

**CAP ENERGY PLC**

(Registered in England & Wales with Company No. 5351398)

Resolutions Passed at General Meeting

The following resolutions of CAP Energy PLC (the “Company”) were passed at the annual general meeting of the Company held on 30 June 2017. Resolutions 1 to 4 were passed as ordinary resolutions and resolution 5 was passed as a special resolution.


ORDINARY RESOLUTIONS

1. THAT the Company’s financial statements, report of the directors and the report of the auditors for the financial year ended 31 December 2016, be received and adopted.
2. THAT Lina Haidar, who retires in accordance with the Company’s articles of association (“Articles”), be re-appointed as a director of the Company.
3. THAT Crowe Clark Whitehill LLP be re-appointed as Auditors of the Company until the conclusion of the next annual general meeting of the Company at which financial statements are laid before the Company’s shareholders and to authorise the directors to determine their remuneration.
4. THAT the directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the “Act”) to exercise all powers of the Company to allot any shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company in respect of such number of equity securities which do not exceed 100% of the Company’s ordinary share capital on a fully-diluted basis. This authority shall expire (unless renewed, varied or revoked by the Company in general meeting) at the conclusion of the next annual general meeting of the Company or, if earlier, on the date which falls 15 months after the date of the passing of this resolution save that the Company shall be entitled to make, prior to the expiry of such authority, any offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert any securities into shares to be granted after the expiry of such authority and the Directors may allot any shares or grant rights to subscribe for or convert securities into shares in pursuance of such offer or agreement as if the authority conferred hereby had not expired. The authority granted by this resolution shall replace all existing authorities to allot any shares or grant rights to subscribe for or convert securities into shares in the Company previously granted to the directors pursuant to section 551 of the Companies Act 2006 (but without prejudice to the validity of any allotment or grant of rights already made, offered or agreed to be made pursuant to such previous authorities).

SPECIAL RESOLUTION

5. THAT, subject to the passing of resolution 4 above but in substitution for all previous authorities, the directors be and they are hereby empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by resolution 4 as if section 561(1) of the Act did not apply to any such allotment, provided that this authority shall be limited to allotments of equity securities (i) in connection with or pursuant to a rights issue, open offer or any other pre-emptive offer in favour of ordinary shareholders, where the equity securities respectively attributable to the interests of all shareholders are proportionate as nearly as may be to the respective number of ordinary shares held or deemed to be held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange, and (ii) otherwise up to such number of equity securities which do not exceed 30% of the Company’s ordinary share capital on a fully-diluted basis, and this authority shall expire (unless renewed, varied or revoked by the Company in general meeting) at the conclusion of the next annual general meeting

of the Company or, if earlier, fifteen months from the date of passing this resolution save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby has not expired.



Lina Haidar
Director & CEO

30 June 2017