

Company Number: 107897

The Companies (Jersey) Law 1991
Public Company Limited by Shares

Resolutions
of
Genel Energy plc

Passed on 22 April 2014

At the Annual General Meeting of Genel Energy plc, duly convened and held at the Sofitel St James, 6 Waterloo Place, London, SW1Y 4AN on 22 April 2014 at 11.00am, the following Special Business Resolutions were duly passed:-

Special Resolutions

Resolution 21

That the Company be generally and unconditionally authorised:

(a) to make market purchases of its voting ordinary shares 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 24,082,418 (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 voting ordinary shares in the Company (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,

(III) such authority shall expire (unless otherwise renewed, varied or revoked by the Company in a general meeting) at the conclusion of the annual general meeting of the Company in 2015 or 22 October 2015 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 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.

Resolution 22

That a general meeting of the Company, other than an AGM, may be called on not less than 14 clear days' notice.

Resolution 23

That articles 80 and 81 (Directors' Interests) be deleted in their entirety and replaced with the new Articles 80 and 81 as set out in Schedule 1 to the Notice of Meeting to take effect from the end of the AGM.

Resolution 24

That articles 78(1), 82(2), 88(2) and 89 (location of meetings) be deleted in their entirety and replaced with the new Articles 78(1), 82(2), 88(2) and 89 as set out in Schedule 1 to the Notice of Meeting to take effect from the end of the AGM.



Company Secretary