

## NOTES TO THE FORM OF PROXY - ANNUAL GENERAL MEETING

Genel Energy plc ('the Company')

Shareholder Reference Number:

Signature of person attending:

### Notes on completion of the Form of Proxy:

The following notes relate to the Form of Proxy for the Annual General Meeting ('AGM') to be held at 36 Broadway, Victoria, London, SW1H 0BH on Thursday, 14 May 2020 at 11.00am and at any adjournment thereof.

1. You can appoint the Chairman of the meeting or anyone else to be your proxy at the meeting **however, in light of the ongoing Covid-19 situation and the UK government restrictions on gatherings of more than two people you should appoint the Chairman of the meeting as your proxy as any other proxy will not be permitted to attend the meeting.**

2. A registered holder of Ordinary Shares of the Company may appoint one or more proxies (who need not be a member of the Company, but must attend the meeting in person to represent you) to exercise all or any of his rights to attend, speak and vote at a meeting of the Company provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. A registered holder of Ordinary Shares may appoint a proxy or proxies by:

- completing and returning the Form of Proxy enclosed in this pack; or
- if you are a user of the CREST system (including CREST Personal Members), having an appropriate CREST message transmitted.

You may only appoint a proxy using the procedures set out in these notes. You may not use any electronic address provided in this Notice of AGM to communicate with the Company for any purposes other than those expressly stated.

**IMPORTANT: In any case your instructions or Form of Proxy must be received by the Company's Registrars no later than 11.00am on Tuesday, 12 May 2020.**

3. Should you wish to appoint more than one proxy, please photocopy this form. Please indicate the number of shares in relation to which each proxy is authorised to act as your proxy. Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together. A proxy need not be a member of the Company but must attend the meeting to represent you. **To be valid, the Form of Proxy (together with any authority under which it is executed or a copy of the authority certified notarially) must be either (a) sent to the Company's Registrars by post at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, United Kingdom, or by e-mail to proxyvotes@equiniti.com, or (b) the proxy appointment must be lodged using the CREST Proxy Voting Service.**

4. Please indicate in the box headed 'Number of Shares' the number of shares in relation to which he or she is authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement. All forms must be signed and should be returned together in the same envelope.

5. To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent RA19 by 11.00am on Tuesday, 12 May 2020. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to

retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST Sponsored Members and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings, please refer to the CREST Manual. We may treat a proxy appointment sent by CREST as invalid in the circumstances set out in article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.

6. **If you wish to appoint the Chairman of the meeting as sole proxy in respect of all of your Ordinary Shares, insert your name at the top of the Form of Proxy form and fill in any voting instructions and sign and date the Form of Proxy, but leave all other proxy appointment details blank.**

7. If you wish to appoint someone else to be your proxy, cross out only the words 'the Chairman of the Annual General Meeting' and insert the name of the person you wish to be your proxy in the box headed 'Proxy holder's name'. Then complete any voting instructions and sign and date the Form of Proxy. **However, as stated above, in light of the ongoing Covid-19 situation and UK government restrictions on gatherings of more than two people, you should appoint the Chairman of the meeting as your proxy as any other proxy will not be permitted to attend the meeting.**

8. You may instruct your proxy how to vote by marking the appropriate box next to each resolution. Details of the resolutions are contained in the Notice of Meeting and the explanatory notes. If in respect of any resolution you have not given specific instructions on how your proxy should vote, your proxy will have discretion to vote on that resolution, in respect of your total holding, as they see fit. Your proxy will also have discretion to vote as they see fit on any other business which may properly come before the meeting, including amendments to resolutions, and at any adjournment of the meeting. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution.

9. The Form of Proxy must be signed. In the case of joint registered holders, the signature of any one joint holder shall be sufficient. The vote of the senior holder who tenders a vote, whether in person or by proxy or (in the case of a corporation) by authorised representative, shall be accepted to the exclusion of the vote of the other joint holder(s) in accordance with Article 49 of the Articles of Association of the Company. For this purpose seniority will be determined by the order in which the names appear in the Register of Members in respect of the relevant share. If necessary, someone else may sign the Form of Proxy on your behalf. In the case of an agent of a member who is not a body corporate, the authority under which the Form of Proxy is signed (or a notarially certified copy of such authority) must be received by the Company by 11.00am on Tuesday, 12 May 2020.

