

Company No. 04981279

**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY SHARES**

**RESOLUTIONS  
of  
IGAS ENERGY PLC  
(the "Company")**

SATURDAY



**(passed on 9 December 2011)**

At the General Meeting of the Company held at the offices of Morrison & Foerster, CityPoint, One Ropemaker Street, London EC2Y 9AW, on 9 December 2011 the following Resolutions were passed of which numbers 1 and 2 are ordinary resolutions and number 3 is a special resolution

**ORDINARY RESOLUTION**

**1. Approval of Acquisition**

THAT subject to and conditional upon the passing of Resolution 2 the acquisition by the Company of the entire issued share capital of Star Energy Group Limited in accordance with the terms of an agreement summarised in paragraph 717 of Part 9 of the admission document dated 22 November 2011 to which this notice is attached, and a copy of which is produced to the meeting and initialled by the Chairman for the purposes of identification only, be and is hereby approved and that the Directors be and are hereby authorised to complete such agreement, subject to such immaterial modifications as the Directors may deem appropriate, and to execute, sign and do all such other documents, deeds, acts or things as may be necessary or desirable to complete the aforesaid transaction

**2. Approval of Increase in Borrowing Limit under article 43.2 of the Articles of Association and Approval of the Credit Agreement:**

THAT, pursuant to the provisions of article 43.2 of the Articles of Association of the Company, the restriction on the borrowing powers of the Company be increased to an amount equal to 5 times the Adjusted Capital and Reserves (as defined in article 43.3 of the Articles of Association of the Company) and that the entry by the Company into the Credit Agreement summarised in paragraph 712 of Part 9 of the admission document dated 22 November 2011 to which this notice is attached, a copy of which is produced to the meeting and initialled by the Chairman for the purposes of identification only, and the borrowing

under such agreement of up to \$150,000,000 be and is hereby approved and that the Directors be and are hereby authorised to complete such agreement, subject to such immaterial modifications as the Directors may deem appropriate, and to execute, sign and do all such other documents, deeds, acts or things as may be necessary or desirable to complete the aforesaid transaction

## **SPECIAL RESOLUTIONS**


### **3. To disapply statutory pre-emption rights:**

That the Directors are empowered pursuant to section 570 of the 2006 Act to allot equity securities (as defined by section 560 of the 2006 Act) for cash pursuant to the authority previously conferred at the last annual general meeting as if section 561 of the 2006 Act did not apply to any such allotment. This power:

- (a) expires 15 months after the date of the passing of this Resolution or at the conclusion of the next annual general meeting of the Company following the passing of this Resolution, whichever occurs first (unless previously revoked or varied from time to time by special resolution) but so that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted after such expiry, revocation or variation and the Directors may allot equity securities in pursuance of such offer or agreement as if such power had not expired or been revoked or varied, and
- (b) is limited to save in the case of an allotment in connection with the company's long term incentive plans
  - (i) the allotment of relevant equity securities pursuant to a rights issue, open offer, scrip dividend scheme or other pre-emptive offer or scheme, which is in each case in favour of holders of ordinary shares and any other persons who are entitled to participate in such issue, offer or scheme where the equity securities offered to each such holder and other person are proportionate (as nearly as may be) to the respective numbers of ordinary shares held or deemed to be held by them for the purposes of their inclusion in such issue, offer or scheme on the record date applicable thereto, but subject to such exclusions or other arrangements as the Directors may deem fit or expedient to deal with
    - (aa) fractional entitlements;
    - (bb) legal or practical problems under the laws of any overseas territory,
    - (cc) the requirements of any regulatory body or stock exchange in any territory;
    - (dd) directions from any holders of ordinary shares or other persons to deal in some other manner with their respective entitlements, or

- (ee) any other matter whatever, which the Directors consider to require such exclusions or other arrangements with the ability for the Directors to allot relevant equity securities not taken up, to any person as they may think, fit,
- (ii) the allotment of relevant equity securities for cash otherwise than pursuant to sub-paragraph (i) up to an aggregate maximum nominal amount of £12,024,279, which represents 15 per cent of presently issued shares
- (c) is limited, in the case of an allotment in connection with the company's long term incentive plans, to the allotment of relevant equity securities for cash up to an aggregate maximum nominal amount of £2,672,062.

  
CHAIRMAN

  
We certify this to be a true copy of the original MARY LAPPAS  
Dated 9/12/11  
Morrison & Foerster (UK) LLP