

**Rasmala plc (the "Company")**  
**Form of Proxy**

For use at the Annual General Meeting of the Company to be held on **19 June 2017 at 12 p.m.**

I/We .....of.....

..... (PLEASE USE BLOCK LETTERS)

being a member/members of the Company hereby appoint the Chairman of the Meeting or  
..... (see Note 1) as my/our proxy to exercise  
all or any of my/our rights to attend, vote and speak for me/us and on my/our behalf at the Annual General  
Meeting of the Company to be held at Milton Gate, 60 Chiswell Street, London EC1Y 4SA, United Kingdom  
on 19 June 2017 at 12 p.m. and at every adjournment thereof and I/we desire and instruct my/our proxy  
to vote on a show of hands or on a poll on the following business as indicated by an "X" in the appropriate  
space under the headings "For", "Against" and "Withheld" (see Note 3).

Please tick here if this proxy appointment is one of multiple appointments:  
(See Notes 1 and 2)

Number of shares in respect of which the proxy is appointed:

		FOR	AGAINST	WITHHELD
	<b>ORDINARY RESOLUTIONS</b>			
1.	To receive the Report and Accounts for the year ended 31 December 2016			
2.	To authorise the re-appointment of BDO LLP as auditors			
3.	To authorise the Directors to determine the auditors' remuneration			
4.	To re-elect Abdallah Yahya Al-Mouallimi as a Director			
5.	To authorise the Directors to allot shares			
	<b>SPECIAL RESOLUTIONS</b>			
6.	To disapply pre-emption rights as set out in the Notice of the Annual General Meeting			
7.	To reduce the Company's share premium account by a sum of £20,000,000			
8.	To amend the articles of association of the Company as set out in the Notice of the Annual General Meeting			
9.	To authorise the purchase by the Company of its own shares as set out in the Notice of the Annual General Meeting			
10.	To authorise the purchase by the Company of its own shares pursuant to tender offer buy-backs			

Date.....

Signature.....

**Notes:**

1. A shareholder may appoint a proxy or proxies of his own choice. If such appointment is made, delete the reference to the Chairman and insert the full name of the person appointed proxy in the space provided and initial the alteration. A proxy need not be a shareholder in the Company. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box provided 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 this Form of Proxy has been issued in respect of a designated account for a member, the full voting entitlement for that designated account).
2. You may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. Please indicate in the box provided if the proxy appointment is one of multiple appointments being given. If you wish to appoint more than one proxy, each proxy must be appointed on a separate Form of Proxy and please enter in the box provided the number of shares in respect of which the proxy is appointed. You may photocopy the Form of Proxy the required number of times before completing it. All Forms of Proxy must be signed and returned together in the same envelope.
3. If no indication is given as to how the proxy shall vote, your proxy may exercise his/her discretion as to how he/she votes on any motion to amend a resolution or adjourn the meeting or on any other resolution or whether he/she abstains from voting. The "vote withheld" option is provided to enable you to abstain 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.
4. If the appointor is a corporation, this Form of Proxy must be under its common seal, or signed on its behalf by a duly authorised officer of the corporation or by an attorney duly authorised in writing.
5. In the case of joint holders, the signature of any one holder will be sufficient, but the names of all joint holders should be stated. Where joint holders tender more than one proxy in respect of the same share or shares, the proxy of the senior will be accepted to the exclusion of the others, and for these purposes, the senior shareholder will be deemed to be the shareholder named first in the Company's register of members.
6. To be valid, this Form of Proxy (and the power of attorney or other authority (if any) under which it is signed or a notarially certified or a duly certified copy thereof) must be deposited with Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, BR3 4ZF, United Kingdom by 12 p.m. on **17 June 2017** being not less than 48 hours before the time appointed for holding the meeting or adjourned meeting as the case may be.
7. Any alteration made on this Form of Proxy must be initialled by the person who signed it.
8. The completion and return of this Form of Proxy will not preclude a shareholder from attending the meeting and voting in person at it.
9. The Company reserves the right to refuse any Form of Proxy which is incorrectly completed or defaced in any way.
10. You can vote electronically at the electronic address provided in the AGM Notice [www.signalshares.com](http://www.signalshares.com).