

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTION IN WRITING

of

CUADRILLA RESOURCES HOLDINGS LIMITED

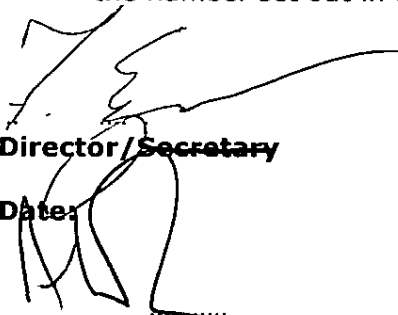
("the Company")

Passed by certain shareholders of the Company on
the 9th day of ~~July~~ August 2013

By a written resolution agreed to in accordance with section 288 of the Companies Act 2006, by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the resolution, the following resolution of the Company was duly passed:

SPECIAL RESOLUTION

THAT, the share capital of the Company be and the same is hereby reduced, in accordance with the article 5 3 1 of the Company's Articles of Association, from USD 232,546,532 (divided into A Preference Shares, A Ordinary Shares, B Preference Shares, B Ordinary Shares and C Ordinary shares) by cancelling and extinguishing a total of 14,336,918 issued A Preference Shares of USD 2.79 each equivalent to a reduction of 23% of the existing A Preference Shares, such reduction to be effected by reducing the number of A Preference Shares of each A Preference Shareholder based on the proportion of such A Preference Shareholder's current entitlement to accrued dividend on its A Preference Shares relative to the total accrued dividend entitlement of all A Preference Shareholders under article 5.1 of the Articles and rounded to the nearest whole number, so that following the capital reduction authorised by this special resolution each has the number set out in the table immediately below this resolution


Director/Secretary

Date:

Director/Secretary

Date: 9th August 2013

MONDAY



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02/09/2013

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COMPANIES HOUSE

Name of Preference Shareholder	A	Fixed cum. pref dividend (USD)	% of pref. dividend	Return of capital before rounding (USD)	No of Pref. Shares before Capital Reduction	A	Shares Redeemed	No of Pref. Shares after Capital Reduction	A	Payment after rounding (USD)
Lucas Cuadrilla Pty Limited		12,728,819	38	15,341,540	36,536,808		5,498,760	31,038,048		15,341,540
Riverstone/ Carlyle Energy and Power Fund (Cayman) LP		20,307,697	61	24,476,060	25,856,817		8,772,781	17,084,036		24,476,059
Chris Cornelius				0	-		-	-		0
Dennis Carlton				0	-		-	-		0
Dennis Carlton 2010 Trust				0	-		-	-		0
Mark Miller		2,214	<0.1	2,669	6,134		956	5,178		2,667
Eric Vaughan		13,146	<0.1	15,845	52,899		5,679	47,220		15,844
Victoria Miller		1,725	<0.1	2,079	7,927		745	7,182		2,079
Peter Turner		3,117	<0.1	3,756	13,988		1,346	12,642		3,755
Andrew Price		44,181	0.1	53,250	176,547		19,004	157,543		53,021
Marc Bustin		16,737	0.1	20,172	85,700		7,230	78,470		20,172
Marek Madeja				0	-		-	-		0
Deborah Burton		674	<0.1	812	2,976		291	2,685		812
Huw Clarke		3,238	<0.1	3,903	15,427		1,399	14,028		3,903
Christopher Hird		4,171	<0.1	5,027	17,041		1,802	15,239		5,028
Kenneth Lowe		472	<0.1	569	1,756		204	1,552		569
Tracy Wright		474	<0.1	571	1,495		205	1,290		572
Tony Kelly		5,221	<0.1	6,292	10,745		2,255	8,490		6,291
Bickell Services		608	<0.1	733	1,252		263	989		734
Ian Thomson				0	-		-	-		0
Thomas Wood		370	<0.1	446	2,175		160	2,015		446
Matthew Hampson		370	<0.1	446	2,175		160	2,015		446
Renata Walkowiak		220	<0.1	265	997		95	902		265
Stephen Maer		370	<0.1	446	2,175		160	2,015		446
Rebecca Henworth		286	<0.1	345	1,754		124	1,630		346
Artur Kraszewski				0	-		-	-		0
Dustin Johnson		694	<0.1	836	4,078		300	3,778		837
Brody Skalos		694	<0.1	836	4,078		300	3,778		837
Jody Miller		181	<0.1	219	990		78	912		218
Scott Baker		1,850	<0.1	2,230	10,875		799	10,076		2,229
Dean Warner		694	<0.1	836	4,078		300	3,778		837
James Hurson		694		836	4,078		300	3,778		837

Elisabeth McNamee	18	<0 1	22	204	8	196	22
Leon Jennings	1,206	<0 1	1,453	7,764	521	7,243	1,454
Tony Carruthers	21,765	0 1	26,233	122,899	9,403	113,496	26,234
Robert Jones	584	<0 1	704	2,945	252	2,693	703
Stephanie Snade	189	<0 1	228	1,390	82	1,308	229
Francis Egan	23,372	0 1	28,170	150,868	10,097	140,771	28,171
Deepak Patel	83	<0 1	100	852	36	816	100
Nigel Donoghue	29	<0 1	35	327	13	314	36
Lucy Craddock	35	<0 1	43	489	15	474	42
Graham Scarlsbrick	29	<0 1	35	327	13	314	36
Nisha Deans	26	<0 1	32	367	11	356	31
Nick Mace	66	<0 1	80	917	29	888	81
Frank de Boer	366	<0 1	442	4,082	158	3,924	441
Fiona Hall	163	<0 1	196	2,408	70	2,338	195
Matthew Lambert	1,191	<0 1	1,435	16,502	514	15,988	1,434
TOTAL				63,137,306	14,336,918	48,800,388	40,000,001