

**Notice of the 2016 Annual General Meeting of
Kuwait Energy plc (the Company)**

Notice is hereby given that the 2016 annual general meeting of the Company (the **AGM**) will be held on 29 May 2016 at 10am at Symphony Style Hotel Kuwait, Symphony Complex, Gulf Road, Salmiya, Kuwait. A proxy form in respect of the AGM is enclosed with this notice. Explanatory notes in respect of the appointment of proxies are set out on page 2 of this notice.

The AGM is being held for the purposes of considering and, if thought fit, passing the resolutions of the Company set out below. All resolutions will be proposed as ordinary resolutions.

Directors' re-election

1. THAT Dr Manssour Aboukhamseen be re-elected as a director.
2. THAT Sara Akbar be re-elected as a director.
3. THAT Roger Phillips be re-elected as a director.
4. THAT Mohamed Yusof Rafie be re-elected as a director.
5. THAT Dr Yousef Al-Awadi be re-elected as a director.
6. THAT Rachel English be re-elected as a director.
7. THAT Mohammad Husain be re-elected as a director.
8. THAT Sir Stephen Robson be re-elected as a director.
9. THAT Abdel Badwi be re-elected as a director.

2015 report and accounts

10. THAT the directors' and auditor's report and accounts of the Company in respect of the financial year ended 31 December 2015 be received by the shareholders of the Company.

2015 Directors' remuneration report

11. THAT the directors' remuneration report contained in the financial statements and reports of the Company for the period ended 31 December 2015 be approved.

Appointment and remuneration of auditor

12. 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.

By Order of the Board



For and on behalf of
Kuwait Energy plc

Date: 28 April 2016

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 AGM 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 AGM 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 AGM, 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 (provided he is not the chairman) will vote or abstain from voting at his or her discretion. Your proxy (provided he is not the chairman) will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM. If you appoint the chairman as your proxy on any resolution, he will vote in favour of the 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 Hussain Almosawy at 5th Floor, Symphony Tower 2, Salem Al Mubarak Street, Block 2, Salmiya, Kuwait; and
 - received by the Company no later than 10am in Kuwait (GMT +3 hours) on 27 May 2016.

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 Hussain Almosawy at 5th Floor, Symphony Tower 2, Salem Al Mubarak Street, Block 2, 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 10am in Kuwait (GMT + 3 hours) on 27 May 2016.

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 AGM and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.

9. Members who have enquiries about the AGM and/or the appointment of proxies should contact Hussain Almosawy on telephone number +965 2576 7722.



2016 Annual General Meeting of Kuwait Energy plc (the Company)

**to be held on 29 May 2016 at 10am 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 2016 Annual General Meeting of the Company to be held on 29 May 2016 at 10am and at any adjournment of the meeting.

Signature	Date