

**ATTENDANCE CARD – Premier Oil plc (the “Company”) – General Meeting**

A general meeting of the holders of Ordinary Shares in the capital of the Company for the purpose of granting authority for the Board, in addition to any existing authority, to allot, or grant rights to subscribe for or convert securities into, a limited number of Ordinary Shares in connection with the Company’s Refinancing to be held at The Grosvenor Hotel, 101 Buckingham Palace Road, London SW1W 0SJ at 9.00am on Thursday 15 June 2017.

You may submit your proxy electronically at [www.premier-oil-shares.com](http://www.premier-oil-shares.com) (see note 12 overleaf). If you have not previously registered, you will need your Investor Code shown below.

If you wish to attend this meeting in your capacity as a holder of Ordinary Shares, please sign this card and on arrival hand it to the Company’s Registrar. This will facilitate entry to the meeting.

Signature of  
person attending:

Barcode:

Investor Code:

**FORM OF PROXY – Premier Oil plc – General Meeting**

Event Code:

I/We being a member of the Company hereby appoint the Chairman of the Meeting or the following person (see note 3 overleaf):

Name of Proxy

Number of shares

Barcode:

Investor Code:

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement on my/our behalf at the General Meeting of the Company to be held at 9.00am on Thursday 15 June 2017 and at any adjournment thereof. On any motion to amend any resolution, to propose a new resolution, to adjourn the meeting or any other motion put to the meeting, the proxy will act at his or her discretion.

Please tick here  if you are appointing more than one proxy. (NB: If you wish to appoint multiple proxies see notes 4 and 5 overleaf).

I/We have indicated with an “X” how I/we wish my/our votes to be cast on the following resolution:

**Resolution**

Please mark “X” to indicate how you wish to vote.

1. Ordinary Resolution to grant authority for the Board, in addition to any existing authority, to allot, or grant rights to subscribe for or convert securities into, a limited number of Ordinary Shares in connection with the Company’s Refinancing.

For	Against	Withheld
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

Signature

Date

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**Notes**

1. Completion of this form of proxy or registration of the appointment of a proxy electronically shall not preclude you from attending and voting at the General Meeting in person if you so wish.
2. To appoint the Chairman as your sole proxy in respect of all your shares, please fill in any voting instructions, sign and date this form of proxy, but leave all the other proxy appointment details blank.
3. If you wish to appoint as your proxy someone other than the Chairman of the Meeting, insert the name of your chosen proxy in the space provided in the first box. A proxy need not be a member of the Company. If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of Ordinary Shares in the space provided. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement.
4. To appoint more than one proxy, you may photocopy this form. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate by ticking the relevant box if the proxy appointment is one of multiple appointments being made. Multiple proxy appointments should be returned together in the same envelope (see note 14). No proxy may be authorised to exercise votes which any other proxy has been authorised to exercise.
5. If a member appoints more than one proxy and the proxy forms appointing those proxies would give those proxies the apparent right to exercise votes on behalf of the member in a general meeting over more shares than are held by the member, then each of those proxy forms will be invalid and none of the proxies so appointed will be entitled to attend, speak or vote at the relevant general meeting.
6. If a member submits more than one valid proxy appointment in respect of the same share, the appointment received last (regardless of its date or the date on which it is signed) before the latest time for the receipt of proxies will take precedence. If it is not possible to determine the order of receipt, none of the forms will be treated as valid.
7. CREST members should refer to the notice of the meeting for instructions regarding the CREST electronic proxy appointment service.
8. Please indicate with a mark in the boxes opposite the resolution how you wish the proxy to vote on your behalf. In the absence of instructions, the person appointed proxy may vote or refrain from voting as he or she thinks fit on the resolution and, unless instructed otherwise, the person appointed proxy may also vote or refrain from voting as he or she thinks fit on any other business (including amendments to the resolution) which may properly come before the meeting.
9. The "Withheld" option is provided to enable you to refrain from voting on the resolution. However, 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" the resolution.
10. This form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. If the shareholder is a company, it may execute by the signature(s) of a duly authorised officer or attorney. In the case of joint holdings, any one holder may sign this form. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the Register of Members in respect of the joint holding. The completion and return of this form will not preclude a shareholder from attending the meeting and voting in person.
11. To be valid, this form of proxy, together with any power of attorney under which it is signed, should be returned to the Company's Registrar at Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, BR3 4TU, by not later than 9.00am on Tuesday 13 June 2017 (or in the case of an adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting). You may also deliver this form of proxy by hand to Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, BR3 4TU during usual business hours.
12. You can submit your proxy via the internet by accessing [www.premier-oil-shares.com](http://www.premier-oil-shares.com). You will need your Investor Code to log in. Before you can submit your proxy you will be asked to agree certain terms and conditions. You will be issued with confirmation of your voting once the process is complete.
13. To be entitled to vote at the meeting, shareholders' names must be entered on the Register of Members at close of business on Tuesday 13 June 2017.
14. If you prefer, you may return the proxy form to Capita Asset Services in an envelope addressed to FREEPOST CAPITA PXS. Please note delivery using this service may take up to 5 business days.

Merrill Corporation Ltd, London 17-14073-2

Business Reply Plus  
Licence Number  
RLUB-TBUX-EGUC



PXS 1  
34 Beckenham Road  
BECKENHAM  
BR3 4ZF