

Company No: SC234781

PREMIER OIL PLC
(the "Company")

Ordinary & Special Resolutions

Passed on 18th May 2012

The Companies Act 2006

At the Annual General Meeting of the Company, duly convened and held at the Institute of Directors, 116 Pall Mall, London SW1Y 5ED on Friday 18th May 2012, the following resolutions were passed by the members entitled to attend and vote at the Meeting:

Ordinary Resolution No 15 – Renewal of Existing Directors Powers – Section 551

"To authorise the directors generally and unconditionally, in substitution for any existing authorities and powers granted to directors prior to the passing of this resolution to exercise all the powers of the Company, in accordance with Section 551 of the Companies Act 2006 (the "Act"), to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

- a) up to a nominal amount of £22,041,305 (such amount to be reduced by the nominal amount allotted or granted under part b) below in excess of such sum); and
- b) comprising equity securities (as defined in Section 560(1) of the Act) up to a nominal amount of £44,082,610 (such amount to be reduced by any allotments or grants made under part a) above) in connection with an offer by way of a rights issue:
 - (i) to Ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, provided that these authorities shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2013, save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or agreement as if the authorities conferred hereby had not expired."

Special Resolution No 16 - Renewal Of Existing Directors' Power - Section 571

"To empower the directors pursuant to Section 571 of the Act, in substitution of any existing authorities and powers granted to directors prior to the passing of this resolution to allot equity securities (within the meaning of Section 560(1) of the Act) for cash and/or sell Ordinary Shares held by the Company as treasury shares for cash under the authority conferred by Resolution 15 as if Section 561 of the Act did not apply to any such allotment or sale provided that this power shall be limited:

- a) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of an authority granted under part b) of Resolution 15, by way of rights issue only) to Ordinary shareholders (excluding any shareholder holding shares as treasury shares) in proportion (as nearly as may be practicable) to their existing holdings of Ordinary Shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in respect of fractions or legal or practical problems in any jurisdiction or any other matter; and
- b) in the case of the authority granted under part a) of Resolution 15 and/or in the case of any sale or treasury shares for cash, to the allotment (otherwise than pursuant to sub-paragraph a) above) of equity securities or sale of treasury shares up to a nominal amount of £3,306,195;

and shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2013, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the directors may allot equity securities (and sell treasury shares) in pursuance of such an offer or agreement as if the power conferred hereby had not expired."

Special Resolution No 17 – Renewal of Existing Authority – Market Purchases

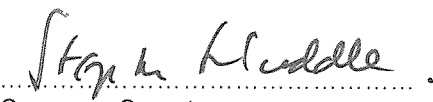
"To authorise the Company, generally and unconditionally in accordance with Section 701 of the Act to make market purchases (as defined in Section 693(4) of the Act) of Ordinary Shares, provided that:

- (i) the Company may only purchase, under this authority, Ordinary Shares with an aggregate nominal value of up to £9,918,580;
- (ii) the Company does not pay less (exclusive of expenses) for each Ordinary Share than the nominal value of such share;
- (iii) the Company does not pay more (exclusive of expenses) for each Ordinary Share than the higher of (i) 5% over the average of the closing mid market price of the Ordinary Shares for the five business days immediately preceding the date on which the Company agrees to buy the shares concerned, based on share prices published in the Daily Official List of the London Stock Exchange and (ii) that price stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation, Commission Regulation (EC) of 22 December 2003.

This authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2013 provided that if the Company has agreed before such expiry to purchase Ordinary Shares where these purchases will or may be executed (either wholly or in part) after the authority terminates the Company may complete such a purchase as if the authority conferred hereby had not expired."

Special Resolution No 18 – Notice of General Meeting

"To authorise the calling of general meetings of the Company (not being an annual general meeting) by notice of at least 14 clear days, provided that this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2013."


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Company Secretary