

4 November 2015

Dear Shareholder

2015 Annual General Meeting of Kuwait Energy plc

On 6 October 2015, the 2015 Annual General Meeting (AGM) of Kuwait Energy plc (Kuwait Energy) was adjourned without any business being transacted. The meeting is being reconvened for 1 December 2015 at 10am at Symphony Style Hotel Kuwait, Symphony Complex, Gulf Road, Salmiya, Kuwait. I enclose a formal notice of that reconvened meeting together with notice of an Extraordinary General Meeting to be held immediately afterwards. I set out below brief explanations of the various agenda items.

Adjourned Annual General Meeting

Resolution 1 – Approval of appointment of directors

Our board of directors consists of the same persons as last year, being Dr Manssour Aboukhamseen (Chairman), Sara Akbar (Chief Executive Officer), Roger Phillips (Chief Financial Officer), Mohamed Yusof Rafie (independent non-executive), Dr Yousef A. Al Awadi (non-executive), Rachel English (independent non-executive), Abdel Badwi (independent non-executive), Mohammad Husain (independent non-executive) and Sir Steve Robson (independent non-executive).

For your information, a brief professional biography for each of the directors is included in the 2014 annual report (copies of which are available on our website and will be available at our AGM).

We would like your endorsement of the directors' ongoing appointment.

Resolution 2 – Annual reappointment of auditors

We would like your approval on the re-appointment of Deloitte LLP as the auditors of Kuwait Energy until the 2016 Annual General Meeting on terms to be agreed by the Board.

Resolution 3 – 2014 financial statements

The year 2014 was another significant year for us, all of which is reported in our 2014 annual report. The financial statements of Kuwait Energy in respect of the period ended 31 December 2014 (within our 2014 annual report) are to be formally received by shareholders at the AGM.

Resolution 4 – Directors' remuneration report

We would also like your approval of the directors' remuneration report contained in the 2014 annual report.

Extraordinary General Meeting

Resolution 1 - Adoption of new Articles of Association

Further to various meetings with shareholders over the last year, it has become apparent that a significant proportion of our shareholders would like us to update our Articles of Association in line with the listed company Articles of Association presented at the 2014 AGM, and to reflect certain other changes to further enhance our corporate governance framework. Further to discussions with several large shareholders, we have prepared new Articles of Association in respect of which we would like your approval to adopt. Copies of the proposed new Articles of Association and a summary of the material differences to the existing Articles of Association are available on our website and will be available at the AGM.

Any historic resolutions passed by Kuwait Energy under the old Articles of Association relating to the allotment, issue and/or buy-back of shares (including any waiver of pre-emption rights) shall remain in full force and effect. In this regard, please note that the following share commitments remain outstanding:

- (i) The issue of up to 3,980,492 shares in Kuwait Energy pursuant to an employee share incentive plan (approved at the first AGM held on 30 November 2011);
- (ii) The issue of up to 60,000,000 shares in Kuwait Energy to a financing vehicle of Abraaj Capital on conversion of its outstanding loan facility into shares on listing (approved at the Extraordinary General Meeting (EGM) held on 15 May 2012);
- (iii) The issue of up to 23,000,000 shares to Qatar First Bank on conversion of its outstanding murabaha financing facility into shares on listing (approved at the third AGM held on 21 April 2013); and
- (iv) The issue of up to 2,557,977 shares to remaining shareholders of Kuwait Energy Company K.S.C.C. (KEC Kuwait) pursuant to the 2014 KEC Kuwait ownership restructuring (approved at the third AGM held on 21 April 2013 and confirmed at the EGM held on 19 October 2014).

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Your directors believe that the proposals in the above-mentioned resolutions are in the best interests of both Kuwait Energy and its shareholders. Accordingly, the directors unanimously recommend that you vote in favour of all of these resolutions.

If you should have any queries regarding the contents of this letter, please contact Sara Soliman of our Investor Relations Department by email at sara.soliman@kec.com.kw or by telephone on +965 2576 7725.

I very much look forward to seeing you on 1 December 2015 and thank you for your continued support. Once again I apologise for any inconvenience caused by the rescheduling of the meeting.

Yours faithfully



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Dr Manssour Aboukhamseen
Chairman