

The Chairman of HERITAGE OIL Plc invites you to attend the Extraordinary General Meeting of the Company to be held at **Mourant Ozannes, 22 Grenville Street, St Helier, JE4 8PX, Jersey** on **23 June 2014** at **9.15 am**.

Shareholder Reference Number

Please detach this portion before posting this proxy form.

Form of Proxy - Extraordinary General Meeting to be held on 23 June 2014



Cast your Proxy online...It's fast, easy and secure!
www.investorcentre.co.uk/eproxy

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 912386

SRN:

PIN:



View the Scheme Circular online: www.heritageoilplc.com

Register at www.investorcentre.co.uk - elect for electronic communications & manage your shareholding online!

To be effective, all proxy appointments must be lodged with the Company's Registrars at:
c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 21 June 2014 at 9.15 am.

Explanatory Notes:

- Before completing this form of proxy, please also read the sections entitled "Action to be Taken" and the "Notice of Extraordinary General Meeting" set out in the Scheme Circular which is available to view and download at www.heritageoilplc.com.
- For the purposes of this document, the term "Scheme Circular" means the circular dispatched to shareholders of Heritage Oil Plc on 27 May 2014 in respect of the proposed Scheme of arrangement under Article 125 of the Companies (Jersey) Law 1991 (as amended) between Heritage Oil Plc and its shareholders to implement the recommended cash offer by Energy Investments Global Ltd. for the entire issued and to be issued ordinary share capital of Heritage Oil Plc (other than 57,748,991 ordinary shares legally and beneficially owned by Albion Energy Limited, a shareholder of Heritage Oil Plc whose share capital is beneficially owned by Anthony Buckingham and ordinary shares held in treasury by Heritage Oil Plc). Capitalised terms not otherwise defined herein have the meanings ascribed to them in the Scheme Circular.
- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0870 707 4040 (if calling from within the UK) or +44 (0)870 707 4040 (if calling from outside the UK) or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking 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.
- The 'Vote Withheld' option overleaf 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' or 'Against' a resolution.
- Pursuant to Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6.00 pm on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- 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 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the 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 Article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0870 707 4040 to request a change of address form or go to www.investorcentre.co.uk/je to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- Completion and return of this form will, under the Articles of Association of Heritage, preclude holders of Ordinary Shares from attending and voting in person at the meeting or any adjournments thereof unless this proxy is duly revoked at least one hour prior to the meeting.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services (Jersey) Limited accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Poll Card

To be completed **only** at the EGM if a Poll is called.

Special Resolutions

1. (i) To authorise the Heritage Directors (excluding Anthony Buckingham) to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect.

	For	Against	Vote Withheld
1. (i)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

(ii) To approve certain amendments to Heritage's articles of association in accordance with the terms of the Scheme.

(ii)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Signature

In the case of a Corporation, a letter of representation will be required (in accordance with S323 of the Companies Act 2006) unless this has already been lodged at registration.

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman. Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

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I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Extraordinary General Meeting of HERITAGE OIL Plc to be held at **Mourant Ozannes, 22 Grenville Street, St Helier, JE4 8PX, Jersey** on **23 June 2014** at **9.15 am**, and at any adjourned meeting.

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

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



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(ii) To approve certain amendments to Heritage's articles of association in accordance with the terms of the Scheme.

(ii)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Intention To Attend

Please indicate if you intend to attend the EGM

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

