



**ROCKROSE**  
ENERGY

## Proxy Form

### Rockrose Energy plc

Form of proxy for use by holders of Ordinary Shares at the Annual General Meeting of the Company convened for 10.00 a.m. on 27 June 2018.

I / We .....  
(FULL NAMES IN BLOCK CAPITALS)

of .....  
(ADDRESS IN BLOCK CAPITALS)

hereby appoint the chairman of the Annual General Meeting OR the following person (*see note 1 below*)

.....  
as my/our proxy to exercise all or any of my rights to attend, speak and vote in respect of my/our entitlement on my/our behalf at the Annual General Meeting of the Company to be held on 27 June 2018 at 10.00 a.m. and at any adjournment of the Annual General Meeting.

Please tick here if this proxy appointment is one of multiple appointments being made by the same shareholder. (*See note 2 below*).

I/We wish my/our proxy to vote as indicated below in respect of the resolutions to be proposed at the Annual General Meeting. *Please give instructions to your proxy by ticking the appropriate box alongside each resolution. (See note 6 below).*

Resolutions	For	Against	Vote withheld*
Resolution 1: Company's report and accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2: Directors' remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3: Re-election of Andrew Austin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4: Re-election of John Morrow	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5: Re-election of Richard Benmore	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6: Reappointment of auditors and fixing of auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7: Directors' authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8: General power to disapply pre-emption rights (special resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9: Authority to make market purchases	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature ..... Date.....  
(*See notes 3, 4, 5, 8 and 9 overleaf*).

\* (*See note 7 overleaf*).

## Proxy form continued

### Explanatory notes:

1. If you wish to appoint someone as your proxy other than the chairman of the Annual General Meeting, insert the name of your chosen proxy in the space provided in the first box. If the proxy is being appointed in relation to part of your holding only, please enter in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank they will be authorised in respect of your full voting entitlement.
2. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Company's registrar, Link Asset Services, or you may copy this form. If you are appointing more than one proxy, please indicate in the box next to the proxy holder's name the number of Ordinary Shares in relation to which they are authorised to act as your proxy and indicate by ticking the relevant box that the proxy appointment is one of multiple appointments being made. Multiple proxy appointments should be returned together in the same envelope. If you appoint more than one proxy and the proxy forms appointing those proxies would give those proxies the apparent right to exercise votes on your behalf in a general meeting over more shares than you hold, 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.
3. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service, may do so by using the procedures described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). CREST Personal Members or other CREST sponsored members and those CREST members who have appointed a service provider(s) should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf.
4. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent Link Asset Services (ID RA 10) by 10.00 a.m. on 25 June 2018: 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 Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
5. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).
6. In the absence of instructions, the person appointed proxy may vote or refrain from voting as he or she thinks fit on the specified resolutions 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 resolutions) which may properly come before the Annual General Meeting.
7. The 'Vote withheld' option is provided to enable you to refrain from voting 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.
8. 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 Annual General Meeting and voting in person.
9. To be valid, this form must be completed and lodged with the Company's registrar, Link Asset Services, at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, or electronically via the shareholder portal at [www.signalshares.com](http://www.signalshares.com), together with the power of attorney or other authority (if any) under which it is signed or a copy of such authority certified notarially, by 25 June 2018 at 10.00 a.m.