

Company Number: 7147040

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COMPANIES HOUSE

THE COMPANIES ACTS 1985, 1989 and 2006

A PRIVATE COMPANY LIMITED BY SHARES

SHAREHOLDERS WRITTEN RESOLUTION

OF

CUADRILLA RESOURCES HOLDINGS LIMITED
(the "Company")

Passed the 20th day of September 2011

In accordance with Chapter 2, Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose the following resolutions to be passed as special resolutions.

We the undersigned Shareholders, being all the members of the Company at the date hereof who would be entitled to attend and vote at a general meeting of the Company, **HEREBY RESOLVE** that the following resolutions be passed as special resolutions as specified and agree that the resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:-

1. **THAT**, in accordance with section 551 of the Act, the directors of the Company be and hereby are generally and unconditionally authorised to allot shares in the Company to an aggregate nominal amount of **US\$1,000,000,000** provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 1 September 2016 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.
2. **THAT**, in accordance with section 570 of the Act, the directors be generally empowered to allot equity securities pursuant to the authority conferred as if section 561 of the Act did not apply to them.
3. **THAT** this authority is in substitution for all previous authorities conferred on the directors of the Company in accordance with section 551 of the Act which are revoked by this resolution but without prejudice to any allotments (or offers or agreements which would or

might require shares to be allotted or rights granted to subscribe for or to convert any security into shares in the Company) made pursuant thereto.

4. THAT the following allotments of shares, be and hereby are specifically ratified, confirmed approved and adopted:-

Date of issue	Name	Class of shares allotted	Number of shares allotted	Share certificate number
02.03.2011	Riverstone/Cadyle Global Energy and Power Fund IV (Cayman), L.P. ("Riverstone")	A Preference	3,915,771	33
01.07.2011	Riverstone	A Ordinary	890,596	34
01.07.2011	Riverstone	A Preference	890,596	35
11.07.2011	Riverstone	A Ordinary	875,359	36
11.07.2011	Riverstone	A Preference	875,359	37
01.07.2011	Eric Vaughan	A Ordinary	10,000	38
01.07.2011	Eric Vaughan	A Preference	10,000	39
01.07.2011	Andrew Price	A Ordinary	10,954	40
01.07.2011	Andrew Price	A Preference	10,954	41
01.07.2011	Deborah Burton	A Ordinary	156	42
01.07.2011	Deborah Burton	A Preference	156	43
01.07.2011	Huw Clarke	A Ordinary	391	44
01.07.2011	Huw Clarke	A Preference	391	45
01.07.2011	Christopher Hird	A Ordinary	391	46
01.07.2011	Christopher Hird	A Preference	391	47
01.07.2011	Tracy Wright	A Ordinary	156	48
01.07.2011	Tracy Wright	A Preference	156	49
01.07.2011	Anthony Kelly	A Ordinary	10,745	50
01.07.2011	Anthony Kelly	A Preference	10,745	51
01.07.2011	Bickell Services pty as Trustee for Randolph Trust	A Ordinary	1,252	52
01.07.2011	Bickell Services pty as Trustee for Randolph Trust	A Preference	1,252	53
11.07.2011	Carey Pensions and Benefits Limited (as Trustees for the Cuadrilla Resources Employees' Share Ownership Plan Trust)	C Ordinary	245,455	54

8.8.11	Riverstone	A Ordinary	713,583	55
8.8.11	Riverstone	A Preference	713,583	56
16.8.11	Riverstone	A Ordinary	1,074,416	57
16.8.11	Riverstone	A Preference	1,074,416	58
8.8.11	Andrew Price	A Ordinary	10,909	59
8.8.11	Andrew Price	A Preference	10,909	60
8.8.11	Deborah Burton	A Ordinary	156	61
8.8.11	Deborah Burton	A Preference	156	62
8.8.11	Huw Clarke	A Ordinary	390	63
8.8.11	Huw Clarke	A Preference	390	64
8.8.11	Christopher Hird	A Ordinary	390	65
8.8.11	Christopher Hird	A Preference	390	66
8.8.11	Tracy Wright	A Ordinary	156	67
8.8.11	Tracy Wright	A Preference	156	68
16.8.11	Carey Pensions and Benefits Limited (as Trustees for the Cuadrilla Resources Employees' Share Ownership Plan Trust)	C Ordinary	245,455	69

Signed by DENNIS CARLTON

Signature.....

Signed by CHRISTOPHER CORNELIUS

Signature.....

Signed by ROBERT MARC BUSTIN

Signature.....

Signed by MARK MILLER

Signature.....

Signed by PETER TURNER

Signature.....

Signed by ERIC VAUGHAN

Signature.....

Signed by ANDREW PRICE

Signature.....

Signed by ALLAN CAMPBELL

Signature.....

for and on behalf of LUCAS CUADRILLA PTY LIMITED

Signed by ANTHONY KELLY

Signature.....

Signed by  KELLY

Signature.....

For and on behalf of BICKELL SERVICES PTY LIMITED (as trustee of RANDOLPH TRUST)

Signed by TIM BUSH AND TIM PARKES

Signatures..... Director  Director

for and on behalf of CAREY PENSIONS AND BENEFITS LIMITED AS TRUSTEE FOR THE CUADRILLA EMPLOYERS SHARE OWNERSHIP PLAN TRUST

Signed by

Signature.....

for and on behalf of the DENNIS
R CARLTON 2010 – 12
GRANTOR RETAINED
ANNUITY TRUST

Signed by VICTORIA MILLER

Signature.....

Signed by IAN THOMSON

Signature.....

Signed by
For and on behalf of
RIVERSTONE/CARLYLE
GLOBAL ENERGY AND
POWER FUND IV (CAYMAN),
L.P.

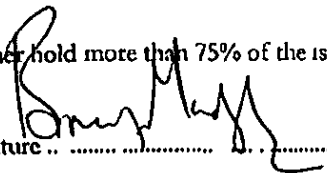
Signature...

NOTES

- 1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only one of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it by post or by hand to the Company.
- 2 If you do not agree to the Resolutions, you do not need to do anything; you will not be deemed to agree if you do not reply.
- 3 Once you have indicated your agreement by signing and returning this document to the Company, you may not revoke your agreement.
- 4 Unless by 28 days after the circulation date stated above sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions please ensure that your agreement reaches us before or during this date.

The shareholders who have signed this resolution together hold more than 75% of the issued share capital in the Company.

Signed by

Signature ..  (Chairman)

Lord John Browne of Madingley