

Notification is given in accordance with LR9.6.2 that the following resolutions were passed at the Annual General Meeting of Centamin plc held at the Bishopsgate & Chancery rooms at the Andaz hotel, Liverpool street, London EC2M 7QN, United Kingdom on Wednesday 30 May 2012 at 11.00am (London time).

ORDINARY RESOLUTIONS

Accounts

1. To receive and adopt the company's annual accounts for the financial year ended 31 December 2011 together with the last directors' report and the auditor's report on those accounts.

Approval of Director's Remuneration Report

2. Not Passed

Election of Directors

- 3.1 To re-elect Josef El-Raghy, who retires in accordance with Article 33 of the Company's articles of association (the **Articles**) and, being eligible, offers himself for re-election as director.
- 3.2 To re-elect Trevor Schultz, who retires in accordance with Article 33 of the Company's Articles and, being eligible, offers himself for re-election as director.
- 3.3 To re-elect Gordon Edward Haslam, who retires in accordance with Article 33 of the Company's Articles and, being eligible, offers himself for re-election as director.
- 3.4 To re-elect Professor G. Robert Bowker, who retires in accordance with Article 33 of the Company's Articles and, being eligible, offers himself for re-election as director.
- 3.5 To re-elect Mark Arnesen, who retires in accordance with Article 33 of the Company's Articles and, being eligible, offers himself for re-election as director.
- 3.6 To re-elect Mark Bankes, who retires in accordance with Article 33 of the Company's Articles and, being eligible, offers himself for re-election as director.
- 3.7 To re-elect Kevin Tomlinson who was appointed as director during the year and retires in accordance with Article 29 of the Company's Articles and, being eligible, offers himself for re-election as director.

Auditors

- 4.1 To re-appoint Deloitte LLP as the Company's auditors to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting at which accounts are laid before the company.
- 4.2 To authorise the directors to agree the remuneration of the auditors.

Approval of the Use of Electronic Communications

5. That the Company be and is authorised to serve any notice or send or supply any other document or information to a member (or where applicable a nominee) or a holder of any debt securities by making the notice or document or information available on the Company's website or by using other electronic means.

Allotment

6. That the directors be generally and unconditionally authorised, including for the purposes of Article 2.9 of the Articles, to exercise all the powers of the Company to allot relevant securities (as such term is defined in the Articles) up to:

(a) 367,132,460 relevant securities (such amount to be reduced by any relevant securities allotted by the directors pursuant to paragraph (b) of this resolution in excess of 367,132,460); and

(b) solely in connection with an offer by way of a rights issue, 734,264,920 relevant securities (such amount to be reduced by any relevant securities allotted by the directors pursuant to paragraph (a) of this resolution):

(i) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

(ii) to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange.

The authority granted by this resolution will expire at the conclusion of the next annual general meeting of the Company (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or agreements which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

SPECIAL RESOLUTIONS

Disapplication of Pre-Emption Rights

7. That, subject to the passing of resolution 6 above, the directors be generally empowered to allot equity securities (as such term is defined in the Articles) pursuant to the authority conferred by resolution 6, as if Article 3.1 of the Articles did not apply, provided that this power shall be limited to:

7.1 the allotment of equity securities pursuant to a rights issue:

(a) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings;

(b) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; or

7.2 the allotment of up to 55,069,869 equity securities (otherwise than immediately pursuant to 7.1 above).

The authority granted by this resolution will expire at the conclusion of the next annual general meeting of the Company (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

Market Purchases of Ordinary Shares

8. That the Company be generally and unconditionally authorised:
- (a) pursuant to article 57 of the Companies (Jersey) Law 1991, to make market purchases of ordinary shares of no par value in the capital of the Company (Ordinary Shares) on such terms and in such manner as the directors may from time to time determine, provided that:
 - (i) the maximum aggregate number of Ordinary Shares authorised to be purchased is 55,069,869;
 - (ii) the maximum price (excluding expenses paid by the Company) which may be paid for each Ordinary Share is an amount equal to the highest of:
 - (A) an amount equal to 105% of the average of the closing middle market prices for the Ordinary Shares of the Company (derived from the London Stock Exchange Daily Official List) on the five business days immediately preceding the date of purchase; and
 - (B) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out;
 - (iii) the minimum price which may be paid is £0.01 per Ordinary Share; and
 - (iv) the authority conferred by this resolution shall expire on 30 August 2013 or, if earlier, at the conclusion of the next annual general meeting, save that the Company may before the resolution expires make a contract to purchase which will or may be executed wholly or partly thereafter and the purchase of Ordinary Shares may be made in pursuance of any such contract; and
 - (b) pursuant to article 58A of the Companies (Jersey) Law 1991, if the directors of the Company so resolve, to hold as treasury shares any Ordinary Shares purchased pursuant to the authority conferred by paragraph (a) of this resolution.