

14 May 2015

RIVERSTONE ENERGY LIMITED

RESULT OF ANNUAL GENERAL MEETING (the "AGM")

Riverstone Energy Limited ("REL" or the "Company") is pleased to announce that, at the Second AGM held at 10.30 am on 13 May 2015, each of the Resolutions were duly passed without amendment.

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	41,478,743	(100.00%)	0	(0.00%)	0
13 - Special	41,477,707	(99.99%)	1,036	(0.01%)	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) 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 11,397,205 ordinary shares (being 14.99 per cent. of the ordinary 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 ordinary share is purchased; and (b) the higher of (i) the price of the last independent trade for an ordinary 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 next annual general meeting of the Company due to be held in 2016 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) 7,603,206 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 2016, 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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