

Companies Act 2006

Resolution of BG GROUP PLC

At the Annual General Meeting of the Company duly convened and held on 23 May 2013 the following resolutions were duly passed as SPECIAL RESOLUTIONS

Resolution 21

That the Directors be and are hereby empowered pursuant to Sections 570 and 573 of the Act to allot equity securities (within the meaning of Section 560 of the Act) for cash either pursuant to the authority conferred by Resolution 20 above or by way of a sale of treasury shares as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with an offer of securities in favour of the holders of ordinary shares on the register of members at such record date as the Directors may determine and other persons entitled to participate therein where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective number of ordinary shares held or deemed to be held by them on any such record date, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of ordinary shares being represented by depositary receipts or any other matter; and
- (b) the allotment (otherwise than pursuant to sub-paragraph (a) of this Resolution 21) to any person or persons of equity securities up to an aggregate nominal amount of £18,074,352,

and shall expire upon the expiry of the general authority conferred by Resolution 20 above, save that the Directors shall be entitled to exercise all the powers of the Company to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

Resolution 22

That the Company be generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares of 10 pence each of the Company on such terms and in such manner as the Directors may from time to time determine, provided that:

- (a) the maximum number of ordinary shares hereby authorised to be acquired is 340,374,317, representing approximately 10% of the issued ordinary share capital of the Company as at 28 March 2013;
- (b) the minimum price that may be paid for any such ordinary share is 10 pence, the nominal value of that share;
- (c) the maximum price that may be paid for any such ordinary share is an amount equal to 105% of the average of the middle market quotations for an ordinary share in the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased;
- (d) the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company unless previously renewed, varied or revoked by the Company in general meeting; and
- (e) the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its ordinary shares pursuant to any such contract as if the power conferred hereby had not expired.

Resolution 23

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



S Allen
Company Secretary