

# SEPARATOR SHEET



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ROCKTOPPER EXPLORATION PLC.

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04/06/2015

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COMPANIES HOUSE

**ROCKHOPPER EXPLORATION plc (the Company)- Company No: 05250250**

**Certified as being a true and exact copy of resolutions passed at the Annual General Meeting of the Company held on Tuesday 19 May 2015**

11 To authorise the directors generally and unconditionally for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares

(a) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of that Act) of £988,171 (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) below in excess of such sum), and

(b) comprising equity securities (as defined in section 560 of that Act) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of that Act of £1,976,342 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with or pursuant to any offer by way of a rights issue in favour of holders of ordinary shares in proportion (as nearly as practicable), to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of,

or the requirements of any regulatory body or stock exchange in any territory or any matter whatsoever,

such authorities to expire on 30 June 2016 or at the conclusion of the Company's next annual general meeting whichever is earlier, save that, before such expiry, the Company may make any offer or agreement which would or might require shares to be allotted or rights to be granted after such expiry and the directors may allot shares or grant rights to subscribe for or to convert any security into shares, in pursuance of any such offer or agreement as if the authorisations conferred hereby had not expired

**Special Resolutions**

12 Subject to the passing of resolution 11 above, to empower the directors pursuant to section 570(1) and 573 of the Companies Act 2006 to

(a) allot equity securities (as defined in section 560 of that Act) of the Company for cash pursuant to the authority conferred by resolution 11, and

(b) sell ordinary shares (as defined in section 560(1) of the Act) held the Company as treasury shares for cash,

as if section 561 of that Act did not apply to any such allotment or sale, provided that this power is limited to the allotment of equity securities for cash and the sale of treasury shares

(i) in connection with or pursuant to an offer of or invitation to acquire equity

securities (but in the case of the authority conferred by paragraph 11(b), by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the directors may deem necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any matter whatsoever, and

(ii) in the case of the authority conferred by paragraph 11(a) (or in the case of any sale of treasury shares), and otherwise than pursuant to paragraph (i), up to an aggregate nominal amount of £296,451,

and shall expire on 30 June 2016 or at the conclusion of the Company's next annual general meeting whichever is earlier, save that, before such expiry, the Company may make any offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry, and the directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired

13 To authorise the Company generally and unconditionally for the purposes of section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of that 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, provided that

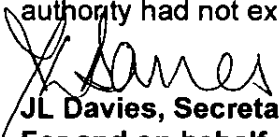
(a) the maximum number of ordinary shares which may be purchased is 29,645,130 representing approximately ten per cent of the issued ordinary share capital at 20 April 2015,

(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 on 30 June 2016 or at the conclusion of the Company's next annual general meeting whichever is 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

  
JL Davies, Secretary

For and on behalf of Rockhopper Exploration plc

Dated: 2<sup>nd</sup> June 2015