

19 May 2016

RIVERSTONE ENERGY LIMITED
("REL" or the "Company")

Results of the Annual General Meeting ("AGM")

The Company is pleased to announce that, at the Third AGM held at 10.30 a.m. (BST) on 19 May 2016, each of the Resolutions were duly passed without amendment.

The details of each resolution are as follows:

ORDINARY RESOLUTIONS

Resolution 1

IT WAS RESOLVED to receive and consider the annual audited financial statements of the Company for the year ended 31 December 2015.

For (including discretionary)	57,481,884 votes
Against	0 votes
Withheld	0 votes

Resolution 2

IT WAS RESOLVED to re-appoint Ernst & Young LLP (Guernsey) as Auditor.

For (including discretionary)	57,440,973 votes
Against	40,911 votes
Withheld	0 votes

Resolution 3

IT WAS RESOLVED that the Board of Directors determine the remuneration of the Auditor.

For (including discretionary)	57,481,884 votes
Against	0 votes
Withheld	0 votes

Resolution 4

IT WAS RESOLVED to re-elect Peter Barker as a director.

For (including discretionary)	57,481,884 votes
Against	0 votes
Withheld	0 votes

Resolution 5

IT WAS RESOLVED to re-elect Patrick Firth as a director.

For (including discretionary)	57,481,884 votes
Against	0 votes
Withheld	0 votes

Resolution 6

IT WAS RESOLVED to re-elect Richard Hayden as a director.

For (including discretionary)	57,481,884 votes
Against	0 votes
Withheld	0 votes

Resolution 7

IT WAS RESOLVED to re-elect Pierre F. Lapeyre as a director.

For (including discretionary)	57,288,847 votes
Against	193,037 votes
Withheld	0 votes

Resolution 8

IT WAS RESOLVED to re-elect David M. Leuschen as a director.

For (including discretionary)	57,288,847 votes
Against	193,037 votes
Withheld	0 votes

Resolution 9

IT WAS RESOLVED to re-elect Claire Whittet as a director.

For (including discretionary)	57,481,884 votes
Against	0 votes
Withheld	0 votes

Resolution 10

IT WAS RESOLVED to elect Ken Ryan as a director.

For (including discretionary)	57,288,847 votes
Against	193,037 votes
Withheld	0 votes

Resolution 11

IT WAS RESOLVED to elect Jeremy Thompson as a director.

For (including discretionary)	57,481,884 votes
Against	0 votes
Withheld	0 votes

In accordance with LR 9.6.18, details of those resolutions passed, which were not ordinary business of the AGM, follow:-.

Resolution	Votes For (including discretionary)		Votes Against		Votes Withheld*
12 – Special	57,481,884	(100%)	0	(0%)	0
13 – Special	54,981,884	(95.65%)	2,500,000	(4.35%)	0

*A vote withheld is not a vote in law and is therefore not counted towards the proportion of votes “for” or “against” the Resolution.

Resolution 12

That the Company be and is hereby generally and unconditionally authorised in accordance with the Companies (Guernsey) Law, 2008, as amended (the “Companies Law”) (subject to the Listing Rules made by the UK Listing Authority and all other applicable legislation and regulations), to make market acquisitions (as defined in the Companies Law), to make market acquisitions (as defined in the Companies Law) of each class of its shares (either for the retention as treasury shares for resale or transfer, or cancellation), PROVIDED THAT:

- a. the maximum number of shares authorised to be purchased shall be 12,663,562 ordinary shares (being 14.99 per cent. of the shares in issue (excluding shares held in treasury) as at the latest practicable date prior to the date of publication of this document);
- b. the minimum price (exclusive of expenses) which may be paid for an ordinary share shall be one penny;
- c. the maximum price which may be paid for an ordinary share is an amount equal to the higher of: (a) 105 per cent. of the average of the middle market quotations for an ordinary share on the relevant market for the five business days immediately preceding the date on which the share is purchased; and (b) the higher of (i) the price of the last independent trade for a share and (ii) the highest current independent bid for an ordinary share at the time of purchase; and
- d. the authority hereby conferred shall expire at the annual general meeting of the Company due to be held in 2017 unless such authority is varied, revoked or renewed prior to such date by a special resolution of the Company in a general meeting save that the Company may make an offer or agreement to acquire shares under this authority before its expiry which will or may be executed wholly or partly after its expiration and the Company may make an acquisition of shares pursuant to such an offer or agreement as if the authority had not expired.

Resolution 13

That, in accordance with Article 6.7 of the Articles, the Directors be empowered to allot and issue (or sell from treasury) (i) 8,448,006 ordinary shares in the Company (being 10 per cent. of the ordinary shares in issue as at the latest practicable date prior to the date of this notice) for cash and (ii) an unlimited number of ordinary shares in accordance with the Performance Allocation Reinvestment Agreement dated 23 September 2013 between the Company and Riverstone Energy Limited Capital Partners L.P., acting by its general partner Riverstone Holdings II Cayman, Ltd. (“RELCP”), pursuant to which RELCP agrees to reinvest the portion of each Performance Allocation (as defined and described in the Prospectus) attributable to RELCP, as if the pre-emption rights contained in the Articles did not apply to the allotment and issue (or sale from treasury) for the period expiring on the date falling 15 months after the date of passing of this Resolution 13 or the conclusion of the next annual general meeting of the Company in 2017, whichever is the earlier, save that the Company may before such expiry make offers or agreements which would or might require shares to be allotted and issued (or sold) after such expiry and the Directors may allot and issue (or sell) shares in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution 13 has expired.

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About Riverstone Energy Limited:

REL is a closed-ended investment company that invests exclusively in the global energy industry, with a particular focus on the exploration & production and midstream sectors. REL aims to capitalise on the opportunities presented by Riverstone's energy investment platform. REL is a member of the FTSE 250 and its ordinary shares are listed on the London Stock Exchange, trading under the symbol RSE. To date, REL has made 16 investments spanning conventional and unconventional oil and gas activities in the Gulf of Mexico, Continental U.S., Western Canada, the U.K. North Sea, the Norwegian Sea, Mexico and credit.

For further details, see www.RiverstoneREL.com

Neither the contents of Riverstone Energy Limited's website nor the contents of any website accessible from hyperlinks on the websites (or any other website) is incorporated into, or forms part of, this announcement.

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