

# KIBO Energy PLC

## Extraordinary General Meeting

### Form of Proxy

**Note:** Please indicate with an 'x' in the boxes below how you wish your votes to be cast in respect of each of the resolutions detailed in the notice convening the Meeting. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her discretion.

<b>Resolutions to be voted on are set out in detail in the Notice of Extraordinary General Meeting.</b>			
<b>Special Business</b>	<b>For</b>	<b>Against</b>	<b>Vote Withheld</b>
1. To approve the Migration of the Migrating Shares to Euroclear Bank's Central Securities Depository	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To amend the Articles of Association in the manner set out in the Circular Dated 29 January 2021, which includes the Notice of EGM.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To authorise and instruct the Company to take all steps to give effect to the Migration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We the undersigned being a member/members of the Company HEREBY APPOINT (see Note (B) below) the duly appointed Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held on Monday 22 February 2021 at 11.00 a.m. at its registered office, 17 Pembroke Street Upper, Dublin 2, Ireland and at any adjournment thereof.

Signed (See Note (D) below): \_\_\_\_\_

\_\_\_\_\_

Date: \_\_\_\_\_

Name	Telephone Number	Email Address

## NOTES:

- (A) A shareholder must insert his, her or its full name and registered address in type or block letters. In the case of joint accounts, the names of all holders must be stated.
- (B) Due to the continuation of the Irish Government's Covid-19 restrictions in relation to public gatherings and to prioritise the health and safety of our shareholders, employees and other stakeholders, the Board is requesting that shareholders do not physically attend the Extraordinary General Meeting ("EGM" or "the Meeting") and instead to submit a proxy form to ensure they can vote and be represented at the EGM without attending in person. Please refer to the notes below on how to appoint a proxy.
- (C) Shareholders should appoint the Chairman of the Meeting to act as proxy. No other proxy shall be accepted.
- (D) The Form of Proxy must:
- in the case of an individual shareholder be signed by the shareholder or his or her attorney; and
  - in the case of a corporate shareholder be given either under its common seal or signed on its behalf by an attorney or by a duly authorized officer of the corporate shareholder.
- (E) In the case of joint holders, the vote of the senior holder who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders 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 joint holding.
- To be valid, the Form of Proxy and, if relevant, the power of attorney under which it is signed, or a certified copy of that power of attorney, must be received by the Company's share registrar, Link Registrars Ltd, by post to P.O. Box 1110, Maynooth, Co Kildare, Ireland or by hand to Link Registrars Limited, Level 2, Block C, Maynooth Business Campus, Maynooth, Co Kildare, W23 F854, Ireland at not less than 48 hours prior to the time appointed for the Meeting.
- Alternatively, electronic proxy appointment is also available for the Extraordinary General Meeting. This facility enables shareholders to appoint a proxy by electronic means by logging on to [www.signalshares.com](http://www.signalshares.com) and entering the Company name, Kibo Energy PLC. To appoint a proxy on this website, shareholders will need to register for the Share Portal by clicking on "Register" (if they have not registered previously) and following the instructions therein. Shareholders need to enter their Investor Code (IVC) and agree to the terms and conditions specified by the Company's Registrar. Your IVC can be found on the accompanying Form of Proxy.
- For those shareholders who hold Shares in CREST, a shareholder may appoint a proxy by completing and transmitting a CREST Proxy Instruction to Link Registrars Limited, (under CREST Participant ID 7RA08) or by post to P.O. Box 1110, Maynooth, Co Kildare, Ireland or by hand to Link Registrars Limited, Block C, Maynooth Business Campus, Maynooth, Co Kildare, W23 F854, Ireland. In each case the proxy appointment must be received electronically by no later than 11 a.m. on 20 February 2021.
- (F) **South African shareholders must send their proxies to the Transfer Secretaries, JSE Investor Services South Africa (Pty) Ltd, 13th Floor, 19 Ameshoff Street, Braamfontein (PO Box 4844, Johannesburg, 2000) or via email to [meetfax@jseinvestorservices.co.za](mailto:meetfax@jseinvestorservices.co.za) not later than 17h:00 on 19 February 2021 (refer to notes to the Form of Proxy for South African shareholder's below). The record date for South African shareholders to be recorded in the securities register of the Company in order to be able to have their proxy vote recorded at the EGM is Friday, 19 February 2021. The last date to trade to enable a proxy vote to be submitted for the EGM is Tuesday, 16 February 2021.**
- (G) The "Vote Withheld" option is provided to enable you to abstain on any particular resolution. 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 the votes 'For' and 'Against' a resolution.
- (H) Pursuant to Section 1095 of the Companies Act, 2014 and regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations 1996 entitlement to vote at the Meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the date of the Meeting (or in the case of an adjournment as at close of business on the day which is two days before the date of the adjourned Meeting). Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
- (I) The Chairman of the EGM may accept or reject any Form of Proxy, in his absolute discretion, which is completed other than in accordance with these notes.

## SOUTH AFRICAN SHAREHOLDERS

### Notes to the Form of Proxy

- Shareholders should appoint the Chairman of the Meeting to act as proxy. No other proxy shall be accepted.
- Please insert an "X" in the relevant spaces according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of shares than you own in the Company, insert the number of ordinary shares held in respect of which you desire to vote. Failure to comply with the above will be deemed to authorise the Chairman to vote or to abstain from voting at the EGM as he/she deems fit in respect of all the shareholder's votes exercisable thereat. A shareholder through the appointment of the Chairman as his/her proxy (is not obliged to use all the votes exercisable by the shareholder or by his/her proxy, but the total of the votes cast and in respect whereof abstentions recorded may not exceed the total of the votes exercisable by the shareholder or by his/her proxy.
- The date must be filled in on this Form of Proxy when it is signed.
- Where there are joint holders of shares, the vote of the senior joint holder who tenders a vote, as determined by the order in which the names stand in the register of members, will be accepted.
- Documentary evidence establishing the authority of a person signing this Form of Proxy in a representative capacity must be attached to this Form of Proxy unless previously recorded by the Transfer Secretaries of the Company or waived by the Chairman of the EGM.
- Any alterations or corrections made to this Form of Proxy must be initialled by the signatory/ies.
- A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the Transfer Secretaries of the Company.
- Forms of Proxy must be received by the Transfer Secretaries, JSE Investor Services South Africa (Pty) Ltd, 13th Floor, 19 Ameshoff Street, Braamfontein (PO Box 4844, Johannesburg, 2000) or via email to [meetfax@jseinvestorservices.co.za](mailto:meetfax@jseinvestorservices.co.za) by not later than 17h:00 on 19 February 2021. The record date for shareholders to be recorded in the securities register of the Company in order to be able to have their proxy vote recorded at the EGM is Friday, 19 February 2021. The last date to trade to enable a proxy vote to be submitted for the Extraordinary General Meeting is Tuesday, 16 February 2021.
- The Chairman of the EGM may accept or reject any Form of Proxy, in his absolute discretion, which is completed other than in accordance with these notes.
- If required, additional Forms of Proxy are available from the Transfer Secretaries of the Company.
- Dematerialised shareholders, other than by own name registration, must NOT complete this Form of Proxy and must provide their CSDP or broker of their voting instructions in terms of the custody.

To be completed and mailed to:

JSE Market Services South Africa (Pty) Ltd  
PO Box 4844, Johannesburg 2000

OR

To be completed and hand delivered to:

JSE Market Services South Africa (Pty) Ltd,  
13th Floor, 19 Ameshoff Street, Braamfontein

OR

E-mail: [meetfax@jseinvestorservices.co.za](mailto:meetfax@jseinvestorservices.co.za)