THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
CAIRN ENERGY PLC
(Registered in Scotland No: SC226712)
ANNUAL GENERAL MEETING RESOLUTIONS
(Passed on 15 May 2014)

At the annual general meeting of Cairn Energy PLC (the "**Company**") duly convened and held at the Castle Suite of The Caledonian, a Waldorf Astoria Hotel, Princes Street, Edinburgh EH1 2AB at 11.00 a.m. (UK time) on Thursday 15 May 2014, resolutions 13 to 15 were passed as special resolutions:

13. That:

(a) subject to the passing of resolution 12 set out in the notice of Annual General Meeting dated 15 April 2014 (the "**Allotment Authority**"), the directors of the Company be given power pursuant to section 570 of the Companies Act 2006 (as amended) (the "**Act**") to allot equity securities (within the meaning of section 560(1) of the Act) for cash pursuant to the Allotment Authority, and to sell treasury shares wholly for cash, as if section 561(1) of the Act did not apply to any such allotment or sale, provided that such power shall be limited to the allotment of equity securities or the sale of treasury shares:

(i) in the case of sub-paragraph (a) of the Allotment Authority:

(a) in connection with a Pre-Emptive Offer (as defined in the Allotment Authority); or

(b) otherwise than in connection with a Pre-Emptive Offer, up to a maximum nominal amount of £393,837.37;

(ii) in the case of paragraph (b) of the Allotment Authority, in connection with a Pre-Emptive Offer undertaken by means of a rights issue; and

(b) the power given by this resolution:

(i) shall be in substitution for all pre-existing powers under section 570 of the Act; and

(ii) unless renewed in accordance with the Act, shall expire at the same time as the Allotment Authority, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry.

14. That, in substitution for any existing authority, the Company be generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (as amended) (the "**Act**"), to make market purchases (within the meaning of section 693 of the Act) of fully-paid ordinary shares of $^{231}/_{169}$ pence each ('**Ordinary Shares**') on such terms and in such manner as the directors of the Company may decide provided that:

(i) the maximum number of Ordinary Shares that may be purchased by the Company pursuant to this authority is 86,382,003 (representing approximately 14.99% of the Company's issued ordinary share capital at 11 April 2014);

(ii) the minimum price (exclusive of expenses) which may be paid for any such Ordinary Share shall not be less than the nominal value of that share at the time of purchase;

(iii) the maximum price (exclusive of expenses) which may be paid for any Ordinary Share purchased pursuant to this authority is an amount equal to the higher of (a) an amount equal to 105% of the average of the middle market prices shown in the quotations for the Company's Ordinary Shares in the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that Ordinary Share is contracted to be purchased; and (b) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share as derived from the London Stock Exchange Trading System (SETs); and

(iv) unless previously varied, revoked or renewed, the authority conferred by this resolution shall expire on the earlier of 30 June 2015 or at the end of the next annual general meeting of the Company to be held in 2015, but the Company may make a contract to purchase Ordinary Shares under this authority before its expiry which will or may be completed wholly or partly after the expiry of this authority, and may complete such a purchase as if this authority had not expired.

15. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice, provided that this authority shall expire at the end of the next annual general meeting of the Company to be held in 2015.

Signed Duncan Wood

Duncan Wood, Company Secretary