

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt about this circular or the action you should take, you are recommended to seek your own financial advice from your stockbroker, bank manager, lawyer, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.**

**If you have sold or otherwise transferred all your Gasol Plc shares, please forward this circular and the accompanying documentation as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.**



## **GASOL PLC**

(incorporated and registered in England and Wales under number  
05350159)

### **GENERAL MEETING – 12 MAY 2009**

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Notice of a General Meeting of the Company to be held at the offices of K&L Gates LLP at 110 Cannon Street, London EC4N 6AR on 12 May 2009 at 10 a.m. is set out at the end of this circular.

Whether or not you propose to attend the General Meeting, please complete and submit the proxy form in accordance with the instructions printed on the form enclosed with either (i) the letter of notification sent to shareholders today or (ii) this circular, as appropriate. The proxy form should be returned as soon as possible but in any event must be received not later than 10 a.m. on Friday 8 May 2009, being two business days prior to the General Meeting. Completion and return of a proxy form will not preclude you from attending the General Meeting and voting in person.

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## **DIRECTORS, SECRETARY AND REGISTERED OFFICE OF GASOL PLC**

### **Directors**

|                  |                         |
|------------------|-------------------------|
| Theo Oerlemans   | Chairman                |
| Soumo Bose       | Chief Executive Officer |
| Osman Shahenshah | Non-Executive Director  |
| Charles Osezua   | Non-Executive Director  |
| Paul Biggs       | Non-Executive Director  |
| Haresh Kanabar   | Non-Executive Director  |

### **Secretary**

Miles Thomas

### **Registered Office**

40 New Bond Street  
London W1S 2RX

### **EXPECTED TIMETABLE**

|   |                                |
|---|--------------------------------|
| Latest date and time for receipt of proxy forms | 10 a.m. on Friday 8 May 2009   |
| General Meeting of Gasol Plc                    | 10 a.m. on Tuesday 12 May 2009 |

## GASOL PLC

(incorporated and registered in England and Wales under number 05350159)

("Gasol" or the "Company")

Registered Office: 40 New Bond Street  
London W1S 2RX

Date: 24 April 2009

To the Shareholders of the Company

### Notice of General Meeting

Dear Shareholder,

The board of directors of Gasol (the "**Board**") has today announced that a general meeting of the Company is to be convened at which it will be proposed that statutory pre-emption rights in favour of the Company's existing shareholders be disapplied (the "**Meeting**"). The Meeting is to be held at the offices of K&L Gates LLP at 110 Cannon Street, London EC4N 6AR on Tuesday 12 May 2009 at 10 a.m. The formal notice of the Meeting is set out on pages 6 and 7 of this circular.

### BACKGROUND

In order to support development activities and working capital requirements for gas monetisation projects in Africa, Gasol is seeking to raise funds by way of equity investment. On 12 February 2009, the Company successfully placed 200,000,000 ordinary shares with Afren plc at par, raising £1 million; such placing having been made possible by the disapplication of pre-emption rights approved by shareholders at the general meeting of 15 December 2008.

It is envisaged that further funding will be required by the Company in the short to medium term. Ordinarily, the Company would be statutorily obliged to offer any fresh issue of shares first to its existing shareholders in proportion to their current shareholdings. The purpose of the Meeting is to request your approval for the further disapplication of such pre-emption rights in order to allow the Board to issue more equity securities on a non pre-emptive basis so as to give the Company the flexibility to raise further funds without having to incur the expense and delay that would be involved in a rights issue or open offer.

As with the general meeting held on 15 December 2008, the resolution that will be put to the Meeting will be a special resolution to empower the Board to allot equity securities in the Company for cash otherwise than in proportion to existing holdings (the "**Resolution**"). In the case of allotments other than for rights issues or open offers, the power is limited to equity securities having an aggregate nominal amount of £1,029,334, representing 20% of the total issued share capital of the Company as at the date of this circular. If passed, this authority will

expire at the conclusion of the next annual general meeting of the Company or, if earlier, on 27 November 2009, being the date which is exactly 15 months after the 2008 annual general meeting.

## **SHARE CAPITAL**

The current authorised share capital of Gasol is £10,000,000, divided into 2,000,000,000 ordinary shares of 0.5p each ("**Ordinary Shares**"). As at 23 April 2009, being the latest practicable date prior to the publication of this circular, the total issued share capital is £5,146,668.65 divided into 1,029,333,730 Ordinary Shares.

