

Company Number: 107897

The Companies (Jersey) Law 1991

Public Company Limited by Shares

**Resolutions
of
Genel Energy plc**

Passed on 27 April 2016

At the Annual General Meeting of Genel Energy plc, duly convened and held at Linklaters LLP, One Silk Street, London, EC2Y 8HQ on 27 April 2016 at 11.00am, the following Special Resolutions were duly passed:-

Special Resolutions

Resolution 14

That the Company be generally and unconditionally authorised:

(a) to make market purchases of its ordinary shares in such manner as the Directors shall from time to time determine, provided that:

(i) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 27,838,247 (representing approximately 10 per cent. of the aggregate issued ordinary share capital excluding shares held in treasury by the Company);

(ii) the minimum price (exclusive of any expenses) which may be paid for an ordinary share is its nominal value; and

(iii) the maximum price (exclusive of any expenses) which may be paid for an 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 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 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 an ordinary share; and

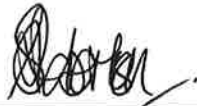
(II) the highest current independent bid for an ordinary share on the London Stock Exchange at the time the purchase is carried out, as derived from the London Stock Exchange Trading System,

(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 2017 or 27 October 2017 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 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 ordinary shares in pursuance of any such contract or contracts and may hold as treasury shares any ordinary shares purchased pursuant to the authority conferred in this resolution.

Resolution 15

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



Company Secretary