

San Leon Energy Plc invites you to attend the Extraordinary General Meeting of San Leon Energy Plc to be held at the **Herbert Park Hotel, Ballsbridge, Dublin 4, at 11 am on 15 July 2015**

Shareholder Reference Number

### Form of Proxy - Extraordinary General Meeting ('EGM') of San Leon Energy Plc ('the Company') to be held on 15 July 2015



Cast your Proxy online 24 hours a day...It's fast, easy and secure!  
[www.eproxyappointment.com](http://www.eproxyappointment.com)

You will be asked to enter the Control Number, the Shareholder Reference Number (SRN) and PIN and agree to certain terms and conditions.

Control Number: 913107

SRN.

PIN.



To view the Circular and Notice of EGM online visit [www.sanleonenergy.com](http://www.sanleonenergy.com)

To be effective, all votes must be lodged at the office of the Company's registrars at:  
**Computershare Investor Services (Ireland) Limited, Heron House, Corrig Road, Sandymount Industrial Estate, Dublin 18, Ireland,**  
by not later than 11 am on 13 July 2015. A reply paid envelope is enclosed to enable the return of proxy forms.

### Explanatory Notes:

1. Every holder has the right to appoint some other person of its choice, who need not be a shareholder, as its proxy to exercise all or any of its rights, to attend, speak and vote on its behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name and address of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which it is authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement. Where a poll is taken at the EGM, a Shareholder, present in person or proxy, holding more than one share is not required to cast all its votes in the same way.
2. To be effective, the completed Form of Proxy together with any power of attorney or other authority under which it is executed, or a notarially certified copy thereof, must be deposited with the Registrar of the Company before the deadline set out above. A Shareholder wishing to appoint a proxy by electronic means may do so on the Registrar's website [www.eproxyappointment.com](http://www.eproxyappointment.com). Details of the requirements are set out in the box above.
3. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular 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' a resolution.
4. Pursuant to regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations 1996, entitlement to attend and 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. 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.

5. To appoint a proxy or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 11 am on 13 July 2015. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Companies Act, 1990 (Uncertificated Securities) Regulations 1996.
6. The above is how your address appears on the Register of Members. If this information is incorrect please ring the registrar's helpline on +353 1 447 5566 to request a change of address form or go to [www.investorcentre.com/ie](http://www.investorcentre.com/ie) to use the online Investor Centre service.
7. Any alterations made to this form should be initialled.
8. The appointment of a proxy will not preclude a member from attending the meeting and voting in person.

**Kindly Note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services (Ireland) Limited accept no liability for any instruction that does not comply with these conditions.

#### All Holders

# Poll Card

To be completed **only** at the EGM if a Poll is called.

## RESOLUTIONS

	For	Against	Vote Withheld
1. To subdivide and consolidate the share capital of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To amend the Articles of Association to approve the rights attached to the Deferred Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To grant the Directors statutory authority to allot shares including the Placing Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To authorise the Directors to disapply statutory pre-emption rights in respect of the issue of the Placing Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To authorise the Directors to disapply statutory pre-emption rights in relation to the issue of shares for cash	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To amend the Memorandum of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To adopt new Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To approve the waiver of the obligation under Rule 9 of the Irish Takeover Rules.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature \_\_\_\_\_

## Form of Proxy

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



I/We hereby appoint the Chairman of the Meeting OR the following person

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Please leave this box blank if you have selected the Chairman. Do not insert your own name(s).

*
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\*Insert Address

as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement on my/our behalf at the Extraordinary General Meeting of SAN LEON ENERGY PLC to be held at the **Herbert Park Hotel, Ballsbridge, Dublin 4, on 15 July 2015 at 11 am** and at any adjourned meeting.

I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by inserting an X in the appropriate box.

## RESOLUTIONS

	For	Against	Vote Withheld
1. To subdivide and consolidate the share capital of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To amend the Articles of Association to approve the rights attached to the Deferred Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To grant the Directors statutory authority to allot shares including the Placing Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To authorise the Directors to disapply statutory pre-emption rights in respect of the issue of the Placing Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To authorise the Directors to disapply statutory pre-emption rights in relation to the issue of shares for cash	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To amend the Memorandum of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To adopt new Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To approve the waiver of the obligation under Rule 9 of the Irish Takeover Rules	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/we would like my/our proxy to vote on the resolutions proposed at the Meeting as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).