## **ACTIONS TO BE TAKEN IN RESPONSE TO THIS CIRCULAR**

Shareholders who have elected to continue to receive hard copies of shareholder communications from the Company will find enclosed with this circular a proxy form for use in connection with the Meeting.

Those other shareholders who have been deemed to consent to website communications from the Company will find the proxy form enclosed with the letter of notification sent to them today in relation to this circular.

In either case, shareholders are requested to complete, sign and return the proxy form in accordance with the instructions printed thereon so as to be received by the Company's registrars, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA as soon as possible and, in any event, by not later than 10 a.m. on Friday 8 May 2009. Completion and return of the proxy form will not preclude shareholders from attending and voting at the Meeting in person if they wish to do so.

## **RECOMMENDATION**

Your Board considers that the Resolution is in the best interests of the Company and its shareholders as a whole. Accordingly, the directors unanimously recommend that you vote in favour of the Resolution, as they intend to do in respect of their own beneficial shareholdings.

Yours sincerely

**Theo Oerlemans**  
**Chairman**

## NOTICE OF GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a general meeting of Gasol Plc (the "**Company**") will be held at the offices of K&L Gates LLP at 110 Cannon Street, London EC4N 6AR on Tuesday 12 May 2009 at 10 a.m. You will be asked to consider and, if thought fit, pass the resolution below.

The following resolution will be proposed as a special resolution:

"To empower the Directors to allot equity securities (within the meaning of section 94 of the Companies Act 1985, as amended (the "**Act**")) pursuant to the general authority conferred on them for the purposes of section 80 of the Act as if section 89(1) of the Act did not apply to such allotment and to make any offer or agreement which would or might require such securities to be allotted after the expiry of the authority (and this power shall be in substitution for all subsisting powers to the extent unused, other than in respect of any allotments made pursuant to offers or agreements made prior to the passing of this resolution):

- (a) in connection with an offer of equity securities by way of rights (or any other offer on a pre-emptive basis) where the equity securities are offered to the holders of ordinary shares in proportion to their respective holdings of ordinary shares on a fixed record date and (where applicable) to other holders of equity securities in accordance with the rights attaching to such equity securities, but subject, in each case, to such exclusions or other arrangements as the directors may deem to be necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- (b) otherwise than pursuant to paragraph (a) above, up to an aggregate nominal amount of £1,029,334,

and this power shall expire at the conclusion of the Company's next annual general meeting or, if earlier, on 27 November 2009, being the date which is exactly 15 months after the annual general meeting held on 27 August 2008, 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 offer or agreement as if this power had not so expired.

In this resolution, the expression "equity securities" and references to allotment of equity securities shall have the same respective meanings as in section 94 of the Act."

24 April 2009

Registered Office: 40 New Bond Street  
London W1S 2RX

By order of the Board

**Miles Thomas**  
Company Secretary

Registered in England and Wales No. 05350159

## Notes

1. A member entitled to attend the meeting is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at the meeting. A proxy need not be a member of the Company. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by the member. A member wishing to appoint more than one proxy should contact the Company's registrars, Neville Registrars.
2. A form of proxy for use in relation to the meeting is enclosed. To be valid, the form of proxy and any power of attorney or other authority under which it is signed (or a notarially certified copy of such power or authority) must be deposited with the Company's registrars, Neville Registrars, by 10 a.m. on Friday 8 May 2009 or, in the case of an adjourned meeting, not less than 48 hours before the time appointed for the holding of the adjourned meeting. Completion and return of the form of proxy will not prevent a member from attending and voting at the meeting in person.
3. In accordance with article 90 of the Company's articles of association, to be entitled to attend and vote at the meeting (and for the purpose of the determination by the Company of the number of votes that may be cast), members must be entered in the register of members of the Company at 10 a.m. on Sunday 10 May 2009 (or, if the meeting is adjourned, at 10 a.m. on the day which is two days before the date fixed for the adjourned meeting). Changes to the register of members after the relevant deadline will be disregarded in determining the rights of any person to attend and/or vote at the meeting.
4. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives ([www.icsa.org.uk](http://www.icsa.org.uk)) for further details of this procedure. The guidance includes a sample form of representation letter if the chairman is being appointed as described in (i) above.