

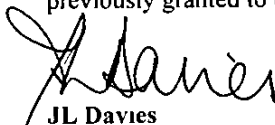
Certified as being a true and exact copy of a resolution passed at the Annual General Meeting of Serica Energy plc (incorporated and registered in England and Wales under the Companies Act 1985 with registered number 5450950) held on Thursday 28th June 2012

ORDINARY RESOLUTION

Resolution 5

That the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Rights")

- i up to an aggregate nominal amount of US\$7,113,890, and
- ii up to a further aggregate nominal amount of US\$5,892,344 provided that (i) they are equity securities (within the meaning of section 560(1) of the Companies Act 2006) and (ii) they are offered by way of a rights issue to holders of ordinary shares on the register of members at such record date as the directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record date and to other holders of equity securities entitled to participate therein, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter, provided that this authority shall expire on the date of the next Annual General Meeting of the Company or, if earlier, on 28 September 2013, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require relevant securities to be allotted after such expiry and the directors shall be entitled to allot relevant securities pursuant to any such offer or agreement as if this authority had not expired, and all unexercised authorities previously granted to the directors to allot relevant securities be and are hereby revoked


JL Davies
Company Secretary

TUESDAY



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COMPANIES HOUSE