

Shareholder Reference Number

## Form of Proxy – Extraordinary General Meeting to be held at 10.15am (Kuwait time) on 19 December 2018



**Cast your Proxy online...It's fast, easy and secure!**  
[www.investorcentre.co.uk/eproxy](http://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: 915388

SRN:

PIN:



View the Circular online: <http://www.kuwaitenergy.co/acquisition/>

Register at [www.investorcentre.co.uk/je](http://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:

- Full details of the resolution to be proposed at the Extraordinary General Meeting, with explanatory notes, are set out in the Notice of Extraordinary General Meeting which is set out in Part 9 of the circular relating to the Scheme (the **Scheme Document**). Before completing this Form of Proxy, please also read the section entitled "Actions to be taken" set out on pages 10-11 of the Scheme Document. Terms defined in the Scheme Document shall apply in this Form of Proxy unless the context otherwise requires.
- Only Kuwait Energy Shareholders, or their duly appointed representatives, are entitled to attend, speak and vote at the Extraordinary General Meeting. A Kuwait Energy Shareholder entitled to attend, speak and vote at the Extraordinary General Meeting is entitled to appoint one or more proxies to exercise all or any of his/her rights, to attend, speak and vote on their behalf at the Extraordinary General Meeting and any adjournment(s) thereof. A Kuwait Energy Shareholder may appoint more than one proxy in relation to the Extraordinary General 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 Kuwait Energy Shareholder from subsequently attending and voting at the Extraordinary General Meeting, or any adjournment thereof, in person if he/she so wishes and is entitled to do so. If a Kuwait Energy Shareholder appoints a proxy or proxies and then decides to attend the Extraordinary General 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 Kuwait Energy Shareholder's entire holding then all proxy votes will be disregarded. If, however, the Kuwait Energy Shareholder votes at the meeting in respect of less than the Kuwait Energy Shareholder's entire holding, and the Kuwait Energy Shareholder indicates on his polling card that all proxies are to be disregarded, that shall be the case; but if the Kuwait Energy 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 Kuwait Energy 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 6.00 p.m. (Kuwait time) on 17 December 2018 or, if the Extraordinary General Meeting is adjourned, not less than 48 hours (excluding Jersey non-working days) before the time fixed for the adjourned 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](mailto:ir@kec.com.kw) or [#UKCSBRS.ExternalProxyQueues@computershare.co.uk](mailto:#UKCSBRS.ExternalProxyQueues@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](http://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](http://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/](http://www.kuwaitenergy.co/acquisition/)) or by contacting the Company at [ir@kec.com.kw](mailto: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 Extraordinary General 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 Kuwait Energy Shareholders registered in the register of members of the Company as at 6.00 p.m. (Kuwait time) on 17 December 2018 or, in the event that the Extraordinary General 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 Extraordinary General Meeting in respect of the number of Kuwait Energy 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 this Extraordinary General Meeting.
- In the case of joint holders of Kuwait Energy Shares, any one such joint holder may tender a vote, whether in person or by proxy, at the Extraordinary General 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. Under Jersey law it is possible for a body corporate to appoint more than one corporate representative. The rules and law governing how multiple corporate representatives may vote and act are set out in Article 93 of the Jersey Companies Law.
- 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](http://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 Extraordinary General Meeting contained in Part 9 of the Scheme Document and the explanatory notes overleaf before completing this form.

## For use by Kuwait Energy Shareholders entitled to vote at the Extraordinary General Meeting.

I/We the undersigned being (a) members(s) of Kuwait Energy plc entitled to attend, speak and vote at the Extraordinary General Meeting, hereby appoint the person indicated in the box below as my/our proxy to attend, speak and vote for me/us on my/our behalf in respect of the following number of Kuwait Energy 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 KUWAIT ENERGY SHARES" BLANK BELOW TO VOTE ALL OF YOUR SHARES. \*

Name of Proxy:  Number of Kuwait Energy Shares:

at the Extraordinary General Meeting of Kuwait Energy plc to be held at **Symphony Style Hotel Kuwait, Symphony Complex, Gulf Road, Salmiya, Kuwait at 10.15am (Kuwait time) on 19 December 2018**, and at any adjourned meeting.

Please use a **black** pen. Mark with an X inside the box as shown in this example.



\* 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.

## Special Resolution

1. THAT, (1) the directors of Kuwait Energy be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into full effect; and  
(2) with effect from the passing of this resolution, the articles of association of Kuwait Energy be and are hereby amended by the adoption and inclusion of the new article 139 set out in the Notice of Extraordinary General Meeting.

For  Against  Vote Withheld



I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

## Signature

## Date

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).

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