



CLAIM NO CR-2020-002647

IN THE HIGH COURT OF JUSTICE, BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES, COMPANIES COURT (ChD) IN THE MATTER OF ROCKROSE ENERGY PLC AND IN THE MATTER OF THE COMPANIES ACT 2006

BLUE FORM OF PROXY

Form of Proxy for use by Scheme Shareholders at the Court Meeting of Rockrose Energy plc (the "Company") to be held via virtual meeting platform convened for 11:00 a.m. on 17 August 2020.

Please detach and retain this section of the card if you wish to attend the Court Meeting.



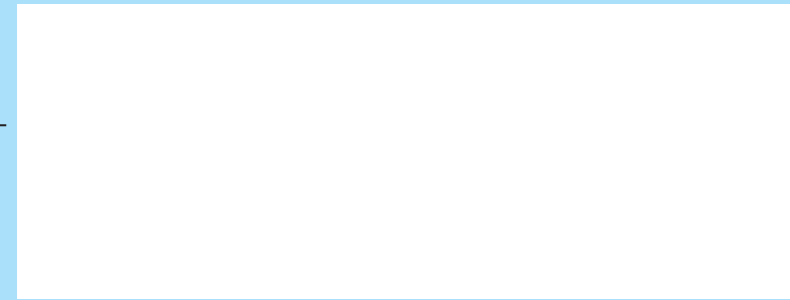
Virtual Meeting Platform Website: https://mmitc.webex.com/mmitc/onstage/g.php?MTID=ec5f33ad0b3777f9c46a8ce20641ef3fc
Virtual Meeting Platform Password: [Redacted]

By an order dated 22 July 2020 made in the matter of RockRose Energy plc and the Companies Act 2006, the Court has directed the Company to convene a meeting of the holders of Scheme Shares (as defined in the Scheme Document of the Company dated 23 July 2020) (the "Scheme Shareholders") for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement pursuant to Part 26 of the Companies Act 2006 (the "Scheme") proposed to be made between the Company and Scheme Shareholders and that such meeting shall be held via virtual meeting platform on 17 August 2020 at 11.00 a.m. at which place all Scheme Shareholders are requested to attend either by person or by proxy,

Barcode: [Redacted]
Investor Code: [Redacted]

Detach this section before returning by post

COURT MEETING – FORM OF PROXY
ROCKROSE ENERGY PLC



Barcode: [Redacted]
Investor Code: [Redacted]
Event Code: [Redacted]

I/We hereby appoint the chairman of the Court Meeting OR the following person (See Explanatory Note 4):

Name of proxy (leave blank if you are appointing the chairman of Court Meeting as your proxy):

Number of Scheme Shares proxy appointed over (insert number or "ALL"):

[Redacted box for proxy name]

[Redacted box for number of shares]

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 Court Meeting of the Company to be held via virtual meeting platform on 17 August 2020 at 11:00 a.m. and at any adjournment of the Court Meeting.

Please tick here if this proxy appointment is one of multiple appointments being made by the same shareholder (see Explanatory Note 5) [ ]

I/We wish my/our proxy to vote as indicated below in respect of the Scheme. Please give instructions to your proxy by signing the appropriate box below (see Explanatory Note 9). If you wish to vote for the Scheme, insert your signature in the box marked "FOR THE SCHEME". If you wish to vote against the Scheme, insert your signature in the box marked "AGAINST THE SCHEME".

Table with 2 columns: FOR THE SCHEME, AGAINST THE SCHEME. Rows: Signature

If signing on behalf of a company, please enter the company name below in block letters and state your official capacity:

Company Name: [Redacted]
Official Capacity: [Redacted]

To assist with arrangements, if you intend joining the Court Meeting via the virtual meeting platform please place an 'X' in the box opposite [ ]

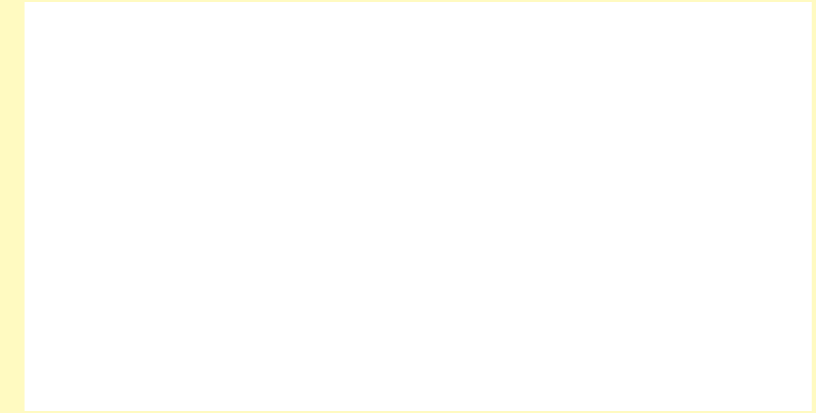
Signature: [Redacted] Date: [Redacted]



