

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

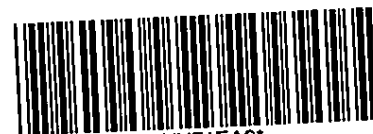
RESOLUTION

of

GTL Resources plc

Passed 29 September 2009

WEDNESDAY

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COMPANIES HOUSE

At the Annual General Meeting of the above-named Company, duly convened for and held on 29 September 2009, the following Resolutions were duly passed as to Resolution 1 as an Ordinary Resolution and as to Resolutions 2 and 3 as Special Resolutions:

ORDINARY RESOLUTION**1 THAT**

- (i) in substitution for all subsisting authorities to the extent unused the Directors be and they are hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of the said section 80) up to an aggregate nominal amount of £106,629; and further
- (ii) in addition to the authority conferred by sub-paragraph (i) above, the Directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot equity securities (within the meaning of section 94 of the Companies Act 1985) in connection with a rights issue in favour of holders of ordinary shares where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements or any legal or practical problems under the laws of, or the requirements of any regulatory body or any stock exchange in, any territory or by virtue of shares being represented by depositary receipts or otherwise howsoever) up to an additional nominal amount of £106,629 comprising, together with the authority conferred by sub-paragraph (i) above, an aggregate nominal amount of £213,258;

during the period commencing on the date of the passing of this Resolution and expiring at the conclusion of the Annual General Meeting in 2010, but so that this authority shall allow the Company to make before the expiry of this authority offers or agreements which would or might require relevant securities or equity securities to be allotted after such expiry and notwithstanding such expiry the Directors may allot relevant securities or equity securities in pursuance of such offers or agreements.

SPECIAL RESOLUTION

- 2 THAT**, subject to the passing of Resolution 1 as set out in above, the Directors be and they are hereby empowered, pursuant to section 95 of the Companies Act 1985 to allot equity securities

(within the meaning of section 94 of the Companies Act 1985) for cash pursuant to the authority given by the said Resolution 1 and/or to allot equity securities where such allotment constitutes an allotment of securities by virtue of section 94(3A) of the Companies Act 1985, as if section 89(1) of the Companies Act 1985 did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

- (i) pursuant to the authority conferred by sub-paragraph (i) and/or sub-paragraph (ii) of Resolution 1 above, in connection with an offer of such securities by way of rights issue in favour of holders of ordinary shares in the Company where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as may be practicable) to their respective holdings of ordinary shares (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements or any legal or practical problems under the laws of, or the requirements of any regulatory body or any stock exchange in, any territory by virtue of shares being represented by depositary receipts or otherwise howsoever);
- (ii) pursuant to the authority conferred by sub-paragraph (i) of Resolution 1 above, in connection with or the subject of an open offer or other offer of securities (not being a rights issue) in favour of holders of ordinary shares in the Company and such other equity securities of the Company as the Directors may determine on the register on a fixed record date in proportion (as nearly as may be practicable) to their respective holdings of such securities or in accordance with the rights attached thereto, including equity securities which, in connection with such offer or invitation, are the subject of, or the arrangements for which provide for, such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares or fractional entitlements that would otherwise arise or with legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory or by virtue of shares being represented by depositary receipts or otherwise howsoever;
- (iii) pursuant to the terms of any share option scheme adopted by the Company;
- (iv) (otherwise than pursuant to sub paragraphs (i) to (iii) above) up to an aggregate nominal amount of £15,994


and shall expire at the conclusion of the Annual General Meeting of the Company in 2010 except 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 notwithstanding such expiry the Directors may allot equity securities in pursuance of such offers or agreements and all authorities previously conferred under section 95 of the Companies Act 1985 be and they are hereby revoked, provided that such revocation shall not have retrospective effect.

SPECIAL RESOLUTION

- 3 **THAT** the Company be and is hereby generally and unconditionally authorised, pursuant to and in accordance with section 166 of the Companies Act 1985, to make market purchases (within the meaning of section 163(3) Companies Act 1985) of its own ordinary shares in the capital of the Company on such terms and in such manner as the Directors of the Company shall from time to time determine, provided that:
- (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 1,599,437;
 - (b) the minimum price which may be paid for an ordinary share is its nominal value, exclusive of expenses;
 - (c) the maximum price (exclusive of expenses) which may be paid for an ordinary share is an amount equal to 105 per cent of the average of the closing mid-market price of such

- shares (as derived from the Daily Official List of the London Stock Exchange) for the five business days immediately preceding the date of purchase;
- (d) the authority hereby conferred shall expire on the date which is 15 months from the date of this resolution or, if earlier, at the conclusion of the next Annual General Meeting of the Company following the passing of this resolution, unless previously revoked, varied or renewed by the Company in general meeting; and
 - (e) the Company may at any time prior to the expiry of such authority make a contract or contracts to purchase ordinary shares under such authority which will or might be completed or executed wholly or partly after the expiration of such authority and may purchase ordinary shares in pursuance of any such contract or contracts.

References in this resolution to the Companies Act 1985, or to sections of the Companies Act 1985, shall, where the context requires and where appropriate, include references to the Companies Act 2006 and any corresponding or similar sections of that Act, it being the intention that, to the extent permitted by law, the authority contained in this resolution shall continue in full force and effect notwithstanding any repeal of the Companies Act 1985 or any relevant part or section thereof.



Chairman of the Meeting