

**ENERGEAN OIL & GAS PLC**  
(Incorporated in England and Wales with Registered No. 10758801)

**1. Form of Proxy for Holders of Shares Listed on the Tel-Aviv Stock Exchange Ltd.**

Form of Proxy for completion by holders of shares of Energean Oil & Gas PLC (the “**Company**”) listed on the Tel-Aviv Stock Exchange Ltd. (“**TASE**”) in respect of the Annual General Meeting of the shareholders (the “**Meeting**”) to be held at 11:00 (London time) / 13:00 (Tel Aviv time) on Thursday, 13 June 2019 at the offices of White & Case LLP, 5 Old Broad Street, London, EC2N 1DW, United Kingdom.

I/We

.....  
.....

Please insert full name(s) and address(es) in BLOCK CAPITALS

of

.....  
.....

being a holder of share(s) of Energean Oil & Gas PLC listed on the Tel-Aviv Stock Exchange and entitled to attend and vote, hereby appoint

..... (the “**TASE Member**”)<sup>1</sup> to vote on my behalf in person or by proxy at the Meeting and at any adjourned or postponed Meeting as directed by an “X” in the appropriate box opposite the Resolution.

***Please indicate with an “X” in the spaces below how you wish your vote to be cast.***

**If no indication is given, you will be deemed as instructing the TASE Member (or his proxy) to abstain from voting.**

Resolution		FOR	AGAINST	ABSTAIN
<b>Ordinary Resolutions</b>				
1	To receive and adopt the Company’s annual accounts for the financial year ended 31 December 2018 together with the Directors’ report and the auditor’s report on those accounts.			
2	To approve the Directors’ Remuneration Report.			
3	To approve the Directors’ Remuneration Policy.			
4	To re-appoint Mr Simon Heale as a director of the Company.			
5	To re-appoint Mr Matthaïos Rigas as a director of the Company.			

<sup>1</sup> Please insert the name of the broker, bank or other nominee through which you hold your shares and who'll be voting the shares on your behalf.

6	To re-appoint Mr Panagiotis Benos as a director of the Company.			
7	To re-appoint Mr Andrew Bartlett as a director of the Company.			
8	To re-appoint Mr Robert Peck as a director of the Company.			
9	To re- appoint Mr Ohad Marani as a director of the Company.			
10	To re-appoint Ms Karen Simon as a director of the Company.			
11	To re-appoint Mr David Bonanno as a director of the Company.			
12	To re-appoint Mr Efstathios Topouzoglou as a director of the Company.			
13	To re-appoint Ernst & Young LLP as auditor of the Company.			
14	To authorise the Directors to set the remuneration of the auditors.			
15	To authorise the Directors to allot relevant securities.			
<b>Special Resolutions<sup>2</sup></b>				
16	To authorise the Directors to disapply pre-emption rights.			
17	To authorise the Directors to further disapply pre-emption rights.			
18	That a general meeting, other than an Annual General Meeting, may be called on not less than 14 clear days' notice.			
19	To authorise the Company to make market purchases of its own ordinary shares.			

Signed .....

Date: .....

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<sup>2</sup> Resolutions 16 to 19 are proposed as special resolutions. For each of these to be passed, at least three-quarters of the votes cast must be in favour of the Resolution.

**Notes:**

1. Shareholders may vote their shares by appointing the TASE Members (bank, broker or other nominee that is admitted as member of the TASE) through which they hold their shares as “proxies” to vote on their behalf, and they must direct the TASE Members on how to vote their shares.
2. **By signing this proxy, the undersigned shareholder undertakes to continue hold the voted shares until the record date of the Meeting at 20:00 (Tel Aviv time) on Tuesday, June 11, 2019.**
3. For this Form of Proxy to be valid, the Broker, Bank or other nominee company through which the shareholder holds his shares must receive, by no later than 16:00 (Tel Aviv time) on Wednesday, June 5, 2019, a legible PDF scan of the duly completed and signed Form of Proxy.
4. A shareholder's returned proxy may be revoked at any time prior to its exercise by giving a written notice to the TASE Member of such revocation, sending a duly executed Form of Proxy bearing a later date, no later than 16:00 (Tel Aviv time) on Wednesday, June 5, 2019, requesting the return of the original Form of Proxy.
5. The vote at the Meeting shall be carried out by the TASE Clearing House. The TASE Member shall direct the TASE Clearing House on how to vote the shares held by it, according to the TASE Clearing House by-laws, and submit to the TASE Clearing House a summary of the final results of all the proxies received by it and which it requests the TASE Clearing House to vote in its name, by no later than 12:00 (Tel Aviv time) on June 6, 2019.
6. In the case the shareholder is a corporation, this Form of Proxy should be given under its common seal, or if not so required, under the hand of an officer duly authorised in writing.
7. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
8. The TASE Member or his proxy will appoint the Chairman of the meeting as their proxy to cast your votes. The Chairman may also vote or abstain from voting as he or she thinks fit on any other resolution (including amendments to resolutions) that may properly come before the meeting.
9. Any alteration made in the Form of Proxy should be initialled.
10. Please refer to the Notes to the Notice of the Meeting for further information.