

Shareholder admittance card
for the Court Meeting of Vivo Energy plc
at 2.00 p.m. (London time) (4.00 p.m. SAST) on Thursday 20 January 2022

The Court Meeting of Vivo Energy plc (the “Company”) will be held at St. Ermin’s Hotel, 2 Caxton Street, London SW1H 0QW on Thursday 20 January 2022 at 2.00 p.m. (London time) (4.00 p.m. SAST).

Please retain this Admittance Card as you will need the details below to join the Court Meeting using the Virtual Meeting Platform. By an order dated 15 December 2021 made in the matter of Vivo Energy plc, the Court has granted permission for a meeting of the Scheme Shareholders (as defined in the scheme document of the Company dated 17 December 2021 (the “Scheme Document”)) to be convened 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”) between the Company and the Scheme Shareholders, such Court Meeting to be held at St. Ermin’s Hotel, 2 Caxton Street, London SW1H 0QW on 20 January 2022 at 2.00 p.m. London time (4.00 p.m. SAST) (the “Court Meeting”).

Shareholder Reference Number (SRN)

Attendance at the Court Meeting

While it is currently anticipated that the Court Meeting will be held at St. Ermin’s Hotel, 2 Caxton Street, London SW1H 0QW in a COVID-19 secure manner, it is possible that the evolving COVID-19 pandemic and Government restrictions and guidance in relation to any developments may mean that this is not possible. Scheme Shareholders (and their duly appointed proxies) will be given the opportunity to attend, submit questions and/or objections and vote at the Court Meeting via a virtual meeting platform provided by Lumi (the “Virtual Meeting Platform”).

If you intend to be present at the Court Meeting please sign this card and present it at the Registration Desk on arrival in order to assist the admittance procedures. If you appoint a proxy, it is not necessary to hand this card to your proxy. The Registration Desk will exchange this card for a voting pass.

Signature

Date

If you would like to attend and participate in the Court Meeting via the Virtual Meeting Platform, you will require the details set out below. Further details on how to attend and participate in the Court Meeting via the Virtual Meeting Platform are set out in the Scheme Document and in the Virtual Meeting Guide.

- Lumi Meeting URL: <https://web.lumiagm.com/120-952-209>
- Upon accessing the meeting website, you will be prompted to enter your Shareholder Reference Number (“SRN”) and “PIN”. This will authenticate you as a Scheme Shareholder.
- PIN: First two and last two digits of your SRN.

To be effective, a proxy appointment, together with any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority) must be received by the Company’s UK Registrars, Equiniti Limited, not later than 2.00 p.m. (London time) (4.00 p.m. SAST) on 18 January 2022 or, in the case of an adjournment of the Court Meeting, 48 hours (excluding non-working days) before the time appointed for the adjourned meeting. However, if not so lodged, this BLUE Form of Proxy (together with any such power of authority, if applicable) may be handed to the Chair of the Court Meeting or to the UK Registrars, Equiniti Limited, on behalf of the Chair of the Court Meeting, before the start of the Court Meeting.

Court Meeting
Form of Proxy

For use at the Court Meeting to be held at St. Ermin’s Hotel, 2 Caxton Street, London SW1H 0QW on Thursday 20 January 2022 at 2.00 p.m. (London time) (4.00 p.m. SAST). Please read the Notice of Court Meeting at Part X of the Scheme Document and the Explanatory Notes overleaf before completing this Form of Proxy.

+

Voting ID

Task ID

+

Shareholder Reference Number (SRN)

I/We being a holder/holders of ordinary shares of Vivo Energy plc (the “Company”) and entitled to vote at the Court Meeting hereby appoint the Chair of the Court Meeting or (see Note 6)

Name (see Note 6) as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement* on my/our behalf at the Court Meeting to be held at 2.00 p.m. (London time) (4.00 p.m. SAST) on 20 January 2022 and at any adjournment thereof. I/We wish my/our proxy to vote as indicated on this Form of Proxy.

Number of Scheme Shares (see Note 7)

Please tick here if this proxy appointment is one of multiple appointments being made*.

