

# SCHEDULE 1

## Voting procedures and documents for inspection Attending and voting at the AGM

Only registered Shareholders may vote at the Meeting personally or by proxy, attorney or representative. Every Shareholder entitled to attend and vote at the Meeting may appoint one or more persons as his/her proxy to attend and vote at the Meeting instead of him/ her and such proxy need not be a Shareholder.

Additional information on voting and attending the AGM is set out in this Statement of Procedures and is also available on the Company's website [www.gulfkeystone.com](http://www.gulfkeystone.com). This information includes the procedure to enable underlying beneficial investors in the Common Shares to register their voting intentions through their broker/bank/custodian or nominee and, if they wish to attend the AGM, explains how they should go about obtaining the necessary letter of authority from the registered holder or DIs.

### (1) Votes to be taken on a poll

In order for the voting preferences of as many Shareholders as possible to be taken into account and not only those who can physically attend, we will conduct a poll vote on all the Resolutions. The results of the poll vote will be released by way of an RNS and published on the Company's website as soon as practicable after the conclusion of the AGM.

### (2) Proxy voting

#### (i) Registered Shareholders

If you wish to vote on the Resolutions to be considered at the AGM and you hold Common Shares directly, you are a Registered Shareholder. Your name appears on the Shareholders' Register and you should complete and return the Form of Proxy sent with the notice of AGM as soon as possible. To be valid the Form of Proxy must be received by Computershare Investor Services (Jersey) Limited no later than 11.30 a.m. (UK time) on Wednesday 14 June 2017. The return of the Form of Proxy by post will not prevent you from attending the AGM and voting in person.

#### (ii) Depository Interests

##### (a) Form of Instruction

DIs representing Common Shares are registered in the name of the custodian, Computershare Company Nominees Limited ("CCNL"). If you are a DI holder and you wish to vote on the Resolutions to be considered at the AGM you should complete and return the Form of Instruction sent with the notice of AGM as soon as possible. To be valid the Form of Instruction must be received by Computershare no later than 4 p.m. (UK time) on Tuesday 13 June 2017.

##### (b) Electronic voting instructions via the CREST voting system

Alternatively DI holders who are CREST members may issue an instruction by using the CREST electronic voting appointment service. Further details are set out below.

An instruction may be issued through the CREST electronic voting appointment service by using the procedures described in the CREST manual (available from [www.euroclear.com/CREST](http://www.euroclear.com/CREST)) subject to the provisions of the Bye-Laws. CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting services provider(s), who will be able to take the appropriate action on their behalf.

In order for instructions made using the CREST service to be valid, the appropriate CREST message (a CREST Voting Instruction) must be properly authenticated in accordance with the specifications of Euroclear UK & Ireland Limited (EUI) and must contain the information required for such instructions, as described in the CREST Manual.

To give an instruction via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 4 p.m. (UK time) on Tuesday 13th June 2017. 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 CREST voting instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

#### (iii) Underlying Beneficial Investors

If your Common Shares are held by a broker/bank/custodian or nominee on your behalf, you should contact this intermediary as soon as possible with your specific voting instructions. Please see 3 (ii) below for additional information on the process.

### (3) Attending the AGM

#### (i) Registered Shareholders

If you wish to attend and vote and speak at the AGM and you are a registered Shareholder, you will only require evidence of your holding, for example your certificate with the unique Shareholder Reference Number ("SRN") starting with C00000.

#### (ii) Depository Interests and Underlying Beneficial Investors

If you wish to attend and vote and speak at the AGM and you are the registered DI holder, you will require evidence of your holding, for example, the Holder Reference Number ("HRN") on the Form of Instruction.

If you wish to attend and vote on the Resolutions to be considered at the AGM and your Common Shares are held in DI, you are the "underlying beneficial investor". The DI holder will receive a Form of Instruction in respect of the Resolutions and you should give specific instructions to your broker/bank/custodian or nominee regarding how you wish your votes to be cast. If your broker/bank/custodian or nominee is not the DI holder, your voting instructions will have to be forwarded up the chain to the DI holder who will submit the votes to Computershare, either electronically or in paper form. Therefore you should contact your intermediary as soon as possible. If you wish to attend and vote and speak at the AGM you need to obtain a letter of authority from the DI holder confirming your eligibility to attend and vote at the AGM. Every underlying beneficial holder should bring such letter to the AGM. The DI holder should also forward a copy of the letter to Computershare at the contact address below:

The Company Secretary  
Gulf Keystone Petroleum Ltd.  
For the attention of: George Czekalski  
Relationship Manager – Depository Interest Team Computershare  
Investor Services PLC  
The Pavilions,  
Bridgwater Road Bristol BS99 6ZY, UK  
Email address: [gulfkeystone@computershare.co.uk](mailto:gulfkeystone@computershare.co.uk)

The letter of authority from the DI holder should reach Computershare no later than 4 p.m. (UK time) on Tuesday 13 June 2017. Computershare will then issue a Letter of Representation, a copy of which will be also provided to the Company.

**All shareholders are kindly requested to bring a form of ID to register at the AGM.**

## SCHEDULE 1 continued

### (4) Glossary

Structure of the Company's Register and Depositary Interests  
 The Company's share register comprises 2 sections:

- Registered Shareholders, who hold Common Shares directly in their own name and have received a share certificate;
- DI holders, who hold Common Shares electronically through the UK CREST system.