YELLOW FORM OF PROXY
ROCKROSE ENERGY PLC
(the "Company")

Form of Proxy for use by holders of ordinary shares of 20 pence each in the capital of the Company at the General Meeting of the Company to be held via virtual meeting platform convened for 11:10 a.m. (or as soon as practicable thereafter) on 17 August 2020.

Please detach and retain this Section of the card if you wish to attend the General Meeting.

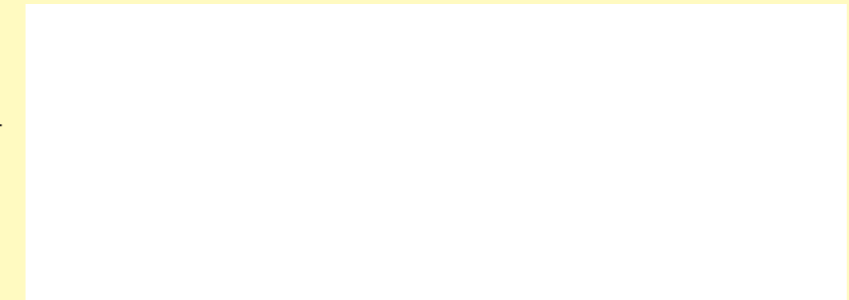


Virtual Meeting Platform Website: https://mmitc.webex.com/mmitc/onstage/g.php?MTID=ec5f33ad0b3777f9c46a8ce20641ef3fc
Virtual Meeting Platform Password: [Redacted]

Barcode: [Redacted]
Investor Code: [Redacted]

Detach this section before returning by post

GENERAL MEETING – FORM OF PROXY
ROCKROSE ENERGY PLC



Barcode: [Redacted]
Investor Code: [Redacted]
Event Code: [Redacted]

I/We hereby appoint the chairman of the General Meeting OR the following person (see Explanatory Note 4 below):

Name of proxy (leave blank if you are appointing the chairman of the General Meeting as your proxy):

Number of RockRose Share proxy appointed over (insert number or "ALL"):

[Redacted box for proxy name]

[Redacted box for number of shares]

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 General Meeting of the Company to be held via virtual meeting platform on 17 August 2020 at 11:10 a.m. (or as soon as practicable thereafter) and at any adjournment of the General Meeting.

Please tick this box if this proxy appointment is one of multiple appointments (see Explanatory Note 5) [ ]

I/We wish my/our proxy to vote as indicated below in respect of the special resolutions to be proposed at the General Meeting. Please give instructions to your proxy by ticking the appropriate box alongside the resolution (see note 9 below).

SPECIAL RESOLUTIONS

Please mark 'X' to indicate how you wish to vote.

- 1. To authorise the directors to take all such action to carry the Acquisition and Scheme into effect.
2. To approve amendments to the Company's articles of association.
3. Conditional upon the Scheme having become Effective and the cancellation of trading of the RockRose Shares on the London Stock Exchange's Main Market for listed securities and the cancellation of the listing of RockRose Shares on the Official List in each case being effected, to approve the re-registration of the Company as a private company with the name "RockRose Energy Limited".

Table with 3 columns: For, Against, Vote Withheld\*. Rows: 1, 2, 3

\* (See Explanatory Note 10).

To assist with arrangements, if you intend joining the General Meeting via the virtual meeting platform please place an 'X' in the box opposite [ ]

Signature: [Redacted] Date: [Redacted]