10. In the case of a corporation the Form of Proxy should be executed under the corporation's common seal and/or an agent or officer authorised for such purpose. Under the Companies (Jersey) Law 1991, a body corporate may only appoint one corporate representative. A holder of Ordinary Shares which is a body corporate that wishes to allocate its votes to more than one person should use the proxy arrangements.

## FORM OF PROXY - ANNUAL GENERAL MEETING

Genel Energy plc

Shareholder Reference Number:

This is one of multiple instructions given (tick box if yes)

I/We, the undersigned, being (a) holder(s) of Ordinary Shares of 10 pence each in the Company, hereby appoint the Chairman of the Annual General Meeting ('AGM') or Proxy holder's name (see notes 1 and 4)

Number of shares (see notes 2 and 3)

as my/our proxy to vote on my/our behalf at the AGM of the Company, to be held at 36 Broadway, Victoria, London, SW1H 0BH UK at 11.00am on Thursday, 14 May 2020 and at any adjournment thereof.

Please mark this box if signing on behalf of the member.

This Form of Proxy should not be used for any comments, change of address or other queries. In those cases, please send separate instructions.

### RESOLUTIONS Please mark 'X' to indicate how you wish to vote (see note 8)

	For	Against	Vote withheld	For	Against	Vote withheld
1. To receive the audited financial statements of the Company for the year ended 31 December 2019	<input type="checkbox"/>					
2. To declare a final distribution of 10 US cents per ordinary share for the financial year ending 31 December 2019	<input type="checkbox"/>					
3. To approve the Remuneration Policy for Directors	<input type="checkbox"/>					
4. To approve the Annual Report on Remuneration for the year ended 31 December 2019	<input type="checkbox"/>					
5. To elect Mr David McManus as a Non-Executive Director	<input type="checkbox"/>					
6. To re-elect Dr Bill Higgs as an Executive Director	<input type="checkbox"/>					
7. To re-elect Mr Esa Ikaheimonen as an Executive Director	<input type="checkbox"/>					
8. To elect Sir Michael Fallon as a Non-Executive Director	<input type="checkbox"/>					
9. To re-elect Mr Tim Bushell as a Non-Executive Director	<input type="checkbox"/>					
10. To re-elect Mr Martin Gudgeon as a Non-Executive Director	<input type="checkbox"/>					
11. To re-elect Mr George Rose as a Non-Executive Director	<input type="checkbox"/>					
12. To re-elect Mrs Nazli K Williams as a Non-Executive Director.	<input type="checkbox"/>					
13. To elect Mr Ümit Tolga Bilgin as a Non-Executive Director	<input type="checkbox"/>					
14. To elect Mr Hassan Gozal as a Non-Executive Director	<input type="checkbox"/>					
15. To re-appoint PricewaterhouseCoopers as the Company's auditor	<input type="checkbox"/>					
16. To authorise the Directors to set the Auditor's fees	<input type="checkbox"/>					
17. To give the Company limited authority to make political donations and expenditure	<input type="checkbox"/>					
<b>Special resolutions:</b>						
18. To authorise the Company to purchase its Ordinary Shares	<input type="checkbox"/>					
19. To permit the Company to hold general meetings, other than an AGM, on not less than 14 clear days' notice	<input type="checkbox"/>					

The full text of the resolutions are set out in the Notice of Meeting.

Unless otherwise instructed, your proxy may vote as he/she thinks fit or abstain from voting on any other resolution (including any procedural resolution) put to the AGM or any adjournment thereof. Your proxy may also vote or abstain from voting as he or she thinks fit in connection with any other business that may properly come before the AGM.

This Form of Proxy should not be used for any comments, change of address or other queries. In those cases, please send separate instructions directly to our Registrars, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA.

Date

Signature (see notes 9 and 10)

## ANNUAL GENERAL MEETING VENUE

Genel Energy plc

**Notice of availability - IMPORTANT please read carefully.**  
You can now access the Annual Report for the financial year ended  
31 December 2019 and Notice of AGM at [www.genelenergy.com/investor-relations](http://www.genelenergy.com/investor-relations)

Genel Energy plc's AGM is to be held at

36 Broadway,  
Victoria,  
London,  
SW1H 0BH

Thursday, 14 May 2020  
at 11.00am.

Freepost RTHJ-CLLL-KBKU  
Equiniti  
Aspect House  
Spencer Road  
LANCING  
BN99 8LU