(*For the appointment of more than one proxy, please refer to Note 4 overleaf.)

IMPORTANT: If you wish to vote for the Scheme, please sign your name in the box marked “FOR the Scheme” and date the box opposite. If you wish to vote against the Scheme, sign your name in the box marked “AGAINST the Scheme” and date the box opposite. Only insert your signature once. If you sign in both boxes, or if you do not sign in either box, then this Form of Proxy will be invalid. Joint shareholders should refer to Note 12 overleaf.

FOR the Scheme:	Date:
AGAINST the Scheme:	Date:

Please ensure when posting this Form of Proxy that both the admittance card and proxy notes are detached and retained for your use. Please see Notes on completion and use overleaf.



Form of Proxy (the “Form of Proxy”) — Notes on completion and use

1. Terms defined in the Scheme Document shall apply equally in this Form of Proxy unless the context otherwise requires. Full details of the resolution to be proposed at the Court Meeting, with explanatory notes, are set out in the Notice of Court Meeting contained in Part X of the Scheme Document. Before completing this Form of Proxy, please also read the section entitled “Action to be taken” set out on pages 9 to 16 and in paragraph 17 of Part II (*Explanatory Statement*) of the Scheme Document.
2. While it is currently anticipated that the Court Meeting will be held at St. Ermin’s Hotel, 2 Caxton Street, London SW1H 0QW in a COVID-19 secure manner, it is possible that the evolving COVID-19 pandemic and Government restrictions and guidance in relation to any developments may mean that this is not possible. Holders of Scheme Shares are therefore encouraged to appoint the Chair of the Court Meeting as their proxy to cast their vote as they so indicate. Scheme Shareholders, proxies and corporate representatives will be given the opportunity to remotely attend, submit written questions and/or any objections and vote at the Court Meeting through the Virtual Meeting Platform, details of which are set out in the Scheme Document.
3. A shareholder of the Company entitled to attend and vote at the Court Meeting is entitled to appoint a proxy or proxies to exercise all or any of his/her rights to attend, speak and vote at the Court Meeting in his/her place. A Scheme Shareholder so entitled may appoint more than one proxy in relation to the Court Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that Scheme Shareholder.
4. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Company’s UK Registrars, Equiniti Limited, on 0371 384 2320 (UK only) or +44 371 384 2320 (from outside the UK) or the Company’s South African Registrars, JSE Investor Services, on 0861 472 644 (South Africa only) or +27 11 029 0112 (from outside South Africa). Lines are open 8.30 a.m. to 5.30 p.m. (London time) Monday to Friday. Alternatively, you may photocopy the Form of Proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
5. The appointment of a proxy will not preclude a Scheme Shareholder from attending the Court Meeting and voting in person or via the Virtual Meeting Platform if they subsequently wish to do so.
6. Scheme Shareholders who wish to appoint a proxy other than the Chair of the Court Meeting should insert that proxy’s name in the box provided (see overleaf), delete the words ‘the Chair of the Court Meeting or’ and initial the alteration. A proxy need not be a member of the Company.
7. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the relevant box next to the proxy holder’s name the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if the Form of Proxy has been issued in respect of a designated account for a Scheme Shareholder, the full voting entitlement for that designated account).
8. The Form of Proxy: (i) in the case of an individual, must either be signed by the appointor or his/her attorney; and (ii) in the case of a corporation, must be either given under its common seal or be signed on its behalf by an attorney or a duly authorised officer of the corporation. Any signature on or authentication of such appointment need not be witnessed. Where an appointment of a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a copy thereof certified notari ally or in some other way approved by the Vivo Directors must (failing previous registration with the Company) be submitted to the Company, failing which the appointment may be treated as invalid.
9. To be effective, the Form of Proxy, together with any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must either be: (a) sent to the Company’s UK Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA so as to arrive no later than 2.00 p.m. (London time) (4.00 p.m. SAST) on 18 January 2022 or, if the Court Meeting is adjourned, 48 hours (excluding any part of a day that is not a Business Day) before the time fixed for the adjourned Court Meeting; or (b) lodged using the CREST Proxy Voting Service. Alternatively, Electronic Proxy Appointment (“EPA”) is available for this Court Meeting for Scheme Shareholders (excluding Scheme Shareholders registered on the South African Register). To use this facility you must visit www.sharevote.co.uk where details of the procedure