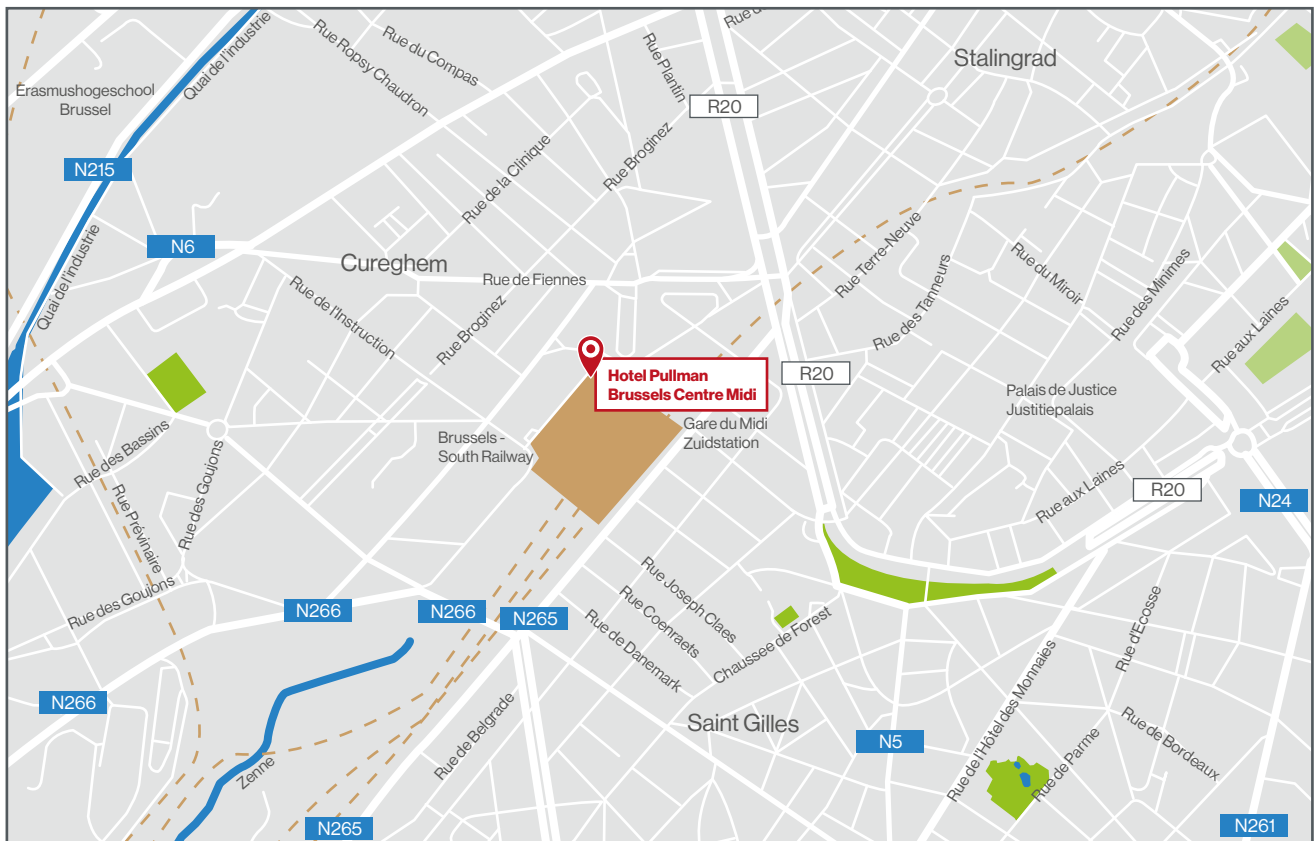
CREST is the Central Securities Depository for the UK, Guernsey, Jersey, Ireland and Isle of Man.

CCNL as Custodian is the Registered Shareholder of all Depositary Interests on the Company's share register.

Depositary Interests are UK registered securities that enable trading in non-UK incorporated and registered company shares (such as Common Shares) to be undertaken and settled within the UK in electronic form (such as CREST).

In the case of the Company, DI holders are CREST Participants. An underlying beneficial investor should give specific instructions regarding their voting direction to their broker, bank, custodian or nominee, who would need to take any action required in relation to submitting votes on behalf of that underlying beneficial shareholder. This process could involve a chain of third parties as the holder of DIs might not be the immediate point of contact of the underlying beneficial investor.

## GENERAL INFORMATION



**Hotel Pullman Brussels Centre Midi**  
 Place Victor Horta 1,  
 Brussels, 1060, Belgium,  
 Phone: + 32 2 528 9800

**Directions from the airport:**  
 Brussels National airport is 17km from the Hotel.

**By Train:**  
 The Hotel is only 5/10 minutes' walk from the main International train station of Brussels Centre Midi (Thalys, Eurostar, ICE, and TGV).

**By Metro:**  
 The nearest underground station is: Midi Zuid (line 2 & 6)

**By Car:**  
 By car from Ghent E40 follow Brussels exit Koekelberg follow centre. Exit Saintelette turn to the right follow direction Anderlecht Gare du midi and turn to the right before the railway bridge. From Paris E19 take exit 17 Brussels Centre head towards Rue de la Bienvenue Bld Industriel N266 and Rue de France. From Antwerp E19 via the ring road head towards Namur E411 take exit E40 Brussels Centre follow city centre R20 direction Gare du Midi.