

Proxy for the 2024 Annual General Meeting of Capricorn Energy PLC to be held at 11.00 a.m. on 23 May 2024

For use by members of Capricorn Energy PLC



Shareholder Reference Number

You may submit your proxy electronically at www.shareview.co.uk or by scanning the QR code and using the above Shareholder Reference Number.

If/We being a member/members of the Company and entitled to vote at the Annual General Meeting, appoint the Chair of the meeting or, if populated, the person named in the box to the right of this paragraph as my/our proxy to attend, speak and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at The Cellar Room, Kimpton Charlotte Square Hotel, 38 Charlotte Square, Edinburgh EH2 4HQ at 11.00 a.m. on 23 May 2024 and at any adjournment thereof. The proxy is requested to vote on the resolutions included in the Notice (and summarised below) as indicated.

Should you wish to use your voting rights, you should either complete this form of proxy and send it to the Company's registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA (the 'Registrars') or complete and submit your proxy form electronically at www.shareview.co.uk using the above Shareholder Reference Number. Further details on CREST proxy appointments are set out in the notes to the Notice. To be valid, all proxy appointments must be received not less than 48 hours before the time appointed for the Annual General Meeting or any adjournment(s) thereof (excluding any part of any day that is not a working day). For further assistance with completing this proxy form, please see the notes to the right-hand side of this form.

The vote withheld option is provided to enable you to instruct the proxy not to vote on a resolution. A vote withheld is not a vote in law and will not, therefore, be counted in the calculation of the proportion of votes for and against each resolution.

Alternate proxy (note 2):

Name

Number of shares

Please indicate your instructions by marking the 'For', 'Against' or 'Vote Withheld' boxes in black ink like this

Ordinary Resolutions	For	Against	Vote Withheld	Ordinary Resolutions	For	Against	Vote Withheld
1. To receive the report and accounts for the year ended 31 December 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To elect Sachin Mistry as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To authorise the payment of a special dividend of 43 pence per existing ordinary share of 735/143 pence each and to consolidate the share capital in such manner as the board of directors (or a duly appointed committee thereof) shall determine (subject to fractional entitlements).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To authorise the Company to allot relevant securities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Subject to Resolution 2 being passed and taking effect, to amend the rules of the Capricorn Energy PLC Long Term Incentive Plan (2017) to ensure dilution limits appropriately reflect the share consolidation described above.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Special Resolutions			
4. To approve the directors' remuneration report contained in the report and accounts.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To disapply pre-emption rights on allotments of equity securities or sale of treasury shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-appoint PricewaterhouseCoopers LLP as auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To disapply pre-emption rights on further allotments of equity securities or sale of treasury shares in connection with an acquisition or other capital investment.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To authorise the directors to determine the auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. To authorise the Company to make market purchases of the ordinary share capital of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Randy Neely as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. To authorise the Company to call a general meeting other than an Annual General Meeting on not less than 14 clear days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Maria Gordon as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
9. To re-elect Richard Herbert as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Signature	<input type="text"/>		
10. To re-elect Hesham Mekawi as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Date	<input type="text"/>		
11. To re-elect Tom Pitts as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
12. To re-elect Patrice Merrin as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

- As an ordinary shareholder of the Company, you are entitled to appoint a proxy or proxies, who need not be a member of the Company, to exercise all or any of your rights to attend, speak and vote at the Annual General Meeting. You can only appoint a proxy using the procedures set out in this form of proxy and the Notice.
- If you wish to appoint as your proxy any person other than the Chair of the meeting, please insert the full name of the proxy (in block capitals) where indicated in the box on the form of proxy. Please indicate in that same box next to the proxy holder's name, the number of shares in relation to which the proxy is authorised to act as your proxy (otherwise we will deem the proxy to have been appointed in relation to your total shareholding in the Company). Please note that a proxy need not be a member of the Company but must attend the meeting in person to represent you. You may appoint more than one proxy, provided that each proxy is appointed to exercise rights attached to different ordinary shares. If you wish to appoint multiple proxies, please contact the Registrars, Equiniti Limited, on +44 (0)371 384 2050 for further information on how to do so. Lunch is open 8:30 a.m. to 5:30 p.m. (London time) Monday to Friday (excluding public holidays in England and Wales). Calls to the helpline from outside the United Kingdom will be charged at the applicable international rate. Please note that calls to these numbers may be monitored or recorded for security and training purposes. You may instruct your proxy to vote in different ways in relation to different ordinary shares. You may not instruct your proxy to vote more than once in respect of any ordinary share.
- Appointment of a proxy does not preclude you from attending the meeting and voting either in person or electronically. If you have appointed a proxy to attend the meeting and vote either in person or electronically, your proxy appointment will automatically be terminated.
- If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence. For details of how to change your proxy instructions or revoke your proxy appointment, see the notes to the Notice.
- Please indicate with an 'X' in the boxes on the form of proxy how you wish the proxy to vote on each resolution on your behalf. In the absence of any such indication the proxy will vote for or against the resolution or will abstain at their discretion, including in relation to any other matter which is put before the Annual General Meeting, including a motion to adjourn.
- This form of proxy, together with any power of attorney under which it is signed, should reach the office of the Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, not less than 48 hours before the time appointed for holding the meeting or any adjournment(s) thereof (excluding any part of day that is not a working day).
- Members may submit their proxies electronically at www.shareview.co.uk using the Shareholder Reference Number given on this form. For an electronic proxy appointment to be valid, your appointment must be received by the Registrars, Equiniti Limited, not less than 48 hours before the time appointed for holding the meeting or any adjournment(s) thereof (excluding any part of day that is not a working day).
- CREST members who wish to appoint a proxy or proxies by using the CREST electronic proxy appointment service may do so by using the procedure described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST Members who have appointed a voting 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. Further details on CREST proxy appointments are set out in the notes to the Notice. To be valid, all proxy appointments must be received not less than 48 hours before the time appointed for the Annual General Meeting or any adjournment(s) thereof (excluding any part of any day that is not a working day).
- If a member is a corporation, this form of proxy should be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised in writing.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Company's register of members.
- The 'Vote withheld' option is provided to enable you to abstain on a resolution. It should be noted, however, 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 or Against the resolution.
- You may not use any electronic address provided in this form of proxy to communicate with the Company for any purposes other than those expressly stated.