



ORDINARY RESOLUTIONS

- 1 To receive and adopt the Company's annual report and accounts for the financial year ended 30th June 2009
- 2 To re-appoint Pricewaterhouse Coopers LLP as the Company's auditors to hold office from the conclusion of this meeting until the conclusion of the next meeting at which accounts are laid before the Company
- 3 To authorise the directors to agree the auditors remuneration
- 4 To receive and adopt the directors' remuneration report for the financial year ended 30th June 2009
- 5 That, in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985, in accordance with section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £239,000 00 to such persons and at such times and upon such terms and conditions as they may determine (subject to the articles of association of the Company) provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the end of the next Annual General Meeting of the Company to be held after the date on which this resolution is passed, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

SPECIAL RESOLUTIONS

- 6 THAT, subject to the passing of resolution 5 the Directors be given the general power to allot equity securities (as defined by section 560 of the 2006 Act) for cash, either pursuant to the authority conferred by resolution 5 or by way of a sale of treasury shares, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to
 - a the allotment of equity securities in connection with an offer by way of a rights issue to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings but subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange, and
 - b the allotment (otherwise than pursuant to paragraph (a) above) of equity securities up to an aggregate nominal amount of £159,300 00

The power granted by this resolution will expire on the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on

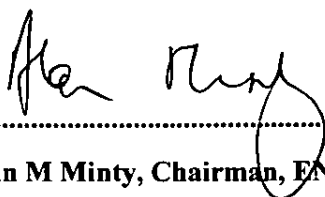
such date) save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if either section 89(1) of the Companies Act 1985 did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities

7 That the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of £0 01 pence each in the capital of the Company ("**Ordinary Shares**") provided that

- a The maximum aggregate number of Ordinary Shares that may be purchased is 7,969,961 shares (representing 10 per cent of the Company's issued ordinary share capital at the time of this notice),
- b The minimum price (excluding expenses) which may be paid for each Ordinary Share is £0 01 pence,
- c The maximum price (excluding expenses) which the Company may pay for each Ordinary Share is the higher of
 - i) 105 per cent of the average market value of an Ordinary Share for the five business days prior to the day the purchase is made, and
 - ii) the value of an Ordinary Share calculated on the basis of the higher of the price quoted for
 - the last independent trade of, and
 - the highest current independent bid for,any number of the Ordinary Shares on the trading venue where the purchase is carried out

The authority conferred by this resolution shall expire at the conclusion of the Company's next Annual General Meeting following the passing of this resolution, save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase Ordinary Shares which will or may be executed wholly or partly after the expiry of such authority



Alan M Minty, Chairman, ENEGI Oil Plc