

**Rockhopper Exploration Plc (“Rockhopper”)  
Finance Committee – Terms of Reference**

**1 Membership**

- 1.1 Members of the Finance Committee shall be appointed by the Board, on the recommendation of the Nomination Committee. The Finance Committee shall be made up of at least three members. All of them, numbers permitting, shall be Rockhopper non-executive directors.
- 1.2 Only members of the Finance Committee have the right to attend Finance Committee meetings. However, other directors may be invited to attend all or part of any meeting as and when appropriate.
- 1.3 Appointments to the Finance Committee shall be for a period of up to three years, which may be extended for a further two three year periods.
- 1.4 The Board shall appoint one member of the Finance Committee to be the Finance Committee chairman. In the absence of the Finance Committee chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

**2 Secretary**

- 2.1 The company secretary, or any other person selected for the task by the Finance Committee, shall act as the secretary of the Finance Committee.

**3 Quorum**

- 3.1 The quorum necessary for the transaction of business shall be two members. A duly convened meeting of the Finance Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Finance Committee.

**4 Frequency of Meetings**

- 4.1 The Finance Committee shall meet as often and at such times as the Finance Committee chairman shall require. (Members other than the Finance Committee chairman shall also have the right to call for a meeting of the Finance Committee if it seems to them to be necessary).

**5 Notice of Meetings**

- 5.1 Meetings of the Finance Committee shall be summoned by the secretary of the Finance Committee at the request of any of its members.

- 5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Finance Committee, any other person required to attend and all other non-executive directors, no later than five working days before the date of the meeting. Supporting papers shall be sent to Finance Committee members and to other attendees as appropriate, at the same time.

## **6 Minutes of Meetings**

- 6.1 The secretary shall minute the proceedings and resolutions of all meetings of the Finance Committee, including recording the names of those present and in attendance.
- 6.2 Minutes of Finance Committee meetings shall be circulated promptly to all members of the Finance Committee and, once agreed, to all members of the Board.
- 6.3 The Finance Committee chairman shall report to the Board at each Board meeting on all Finance Committee proceedings which have taken place since the last Board meeting.

## **7 Annual General Meeting**

- 7.1 The Finance Committee chairman shall attend the Annual General Meeting and shall be prepared to respond to any shareholder questions on the Finance Committee's activities.

## **8 Duties**

The Finance Committee shall:-

- 8.1 Research and investigate potential sources of funds for Rockhopper and its current and planned for business activities;
- 8.2 Assess and evaluate the merits of alternative forms of financing and alternative sources or providers of finance to Rockhopper, having regard to the business activities which Rockhopper is or may be engaged in;
- 8.3 Consider and make proposals and recommendations to the Board as to the cost, viability, timing, implementation and execution of finance for Rockhopper's current and planned activities and whether with a view to improving liquidity in Rockhopper's shares or otherwise; and
- 8.4 Undertake all such other research, assessment and other activities as may be required by the Board which are ancillary to the activities listed in paragraphs 8.1, 8.2 and 8.3 above.
- 8.5 Review regularly (or as part of the annual business plan) the tax planning of the Company to take into account the relationships between the Company and its subsidiaries and make proposals and recommendations to the Board on possible tax strategies and planning that would result on an efficient international tax and/or UK structure for the companies and their inter-company equity funding.

- 8.6 Consider and make proposals and recommendations on the cash management of surplus funds pending utilisation in the business;
- 8.7 Assess and identify the financial, operational and liquidity risks which the company might incur and make proposals and recommendations to the Board on mitigating those risks to the extent appropriate for the protection of the business and shareholder value.

9. Authority-

The Committee is authorised to and will be given sufficient resources to:

- (i) exercise all authority as delegated to it by the Board; and
- (ii) seek any information it requires from any employee, Nominated Adviser (NOMAD) or broker of the Company in order to perform its duties; obtain at the Company's expense external legal or other professional advice concerning matters within its terms of reference;

10 Other Matters-

The Committee shall, on a regular basis, review its performance to ensure it is operating at maximum effectiveness.