

**RESOLUTIONS OF IGAS ENERGY PLC**  
**Company Number 04981279**

THURSDAY



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29/06/2017

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COMPANIES HOUSE

At the Annual General Meeting of IGas Energy plc held on Wednesday 14 June 2017 the following Resolutions were duly passed of which Resolutions 1 to 9 were passed as ordinary resolutions and Resolution 10 was passed as a special resolution:

**Resolution 1**

**Report and Accounts**

To receive the annual report and accounts for the year ended 31 December 2016.

**Resolution 2**

**Directors' remuneration report**

To approve the directors' remuneration report contained on pages 48 to 52 of the annual report and accounts for the year ended 31 December 2016.

**Resolution 3**

To re-elect Mr Stephen Bowler as a director.

**Resolution 4**

To re-elect Mr Mike McTighe as a director.

**Resolution 5**

To re-elect Mr Philip Jackson as a director.

**Resolution 6**

To re-elect Mr Tushar Kumar as a director.

**Resolution 7**

**Reappointment of auditors and fixing of auditor's remuneration**

To reappoint PricewaterhouseCoopers as auditors of the Company from the conclusion of the meeting until the conclusion of the next general meeting before which accounts are laid and to authorise the directors to fix the auditors' remuneration.

**Resolution 8**

**Consolidation and subdivision**

Every 200 issued ordinary shares of 0.0001 pence each in the capital of the Company (the "**Existing Ordinary Shares**") be, at the close of business on the date of the passing of this Resolution, consolidated into one ordinary share of 0.02 pence each (a "**Consolidated Share**") provided that no member shall be entitled to a fraction of a share and the directors are hereby authorised to arrange for the aggregation and sale of such fractional entitlements to be distributed and/or retained by the Company as the directors deem appropriate in accordance with the Company's Articles of Association, and each Consolidated Share shall, immediately thereafter be subdivided into 10 ordinary shares of 0.002 pence (each a "**New Ordinary Share**").

**Resolution 9**

**Directors' authority to allot shares (section 551 of the Companies Act 2006 (the "2006 Act"))**

To renew, for the period ending on the date of the annual general meeting in 2018 or 15 months after the passing of this Resolution, whichever is the earlier, the authority and power conferred on the directors by the Company's Articles of Association to allot relevant securities up to an aggregate nominal amount equal to the section 551 amount of £1,618 representing the aggregate nominal value of two thirds of the New Ordinary Shares, provided that in relation to any allotment of relevant securities in excess of £809, representing the aggregate nominal value of one third of the New Ordinary Shares, such authority shall only be used if the relevant securities are equity securities (as defined in section 560(1) of the 2006 Act) and they are allotted in connection with a rights issue or other pre-emptive issues of equity shares which satisfies

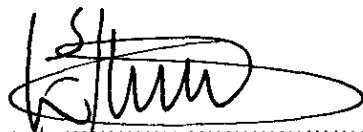
the conditions and may be subject to all or any of the exclusions specified in (B)(1) of Resolution 10, provided that the Company may before such expiry, variation or revocation make an offer or agreement which would or might require such relevant or equity securities to be allotted after such expiry, variation or revocation and the directors may allot relevant or equity securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired or been varied or revoked.

#### Resolution 10

##### **Special resolution: authority for disapplication of pre-emption rights (section 561 of the 2006 Act)**

THAT, subject to and conditionally upon the passing of Resolution 9, the directors of the Company are hereby empowered pursuant to section 570 of the 2006 Act to allot securities (as defined by section 560 of the 2006 Act) for cash pursuant to the authority conferred by Resolution 9 as if section 561 of the 2006 Act did not apply to any such allotment provided that such power:

- (A) shall, subject to the continuance of the authority conferred by Resolution 9, expire 15 months after 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, but may be 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 of the Company 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) shall be limited to:
  - (1) the allotment of equity securities of up to an aggregate nominal amount of £809 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 of the Company may deem fit or expedient to deal with fractional entitlements, legal or practical problems under the laws of any overseas territory, the requirements of any regulatory body or stock exchange in any territory, shares being represented by depositary receipts, directions from any holders of shares or other persons to deal in some other manner with their respective entitlements or any other matter whatever which the directors of the Company consider to require such exclusions or other arrangements with the ability for the directors of the Company to allot equity securities and sell relevant shares not taken up to any person as they may think fit; and
  - (2) the allotment of equity securities for cash otherwise than pursuant to sub-paragraph (B)(1) up to an aggregate maximum nominal amount of £243.



**Cooley Services Limited**

Company Secretary of IGas Energy plc