



Proxy for the General Meeting of Cairn Energy PLC to be held at 4th Floor, Wellington House, 125 Strand, London WC2R 0AP on 23 September 2020



For use by members of Cairn Energy PLC

Voting ID	Task ID	Shareholder Reference Number

You may submit your proxy electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk) using the above numbers

If/We being a member/members of the Company and entitled to vote at the General Meeting appoint the Chairman of the meeting as my/our proxy to attend, speak and vote for me/us on my/our behalf at the General Meeting of the Company to be held at 4th Floor, Wellington House, 125 Strand, London WC2R 0AP at 12.00 noon (BST) on 23 September 2020 and at any adjournment thereof. The proxy is requested to vote on the undermentioned resolution as indicated.

In light of the restrictions on attendance at the General Meeting described in Note 1 of the form of proxy notes, 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.sharevote.co.uk](http://www.sharevote.co.uk) using the above Voting ID, Task ID and Shareholder Reference Number. Alternatively, CREST members may appoint a proxy or proxies through the CREST electronic proxy appointment service by using the procedures described in the CREST Manual. Further details on CREST proxy appointments are set out in the notes to the notice of the General Meeting. To be valid, all proxy appointments must be received not less than 48 hours before the time appointed for the 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 the 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 the resolution.

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

- Form of Proxy Notes**
- Please note that, in accordance with the laws and associated guidance introduced by the UK government in response to the current COVID-19 pandemic, members and their appointed proxies (unless the proxy is the chairman of the General Meeting) will not be allowed to attend the General Meeting. All references in these Notes to the General Meeting and, in particular, any reference to attendance at the General Meeting, whether by a member, its or their appointed proxy or its or their corporate representative, shall be construed accordingly. Further information on the restrictions on attendance at the General Meeting is set out in the circular of the Company dated 7 September 2020 incorporating the notice of the General Meeting.
  - As an ordinary shareholder of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the General Meeting. You can only appoint a proxy using the procedures set out in this form of proxy. As a result of the restrictions on attendance at the General Meeting described in Note 1 above, shareholders can only appoint the Chairman of the meeting as their proxy.
  - If you wish to instruct your proxy to vote in a particular way on only some of your holding please indicate 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). 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 one ordinary share. For further information, please contact the Registrars on 0371 384 2650 (if calling from overseas +44 (0) 121 415 7047). Lines are open 8.30 a.m. to 5.30 p.m., Monday to Friday (excluding public holidays).
  - Please indicate with an 'X' in the boxes on the form of proxy how you wish the proxy to vote 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.
  - This form of proxy, together with any power of attorney under which it is signed, should reach the office of the Registrars not less than 48 hours (excluding any part of day that is not a working day) before the time appointed for holding the meeting.
  - Members may submit their proxies electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk) using the Voting ID, Task ID and Shareholder Reference Number given on this form.
  - 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 the 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.

**Ordinary Resolution**

To approve the sale and disposal of a 40% interest in the RSSD PSC and the RSSD JOA to either (a) Woodside under the terms of the sale and purchase agreement dated 4 September 2020 or, failing which, (b) LUKOIL under the terms of the sale and purchase agreement dated 24 July 2020

Signature  For  Against  Vote Withheld

Date

2611-021-S