

THE COMPANIES ACT 1985

A COMPANY LIMITED BY SHARES

**SPECIAL RESOLUTIONS OF
GTL RESOURCES PLC**
(registered in England – No. 2811366)

PASSED 10 MARCH 2000

At an Extraordinary General Meeting of the Company duly convened and held at 11.00 a.m. on 10 March 2000 at Mayfair Conference Centre, 17 Connaught Place, Marble Arch, London W2 2EL the following Resolution was duly passed as Special Resolution :

SPECIAL RESOLUTION

THAT

In substitution for any existing power under Section 95 of the Companies Act 1985 (as amended and in force from time to time)(the "Act"), but without prejudice to the exercise of any such authority prior to the date hereof, the directors be and are hereby empowered until the conclusion of the next Annual General Meeting of the Company to be held later in the year, pursuant to Section 95(1) of the Act, to allot equity securities (as defined in Section 94(2) of the Act) for cash pursuant to the authority given in accordance with Section 80 of the Act by Resolution 1 of the Meeting as if Section 89(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 a rights issue or open offer in favour of shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective number of ordinary shares held by them, subject to such exclusions or other arrangements that the directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under any law or requirement of any regulatory authority;
- (b) the allotment of equity securities pursuant to the terms of any share scheme for employees approved by the members in General Meeting; and

- (c) the allotment for cash (otherwise than pursuant to sub-paragraphs (a) and (b) above) of equity securities up to an aggregate nominal amount of £200,000;

but so the authority shall allow the Company to make offers or agreements before the expiry of this authority which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.



Chairman