

**SERICA ENERGY PLC**  
**(Company Number 05450950)**

THURSDAY



**Certified as being a true and exact copy of the resolutions passed at the annual general meeting of the shareholders of Serica Energy plc (the "Company") held at the offices of Instinctif Partners, 1st Floor, 65 Gresham Street, London, EC2V 7NQ, United Kingdom on Thursday 26 June 2014**

**ORDINARY RESOLUTION**

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\$9,497,347.30, and

ii up to a further aggregate nominal amount of US\$8,339,301 30 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 26 September 2015, 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

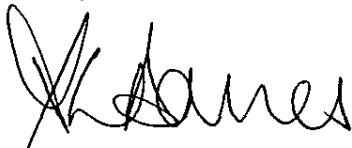
**SPECIAL RESOLUTION**

THAT the directors be and they are hereby empowered pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of the Companies Act 2006) for cash either pursuant to the authority conferred by Resolution 10 or by way of a sale of treasury shares as if section 561(1) of the Companies Act 2006 did not apply to such allotment provided that this power shall be limited to

i the allotment of equity securities in connection with an issue or offer of securities (but, in the case of the authority granted under paragraph ii of Resolution 10, by way of a rights issue only) in favour of 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 such holders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record date but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements, record dates, or legal or practical problems under the laws of, or the requirements of any regulatory authority or stock exchange in, any territory or any other matter, and

ii the allotment otherwise than pursuant to 11(i) above, to any person or persons of equity securities up to an aggregate nominal amount of US\$2,501,790

and shall expire upon the expiry of the general authority conferred by Resolution 10 above, save that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuant of such offer or agreement as if this power had not expired



**JL Davies**  
**Company Secretary**  
**2<sup>nd</sup> July 2014**