuwait time on 17 December 2018 or, if the Court Meeting is adjourned, not less than 48 hours (excluding Jersey non working days) before the time fixed for the adjourned meeting. However, if the Form of Proxy for the Court Meeting is not returned by such time, the Form of Proxy may be handed to a representative of Computershare Investor Services (Jersey) Limited, on behalf of the Chairman, or to the Chairman, before the start of that meeting.
- In addition, a duly completed Form of Proxy will be accepted if received: (i) by post or (during normal business hours only) by hand by the Company marked for the attention of Lawrence Hafez, Senior Investor Relations Officer at 5th Floor, Symphony Tower 2, Salem Al Mubarak Street, Block 2, Salmiya – 22067, Kuwait; or (ii) as an attachment, to an email delivered to ir@kec.com.kw or #UKCSBRS.ExternalProxyQueries@computershare.co.uk, in each case, together with any other documentation referred to at explanatory note 5 above, no later than 6.00 p.m. (Kuwait time) on 17 December 2018 or, if the Court Meeting is adjourned, not less than 48 hours (excluding Jersey non-working days) before the time fixed for the adjourned meeting.
- A proxy appointment submitted electronically to the Company or the Registrar will not be valid if sent to any address other than that provided above or if received by the Company or the Registrar after 6.00 p.m. (Kuwait time) on 17 December 2018 (or if the Court Meeting is adjourned, later than 48 hours (excluding Jersey non-working days) before the time fixed for the adjourned meeting). Please note that any electronic communication found to contain a computer virus will not be accepted.
- As an alternative to completing and returning the Form of Proxy, proxies may be appointed electronically by logging on to the following website: www.investorcentre.co.uk/eproxy and following the instructions there. Shareholders will need their investor code, which is set out in their personalised Form of Proxy, if they have not previously registered with www.investorcentre.co.uk/je.
- To change your proxy instructions submit a new proxy appointment using the methods described herein. Proxy forms may be obtained from the Company's website (www.kuwaitenergy.co/acquisition/) or by contacting the Company at ir@kec.com.kw or the Registrar at c/o The Pavilions, Bridgwater Road, Bristol, United Kingdom BS13 6ZZ. 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. When two or more valid but differing appointments of proxy are delivered or received in respect of the same share for use at the Court Meeting, the one which is last validly delivered or received (regardless of its date or the date of its execution) shall be treated as replacing and revoking the other or others as regards that share. If the Company is not able to determine which appointment was last validly delivered or received, none of them shall be treated as valid in respect of that share.
- Only those Scheme Shareholders registered in the register of members of the Company as at 6.00pm (Kuwait time) on 17 December 2018 or, in the event that the Court Meeting is adjourned, in such register 48 hours (excluding Jersey non working days) before the time set for the adjourned meeting, shall be entitled to attend or vote at the Court Meeting in respect of the number of Scheme Shares registered in their names at the relevant time. Changes to entries after the relevant time will be disregarded in determining the rights of any person to attend or vote at the Court Meeting.
- In the case of joint holders of Scheme Shares, any one such joint holder may tender a vote, whether in person or by proxy, at the Court Meeting, but if more than one such joint holder shall tender a vote the vote of the person named first in the register of members of the Company shall be accepted to the exclusion of the other joint holder(s).
- Any corporation which is a member can appoint a corporate representative who may exercise on its behalf all of its powers as a member.
- The above is how your address appears on the register of members. If this information is incorrect please ring the Registrar's helpline on +44(0) 370 707 4040 to request a change of address form or go to www.investorcentre.co.uk/je to use the online Investor Centre service.
- Any alterations made to this Form of Proxy must be initialled by the person who signs it.
- If you do not follow any of these instructions, any instrument you make appointing a proxy may be invalid.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services (Jersey) Limited accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Form of Proxy

Please read carefully the Notice of Court Meeting contained in Part 8 of the Scheme Document and the explanatory notes overleaf before completing this form.

For use by Scheme Shareholders entitled to vote at the Court Meeting.

I/We the undersigned being (a) member(s) of Kuwait Energy plc entitled to attend, speak and vote at the Court Meeting, hereby appoint the following person as my/our proxy to attend and vote for me/us on my/our behalf in respect of the following number of Scheme Shares:

NB: DELETE "CHAIRMAN" AND ENTER THE NAME OF YOUR CHOICE IN BLOCK CAPITALS BESIDE "NAME OF PROXY" TO APPOINT SOMEONE OTHER THAN THE CHAIRMAN AS YOUR PROXY. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. LEAVE "NUMBER OF SCHEME SHARES" BLANK BELOW TO VOTE ALL OF YOUR SHARES.

Name of Proxy:

CHAIRMAN

Number of Scheme Shares:

at the Court Meeting to be held at Symphony Style Hotel Kuwait, Symphony Complex, Gulf Road, Salmiya, Kuwait at 10.00am (Kuwait time) on 19 December 2018 and at any adjourned meeting, for the purposes of considering and, if thought fit, approving (with or without modification) the proposed Scheme referred to in the Notice of Court Meeting contained in Part 8 of the Scheme Document, or any adjournment thereof. The proxy is to vote for the Scheme (with or without modification, as my/our proxy may approve) or against the Scheme as instructed below.*

* For the appointment of more than one proxy, please refer to explanatory notes 2 and 3 overleaf.

Please mark here to indicate that this proxy appointment is one of multiple proxy appointments being made. If you wish to vote some of your shares for the Scheme and some of your shares against the Scheme then please complete separate proxy forms.

IMPORTANT: if you wish to vote for the Scheme, sign your name in the box "FOR the Scheme". If you wish to vote against the Scheme, sign your name in the box marked "Against the Scheme". Only insert your signature once. If you sign both boxes, or if you do not sign in either box then this Form of Proxy will be invalid.

FOR the Scheme

AGAINST the Scheme

Signed

Signed

Dated this

day of

2018

If signing on behalf of a company, please enter the company name below in block letters and state your official capacity. For and on behalf of:

Company Name:

Official Capacity: