

Claim No. 9885 of 2011

IN THE HIGH COURT OF JUSTICE

CHANCERY DIVISION

COMPANIES COURT

Before Mr Justice Sales

16 January 2012



IN THE MATTER OF GTL RESOURCES PLC

AND

IN THE MATTER OF THE COMPANIES ACT 2006

UPON THE APPLICATION by Part 8 Claim Form dated 18 November 2011 of the above-named GTL Resources PLC (the "**Company**"), whose registered office is at 107 Cheapside, London, EC2V 6DN

AND UPON HEARING Counsel for the Company

AND UPON READING the said Claim Form and the evidence

THE COURT HEREBY CONFIRMS in accordance with the provisions of the Companies Act 2006 the reduction of capital of the Company resolved on and effected by a Special Resolution passed at a General Meeting of the Company held on 12 December 2011

AND THE COURT HEREBY APPROVES the statement of capital (the "**Statement**") set forth in the First Schedule hereto

AND IT IS ORDERED that this Order be produced to the Registrar of Companies of England and Wales and that an Office Copy hereof be delivered to him together with a copy of the said Statement

AND IT IS FURTHER ORDERED that notice of the registration by the Registrar of Companies of this Order and of the said Statement be published once in The Times newspaper within 21 days after such registration

DATED 16 January 2012

TUESDAY



LD1 17/01/2012 #6
COMPANIES HOUSE

A fee is payable with this form

Please see 'How to pay' on the last page



What this form is for

You may use this form as a statement of capital for a private limited company reducing its capital supported by a solvency statement, or for a private or public limited company reducing its capital supported by a court order



What this form is NOT for

You cannot use this form to complete a statement of capital for a company re-registering from unlimited to limited

For further information, please refer to our guidance at www.companieshouse.gov.uk

Company details

Company number 0 2 8 1 1 3 6 6

Company name in full GTL Resources PLC

Filing in this form

Please complete in typescript or in bold black capitals

All fields are mandatory unless specified or indicated by *

Statement of capital

Section 2 (also **Section 3** and **Section 4** if appropriate) should reflect the company's share capital as reduced by the resolution

Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show any class of shares held in pound sterling

If all your issued capital is in sterling, only complete **Section 2** and then go to **Section 5**

| Class of shares (E.g. Ordinary/Preference etc.) | Amount paid up on each share 1 | Amount (if any) unpaid on each share 1 | Number of shares 2 | Aggregate nominal value 3 |
|--|-----------------------------------|---|--------------------|---------------------------|
| Ordinary | £0.01 | | 1 | £ 0.01 |
| Deferred | £0.99 | | 31,988,745 | £ 31668857.55 |
| | | | | £ |
| | | | | £ |
| Totals | | | 31988746 | £ 31668857.56 |

Statement of capital (Share capital in other currencies)

Please complete the table below to show any class of shares held in other currencies

Please complete a separate table for each currency

| Currency | Class of shares (E.g. Ordinary/Preference etc.) | Amount paid up on each share 1 | Amount (if any) unpaid on each share 1 | Number of shares 2 | Aggregate nominal value 3 |
|---------------|--|-----------------------------------|---|--------------------|---------------------------|
| | | | | | |
| | | | | | |
| Totals | | | | | |

1 Including both the nominal value and any share premium

3 Number of shares issued multiplied by nominal value of each share

2 Total number of issued shares in this class

Continuation pages

Please use a Statement of Capital continuation page if necessary

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Statement of capital

| | | | | |
|--|-------------------------------------|---|----------------------|-----------------------------|
| Currency | | | | |
| Class of shares (E.g. Ordinary/Preference etc.) | Amount paid up on each share (1) | Amount (if any) unpaid on each share (1) | Number of shares (2) | Aggregate nominal value (3) |
| | | | | |
| | | | | |
| Totals | | | | |

(1) Including both the nominal value and any share premium
(2) Total number of issued shares in this class
(3) Number of shares issued multiplied by nominal value of each share

Continuation pages
Please use a Statement of Capital continuation page if necessary

Statement of capital (Totals)

| | | |
|-----------------------------------|--|---|
| | Please give the total number of shares and total aggregate nominal value of issued share capital | 4 Total aggregate nominal value Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc |
| Total number of shares | | |
| Total aggregate (4) nominal value | | |



Statement of capital (Prescribed particulars of rights attached to shares)

| | | |
|----------------------------|---|---|
| | Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section 2 and Section 3 | 5 Prescribed particulars of rights attached to shares The particulars are a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares A separate table must be used for each class of share Please use a Statement of capital continuation page if necessary |
| Class of share | Ordinary | |
| Prescribed particulars (5) | The shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption. | |
| Class of share | Deferred | |
| Prescribed particulars (5) | The rights of the deferred shares are as follows (a) Voting: The holders of the deferred shares have no voting rights (b) Dividends: The deferred shares shall have no right to dividends or other distributions (c) Return of capital: On a return of capital on a winding up or otherwise, each holder of deferred shares is entitled to receive the nominal amount paid up on the deferred shares held by him only after the amount of £100,000,000 shall have been distributed by way of return of capital in respect of each ordinary share (d) Redemption The deferred shares are not redeemable. | |

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Statement of capital

| | | |
|-----------------------------|--|---|
| Class of share | | 1 Prescribed particulars of rights attached to shares The particulars are a. particulars of any voting rights, including rights that arise only in certain circumstances, b. particulars of any rights, as respects dividends, to participate in a distribution, c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares A separate table must be used for each class of share Please use a Statement of capital continuation page if necessary |
| Prescribed particulars 1 | | |
| Class of share | | |
| Prescribed particulars 1 | | |

| | | |
|---|--|---|
| Signature I am signing this form on behalf of the company | | 2 Societas Europaea If the form is being filed on behalf of a Societas Europaea (SE), please delete 'director' and insert details of which organ of the SE the person signing has membership 3 Person authorised Under either section 270 or 274 of the Companies Act 2006 |
| Signature | Signature   | |
| This form may be signed by Director 2 , Secretary, Person authorised 3 , CIC manager | | |

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Statement of capital

Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Company name **Osborne Clarke**

Address

Temple Quay

2 Temple Back East

Bristol

Post town

County/Region

Postcode

B S 1 6 E G

Country

DX **DX 7818 Bristol**

Telephone **+44 (0) 117 9173000**

Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following

- ☐ The company name and number match the information held on the public Register
- ☐ You have completed the relevant sections of the statement of capital
- ☐ You have signed the form
- ☐ You have enclosed the correct fee

Important information

Please note that all information on this form will appear on the public record

How to pay

A fee of £10 is payable to Companies House to reduce the share capital by Court Order or by Solvency Statement.

Make cheques or postal orders payable to 'Companies House'

Where to send

For companies registered in England and Wales
You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

Claim No. 9885 of 2011

IN THE HIGH COURT OF JUSTICE

CHANCERY DIVISION

COMPANIES COURT

Before Mr Justice Sales

**IN THE MATTER OF
GTL RESOURCES PLC**

AND

**IN THE MATTER OF THE COMPANIES
ACT 2006**

SCHEME OF ARRANGEMENT

**(Under Part 26 of the
Companies Act 2006)**

between

GTL RESOURCES PLC

and

**THE HOLDERS OF THE
SCHEME SHARES**



Osborne Clarke
One London Wall
London
EC2Y 5EB

Tel 020 7105 7000
Fax 020 7105 7005
Ref JMC/0975412