**Explanatory Notes:**

1. To be valid, this YELLOW Form of Proxy must be completed and lodged with the Company's registrar, Link Asset Services, at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, either (i) by post or (ii) (during normal business hours only) by hand, in each case, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such authority, to be received not later than 11:10 a.m. on 13 August 2020 or, in the case of an adjournment of the General Meeting, 48 hours before the time appointed for the adjourned meeting. Alternatively, this YELLOW Form of Proxy may be submitted electronically (together with the power of attorney or other authority (if any) under which it is signed as a certified copy of such authority) via the shareholder portal at [www.signalshares.com](http://www.signalshares.com) so as to be received by Link Asset Services by no later than 11:10 a.m. on 13 August 2020 or, in the case of an adjournment of the General Meeting, 48 hours before the time appointed for the adjourned meeting.
2. If returning this YELLOW Form of Proxy by post, please detach the bottom section. The top section of this YELLOW Form of Proxy shows the meeting password and the website address of the virtual meeting platform. Please retain this if you wish to join the virtual meeting at: <https://mmitc.webex.com/join?MTID=ec5f33ad0b3777f9c46a8ce20641ef3fc>.
3. This YELLOW Form of Proxy 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 General Meeting and voting in person.
4. If you wish to appoint someone as your proxy other than the chairman of the General Meeting, insert the name of your chosen proxy in the box provided for. 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 you do not specify the number of shares in relation to which the proxy is authorised to act, they will be authorised in respect of your full voting entitlement.
5. To appoint more than one proxy, (an) additional YELLOW Form(s) of Proxy may be obtained by contacting the Company's registrar, Link Asset Services on +44 (0)37 1664 0321, 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 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 Forms of Proxy appointing those proxies would give those proxies the apparent right to exercise votes on your behalf at the 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 General Meeting.
6. 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.

7. 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 11:10 a.m. on 13 August 2020 or, in the case of an adjournment of the General Meeting, 48 hours before the time appointed for the adjourned meeting. 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 Link Asset Services 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.
8. 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).
9. 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 General Meeting.
10. 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.
11. If you have any queries about completing this YELLOW Form of Proxy, please contact Link Asset Services on +44 (0)37 1664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Proposals nor give any financial, legal or tax advice.
12. This YELLOW Form of Proxy should be read alongside the accompanying Scheme Document dated 23 July 2020 including the Notice of General Meeting which is set out in Part TEN thereof. Terms and conditions not defined in this YELLOW Form of Proxy shall have the meanings given to them in the Notice of General Meeting or Scheme Document.

**Explanatory Notes:**

1. To be valid, this BLUE Form of Proxy must be completed and lodged with the Company's registrar, Link Asset Services, at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU either (i) by post or (ii) (during normal business hours only) by hand, in each case, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such authority, to be received not later than 11:00 a.m. on 13 August 2020 or, in the case of an adjournment of the Court Meeting, 48 hours before the time appointed for the adjourned meeting. Alternatively, this BLUE Form of Proxy may be submitted electronically (together with the power of attorney or other authority (if any) under which it is signed as a certified copy of such authority) via the shareholder portal at [www.signalshares.com](http://www.signalshares.com) so as to be received by Link Asset Services by no later than 11:00 a.m. on 13 August 2020 or, in the case of an adjournment of the Court Meeting, 48 hours before the time appointed for the adjourned meeting. If you have not appointed a proxy by the deadline referred to above, shareholders may still complete a BLUE Form of Proxy and email it to [proxies@rockroseenergy.com](mailto:proxies@rockroseenergy.com) (together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such authority) before the start of the Court Meeting.
2. If returning this BLUE Form of Proxy by post, please detach the bottom section. The top section of this BLUE Form of Proxy shows the meeting password and website address of the virtual meeting platform. Please retain this if you wish to join the virtual meeting at: <https://mmitc.webex.com/join?MTID=ec5f33ad0b3777f9c46a8ce20641ef3fc>.
3. This BLUE Form of Proxy 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 of the Company in respect of the joint holding. The completion and return of this BLUE Form of Proxy will not preclude a shareholder from attending the Court Meeting and voting in person.
4. If you wish to appoint someone as your proxy other than the chairman of the Court Meeting, insert the name of your chosen proxy in the box provided for. 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 you do not specify the number of shares in relation to which the proxy is authorised to act, they will be authorised in respect of your full voting entitlement.
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7. 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 Link Asset Services (CREST Participant ID RA10) by 11:00 a.m. on 13 August 2020 or, in the case of an adjournment of the Court Meeting, 48 hours before the time appointed for the adjourned meeting. 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 Link Asset Services 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.
8. 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).
9. In the absence of instructions, the person appointed proxy may vote or refrain from voting as he or she thinks fit on the specified 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 resolutions) which may properly come before the Court Meeting.
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11. This BLUE Form of Proxy should be read alongside the Notice of Court Meeting and the Explanatory Statement set out in Part NINE and Part TWO respectively of the accompanying Scheme Document dated 23 July 2020. Terms not defined in this BLUE Form of Proxy shall have the meanings given to them in the Notice of Court Meeting or Scheme Document.

Business Reply Plus  
Licence Number  
RLUB-TBUX-EGUC



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34 Beckenham Road  
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