

Company Number: 107897

The Companies (Jersey) Law 1991

Public Company Limited by Shares

Special Business Resolutions

of

**Genel Energy plc
(the "Company")**

Passed on 22 May 2012

At an Annual General Meeting of the above named Company, duly convened and held at the Atlantic Hotel, Le Mont de la Pulente, St Brelade, Jersey JE3 8HE on 22 May 2012 at 2.00 pm, the following Special Business Resolutions were duly passed:-

Special Resolutions

Resolution 20

IT WAS RESOLVED THAT the Directors of the Company be and are hereby generally empowered pursuant to Article 8 of the Articles and in replacement of all existing similar authorities except the Retained Disapplication Authorities (as defined in the Explanatory Notes below), to allot equity securities (as defined in the Articles) for cash, under the authority given by Resolution 19, as if Article 7 of the Articles did not apply to the allotment. Other than in connection with a rights issue, scrip dividend, or other similar issue, the authority contained in this Resolution will be limited to a maximum nominal amount of £1,400,340, which represents approximately 5 per cent. of the issued Ordinary Share capital of the Company. This authority will expire (unless otherwise renewed, varied or revoked by the Company in a general meeting) at the end of the annual general meeting of the Company in 2013.

Resolution 21

IT WAS RESOLVED THAT the Company will be generally and unconditionally authorised:

- a) to make market purchases (within the meaning of Article 12 of the Articles and Article 57 of the Companies Law (Jersey)1991 (the "Companies Law")) of its voting ordinary shares on such terms and in such manner as the Directors shall from time to time determine, provided that:
 - (i) the maximum aggregate number of voting ordinary shares hereby authorised to be purchased is 21,347,954 (representing approximately 10 per cent. of the aggregate issued voting ordinary share capital of the Company);
 - (ii) the minimum price (exclusive of any expenses) which may be paid for a voting ordinary share is its nominal value; and
 - (iii) the maximum price (exclusive of any expenses) which may be paid for a voting ordinary share is not more than the higher of:
 - (A) an amount equal to 5 per cent. above the average of the middle market quotations of the Company's voting ordinary share (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the date on which that voting ordinary share is contracted to be purchased; and

(B) an amount equal to the higher of:

- (I) the price of the last independent trade of a voting ordinary share; and
 - (II) the highest current independent bid for a voting ordinary share on the London Stock Exchange at the time the purchase is carried out, as derived from the London Stock Exchange Trading System,
- (iv) such authority shall expire (unless otherwise renewed, varied or revoked by the Company in a general meeting) at the end of the annual general meeting of the Company in 2013 or 18 months from the date of this Resolution (whichever is earlier), except that the Company may at any time prior to the expiry of such authority make a contract or contracts to purchase voting ordinary shares under such authority which will or might be completed or executed wholly or partly after the expiration of such authority and may make a purchase of voting ordinary shares in pursuance of any such contract or contracts and may hold as treasury shares any voting ordinary shares purchased pursuant to the authority conferred in this Resolution; and
- b) pursuant to Article 58A of the Companies Law and Article 12 of the Articles to hold as treasury shares any Ordinary Shares purchased pursuant to the authority conferred in this Resolution 21.

Resolution 22

IT WAS RESOLVED THAT a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

Resolution 23

IT WAS RESOLVED THAT Article 31 of the Articles be deleted in its entirety and replaced with the following as a new Article 31, with effect from the end of the AGM:

“31. All annual general meetings and other general meetings shall be held at such place as may be determined by the board.”

Company Secretary