

ANDALAS ENERGY AND POWER PLC

EXTRAORDINARY GENERAL MEETING, 13 May 2016 AT 10.00 A.M.

FORM OF PROXY

I/We (name(s) in full)

of (address(es))

being (a) member(s) of the above-named Company, hereby appoint the Chairman of the meeting, or failing him

.....

as my/our proxy to attend, represent and vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at the offices of Watson Farley & Williams LLP, 15 Appold Street, London EC2A 2HB on 13 May 2016 at 10.00 a.m. and at any adjournment thereof.

Please indicate with an "X" in the space below how you wish your votes to be cast in respect of the Resolutions set out in the notice convening the Extraordinary General Meeting. If no specific direction to voting is given, the proxy will vote or abstain at his discretion.

	FOR	AGAINST	WITHHELD
ORDINARY RESOLUTIONS			
1. The proposed farm-in transaction on the terms and conditions contained in the TOE Farm-in Agreement			
2. The proposed allotment of new ordinary shares			
SPECIAL RESOLUTIONS			
3. The disapplication of pre-emption rights relating to the proposed allotment of new ordinary shares			
4. The adoption of the Amended Articles			

Signature Date

NOTES

1. You may appoint one or more proxies of your own choice, if you are unable to attend the meeting but would like to vote. If such an appointment is made, delete the words "the Chairman of the meeting" and insert the name(s) of the person or persons appointed as proxy/proxies in the space provided. A proxy need not be a member of the Company. If no name is entered, the return of this form duly signed will authorise the Chairman of the meeting to act as your proxy.
2. In the case of a corporation, this form of proxy must be executed under its common seal or under the hand of a duly authorised officer or attorney.
3. In order that this form of proxy shall be valid, it must be sent by post or sent by email to gdevlin@fim.co.im or by facsimile to + 44 (0)1624 681392 together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy or copy in some other manner approved by the directors of such authority) to FIM Capital Limited, IOMA House, Hope Street, Douglas, Isle of Man IM1 1AP so as to arrive not later than 10.00 a.m. on 11 May 2016 or, in the event that the meeting is adjourned, not later than 48 hours before the time appointed for the meeting or any adjournment thereof.
4. The completion and return of a form of proxy will not, however, preclude shareholders from attending and voting in person at the meeting or at any adjournment thereof, should they wish to do so.
5. If two or more persons are jointly entitled to a share conferring the right to vote, any one of them may vote at the meeting either in person or by proxy, but if more than one joint holder is present at the meeting either in person or by proxy, the one whose name stands first in the register of members in respect of the joint holding shall alone be entitled to vote in respect thereof. In any event, the names of all joint holders should be stated on the form of proxy.
6. Unless instructed otherwise, the proxy may also vote or abstain from voting as he or she thinks fit on any other business which may properly come before the meeting (including amendments to resolutions).
7. A vote given by a proxy or authorised representative of a company is valid notwithstanding termination of his authority unless notice of the termination is received at the Company's registrars address as set out in paragraph 3 above (or at such other place at which the instrument of proxy was duly received) at least 48 hours before the time fixed for holding the meeting or adjourned meeting at which the vote is given.
8. Pursuant to Regulation 22 of the Uncertificated Securities Regulations 2006 (Isle of Man), shareholders who hold shares in uncertificated form must be entered on the Company's share register at 10.00 a.m. on 11 May 2016 (or, if the meeting is adjourned, not later than 48 hours before the time fixed for the adjourned meeting) in order to be entitled to attend and vote at the meeting. Changes to entries on the register after that time will be disregarded in determining the rights of any person to attend and vote at the meeting.