Company Limited by Shares **No: 3690065**

Companies Act 2006

Resolution of BG GROUP PLC

At the Annual General Meeting of the Company duly convened and held on 15 May 2014 the following resolution was duly passed as an ORDINARY RESOLUTION:

Resolution 21

That the Directors be and are hereby generally and unconditionally authorised in accordance with Section 551 of the Act, to exercise all the powers of the Company to allot ordinary shares in the Company and to grant rights to subscribe for, or to convert any security into, ordinary shares in the Company (Rights) up to an aggregate nominal amount of £113,647,520 provided that this authority shall expire at the conclusion of the next annual general meeting of the Company, 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 authority which would or might require ordinary shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot ordinary shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot ordinary shares and grant Rights be and are hereby revoked.

S Allen
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S Allen
Company Secretary

Company Limited by Shares **No: 3690065**

Companies Act 2006

Resolution of BG GROUP PLC

At the Annual General Meeting of the Company duly convened and held on 15 May 2014 the following resolutions were duly passed as SPECIAL RESOLUTIONS:

Resolution 22

That the Directors be and are hereby authorised, in accordance with Section 561 of the Act, to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred by Resolution 21 above and/or by way of a sale of treasury shares as if Section 561(1) of the Act did not apply in respect of any such allotment or sale, provided that this power shall be limited to:

(a) the allotment of equity securities and/or sale of treasury shares for cash in connection with an offer of securities in favour of:

i. ordinary shareholders in proportion (as nearly as practicable) to their existing holding; and

ii. other persons entitled to participate therein,

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 paragraph (a) of this Resolution 22) up to an aggregate nominal amount of £18,093,832.

This authority shall expire upon the expiry of the general authority conferred by Resolution 21 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 23

That the Directors be and are hereby authorised, in accordance with Section 701 of the Act, to make market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares 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 340,942,562, representing approximately 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 19 March 2014;

(b) the maximum price (exclusive of expenses) that may be paid for any such ordinary share is the higher of: (i) 5% above the average middle market quotations for an ordinary share 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; and (ii) 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; and

(c) the minimum price (exclusive of expenses) that may be paid for any such ordinary share is 10 pence, being the nominal value of that share.

This authority 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. The Company may purchase its ordinary shares under any contract made prior to the expiry of such authority, which contract will or may be concluded wholly or partly after the expiry of such authority, as if this authority had not expired.

Resolution 24

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

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S Allen
Company Secretary