

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

Rockhopper Exploration plc

At a General Meeting of the Company duly convened and held at 10 00 a m on 4 June 2013 the following resolutions were passed as special resolutions

- 1 That the Share Premium Account of the Company be and is hereby cancelled
- 2 That the Company is generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the "**Act**") to make market purchases (within the meaning of section 693(4) of the Act) of any of its ordinary shares of 1p each in the capital of the Company on such terms and in such manner as the directors may from time to time determine
 - (a) the maximum number of ordinary shares which may be purchased is 28,422,551 representing approximately ten per cent of the issued ordinary share capital at 29 April 2013,
 - (b) the minimum price that may be paid for each ordinary share is 1 pence which amount shall be exclusive of expenses, if any,
 - (c) the maximum price (exclusive of expenses) that may be paid for each ordinary share is an amount equal to 105 per cent of the average of the middle market quotations for the ordinary shares of the Company as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which such share is contracted to be purchased,
 - (d) unless previously renewed, revoked or varied, this authority shall expire at the conclusion of the Annual General Meeting in 2013 or on 31 December 2013, whichever is the earlier, and
 - (e) the Company may, before this authority expires, make a contract to purchase ordinary shares that would or might be executed wholly or partly after the expiry of this authority, and may make purchases of ordinary shares pursuant to it as if this authority had not expired



Chairman

Presented by

Ashurst LLP
Broadwalk House
5 Appold Street
London
EC2A 2HA

WEDNESDAY



A06 *A29VDHGJ* 05/06/2013 #37
COMPANIES HOUSE