- are shown. The Voting ID, Task ID and Shareholder Reference Number shown on this Form of Proxy will be required to complete the procedure. EPA will not be valid if received after 2.00 p.m. (London time) (4.00 p.m. SAST) on Tuesday 18 January 2022 and will not be accepted if found to contain a computer virus. Alternatively, if not so lodged by the cut-off time, the Form of Proxy can be handed to the Chair of the Court Meeting or to the UK Registrars, Equiniti Limited, on behalf of the Chair of the Court Meeting, before the start of the Court Meeting.
10. Vivo Shareholders registered on the South African Register can also return their completed Form of Proxy to Vivo’s South African Registrars, JSE Investor Services, by email to meetfax@jseinvestorservices.co.za (for onwards transmission to Vivo’s UK Registrars, Equiniti Limited) so as to be received by Equiniti Limited no later than 2.00 p.m. (London time) (4.00 p.m. SAST) on Tuesday 18 January 2022 or, if the Court Meeting is adjourned, no later than 48 hours (excluding non-working days) before the time fixed for the Court Meeting.
 11. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the Court Meeting, and the number of votes which may be cast at the Court Meeting, will be determined by reference to the Company’s register of members at 6.30 p.m. (London time) (8.30 p.m. SAST) on Tuesday, 18 January 2022 or, if the Court Meeting is adjourned, at 6.30 p.m. (London time) (8.30 p.m. SAST) on the day two days (excluding any part of the day that is not a Business Day) before the day fixed for the adjourned Court Meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded in determining the rights of any person to attend and vote at the Court Meeting.
 12. In the case of joint holders, only one need sign the Form of Proxy but, if more than one holder votes, the vote of the senior holder who tenders a vote will be accepted to the exclusion of the other joint holders. 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.
 13. Any proxy appointed pursuant to the Form of Proxy will vote as indicated by the Form of Proxy. For any other business arising at the Court Meeting, including any proper procedural resolution not listed in the Notice of Court Meeting, the proxy will vote at his/her discretion.
 14. CREST participants may lodge their proxy appointments via CREST. To appoint one or more proxies 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 RA19) not later than 48 hours before the time (as determined by 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 Uncertificated Securities Regulations 2001.
 15. Any alterations to the Form of Proxy must be initialled by the person who signs it.
 16. This Form of Proxy is not for use by beneficial owners of Vivo Shares contained in the South African section of the register who have dematerialised their holdings of Vivo Shares through Strate (“**Underlying SA Shareholders**”). Beneficial owners of Vivo Shares which are dematerialised through Strate (including those who have ‘own name’ representation) wishing to attend the Court Meeting in person should promptly contact their CSDP or broker to obtain a letter of representation to enable them to do so.
 17. Underlying SA Shareholders who wish to provide voting instructions in respect of the General Meeting should ensure that such instructions are provided via the relevant CSDP or broker in sufficient time to enable the Form of Proxy to be completed by the relevant Scheme Shareholder that is the registered holder of the Vivo Shares concerned and for the registered Scheme Shareholder to submit the Form of Proxy in advance of the relevant deadline set out above. It is therefore recommended that voting instructions are provided to the relevant CSDP or broker by no later than 4.00 p.m. (SAST) on 17 January 2022 or such earlier time and date stipulated in the custody agreement entered into between the relevant Underlying SA Shareholder and the CSDP or broker, or as advised by the CSDP or broker.
 18. The COVID-19 situation is constantly evolving, and the Government may change current restrictions or implement further measures relating to the holding of shareholder meetings during the affected period. Any changes to the arrangements for the Court Meeting will be communicated to Scheme Shareholders before the Court Meeting, including through the Company’s website at www.vivoenergy.com and by announcement through a Regulatory Information Service.

Toppan Merrill, London
21-34469-3