

Company number 09624969

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS

of

SENTERRA ENERGY PLC (Company)

SATURDAY



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01/07/2017

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COMPANIES HOUSE

At the Annual General Meeting of the Company held at the offices of DMH Stallard LLP, 6 New Street Square, New Fetter Lane, London EC4A 3BF on 22 June 2017, resolutions numbered 1 to 8 below were passed as ordinary resolutions and resolutions numbered 9 and 10 below were passed as special resolutions.

ORDINARY RESOLUTIONS

1. THAT, the Directors' report and financial statements for the year ended 31 December 2016, together with the auditor's report thereon be approved.
2. THAT, the Directors' Remuneration Policy contained in the Directors' Remuneration Report for the year ended 31 December 2016 and which took effect immediately after the end of the meeting be approved.
3. THAT, the Directors' Remuneration Report for the year ended 31 December 2016 (other than the part containing the Directors' Remuneration Policy) be approved.
4. THAT, Kurt Portmann be re-elected as a director.
5. THAT, Jeremy King be re-elected as a director.
6. THAT, Alberto Cattaruzza be re-elected as a director.
7. THAT, Crowe Clarke Whitehill LLP be re-appointed as Independent Auditor of the Company, to hold office until the conclusion of the next Annual General Meeting of the Company, and to authorise the Directors to determine the remuneration of Crowe Clarke Whitehill LLP.
8. THAT, in substitution for any existing authority, but without prejudice to the exercise of any such authorisation prior to the date of this resolution, the Directors of the Company be and are generally and unconditionally authorised, in accordance with Section 551 of the Companies Act 2006 ('the Act'), to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company (together being

'relevant securities'), up to an aggregate nominal amount of £2 million, such authorisation to expire on the earlier of 15 months from the date the resolution was passed and conclusion of the next annual general meeting of the Company to be held in 2018, unless previously revoked, varied or renewed by the Company in general meeting, save that the Company may, at any time prior to the expiry of such authorisation, make an offer or enter into an agreement which would or might require relevant securities to be allotted or granted after the expiry of such authority and the Directors of the Company may allot or grant relevant securities in pursuance of such an offer or agreement as if such authorisation had not expired.

SPECIAL RESOLUTIONS

9. THAT, in substitution for any existing power but without prejudice to the exercise of any such power prior to the date of this resolution, the Directors of the Company be and are generally empowered, in accordance with Sections 570 and 573 of the Act, to allot equity securities (as defined in Section 560 of the Act) either pursuant to the authorisation under Section 551 of the Act conferred on the Directors of the Company by such resolution numbered 8, or by way of a sale of treasury shares, in each case for cash, as if Section 561(1) of the Act did not apply to any such allotment:

- (i) other than pursuant to sub-paragraph (ii) below, up to an aggregate nominal amount of £2 million; or
- (ii) in connection with an offer of equity securities open for acceptance for a period fixed by the Directors of the Company to the holders of ordinary shares in the share capital of the Company on a fixed record date in proportion (or as nearly as practicable) to their respective holdings of ordinary shares (but subject to such exclusions or other arrangements as the Directors of the Company may consider necessary or expedient to deal with any legal problems under or resulting from the application or apparent application of the laws of any territory or the requirements of any regulatory body or any stock exchange in any territory or in connection with fractional entitlements or otherwise howsoever);

such power to expire on the earlier of 15 months from the date this resolution was passed and the conclusion of the next annual general meeting of the Company to be held in 2018 unless previously revoked, varied or renewed by the Company in general meeting, save that the Company may, at any time prior to the expiry of such power, make an offer or enter into an agreement which would or might require equity securities to be allotted after the expiry of such power and the Directors of the Company may allot equity securities in pursuance of such an offer or agreement as if such power had not expired.

10. THAT, in substitution for any existing authority but without prejudice to the exercise of any such authority prior to the date of this resolution, the Company be and is hereby generally and unconditionally authorised in accordance with Section 701 of the Act to make market purchases (within the meaning of Section 693 of the Act) of ordinary shares of 1p each in the capital of the Company and to cancel or hold in treasury such shares provided that:

- (i) the maximum number of ordinary shares authorised to be purchased shall be 4,047,300 (being approximately 14.99 per cent of the issued share capital of the Company as at the date of the passing of this resolution);
- (ii) the minimum price (excluding expenses) which may be paid for an ordinary share is 1p;
- (iii) the maximum price (excluding of expenses) which may be paid for an ordinary share shall not be more than the higher of (i) 5 per cent above the average of the middle market quotations for an ordinary share on the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which any such purchase is made and (ii) the higher of the price of the last independent trade of and the highest current independent bid for any number of the Company's ordinary shares on the trading venue where the purchase is carried out;
- (iv) the authority hereby conferred shall expire 15 months from the date of the passing of this resolution or, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2018 unless such authority is renewed, varied or revoked by the Company in general meeting prior to such time; and
- (v) the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiration of such authority and may make a purchase of ordinary shares pursuant to any such contract.

By Order of the Board



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Jeremy King
Director