Form of Proxy

Fourteenth Annual General Meeting

I / We _____ of _____ being a member of Oil and Gas Development Company Limited and holder of _____ Ordinary Shares as per Share Register Folio No. _____

For beneficial owners as per CDC List

CDC participant I.D. No: _____ Sub-Account No: _____

CNIC No: | | | | | | | | | | | | | | | | or Passport No: _____

Hereby appoint _____ of _____ or failing him / her _____ of as my / our proxy to vote and act for me / our behalf at the Fourteenth Annual General Meeting of the Company to be held on 28 September 2011 or at any adjournment thereof.

Revenue Stamp

(Signatures should agree with the specimen signature registered with the Company)

Dated this ____ day of _____ 2011

Signature of Shareholder _____

Signature of Proxy _____

For beneficial owners as per CDC list

1. WITNESS

Signature: _____

Name: _____

Address: _____

CNIC No: | | | | | | | | | | | | | | | | or Passport No: _____

2. WITNESS

Signature: _____

Name: _____

Address: _____

CNIC No: | | | | | | | | | | | | | | | | or Passport No: _____

Note:

1. Proxies, in order to be effective, must be received at the Registered Office of the Company at OGDCL House, F-6 / G-6, Jinnah Avenue, Islamabad not less than 48 hours before the meeting.

2. CDC Shareholders and their Proxies are each requested to attach an attested photocopy of their Computerized National Identity Card (CNIC) or Passport with the proxy form before submission to the Company (Original CNIC / Passport is required to be produced at the time of the meeting)

3. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.