



26 January 2010

**Heritage Oil Plc**  
**("Heritage" or the "Company")**

**HERITAGE OIL ANNOUNCES SHAREHOLDERS APPROVE PROPOSED  
TRANSACTION AT GENERAL MEETING**

**GENERAL MEETING**

Heritage Oil Plc (LSE: HOIL), an independent upstream exploration and production company, is pleased to announce that at its General Meeting, held yesterday, all resolutions put to Shareholders were duly passed.

**Summary of Resolutions:**

**RESOLUTION 1:** Approval for the proposed disposal by the Company of its entire interests in Block 1 and Block 3A ("the Disposed Assets") in Uganda as described in the circular to holders of Ordinary and Exchangeable shares, dated 21 December 2009 (the "Circular") either to Tullow Uganda Limited ("Tullow") or ENI International B.V. ("Eni) on the same terms and conditions.

**RESOLUTION 2:** Approval for the Directors to be authorised to buy back shares, subject to conditions laid out in the Circular.

Set out below are the voting results in respect of the resolutions proposed at the meeting. The number of shares carrying voting rights in Heritage in issue at that date was 287,866,938.

Description	For		Against	Withheld
	Votes	% Votes Cast	Votes	Votes
<b>RESOLUTION 1</b>	213,181,686	99.99	6,003	686,509
<b>RESOLUTION 2</b>	213,738,731	99.99	4,165	131,303

**UPDATE**

With the approval of the Shareholders for the sale of the Disposed Assets now received, the principal outstanding condition to the sale of the Disposed Assets is the formal approval by the Ugandan Government who will decide, in their role as final arbiter, which of the proposed purchasers to accept. Heritage will apply for formal approval from the Ugandan Government for the sale of the Disposed Assets as soon as possible and expects the transaction to complete in the first quarter.

**Tony Buckingham, Chief Executive Officer, commented:**

*"We are delighted that our shareholders have voted to accept the transaction, moving us one step further towards completion. These results prove the overwhelming support for this*

*transaction and the Board's strategy. I would like to extend thanks to our shareholders for their support."*

- ends -

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**Notes to Editors**

- Heritage is listed on the Main Market of the London Stock Exchange and is a constituent of the FTSE 250 Index. The trading symbol is HOIL. Heritage has a further listing on the Toronto Stock Exchange (TSX: HOC).
- Heritage is an independent upstream exploration and production company engaged in the exploration for, and the development, production and acquisition of, oil and gas in its core areas of Africa, the Middle East and Russia.
- Heritage has a producing property in Russia and exploration projects in Uganda, the Kurdistan Region of Iraq, the Democratic Republic of Congo, Malta, Pakistan, Tanzania and Mali.
- For further information please refer to our website, **www.heritageoilplc.com**

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**FORWARD-LOOKING INFORMATION:**

Except for statements of historical fact, all statements in this news release – including, without limitation, statements regarding production estimates and future plans and objectives of Heritage – constitute forward-looking information that involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate; actual results and future events could differ materially from those anticipated in such statements. Factors that could cause actual results to differ materially from anticipated results include risks and uncertainties such as: risks relating to estimates of reserves and recoveries; production and operating cost assumptions; development risks and costs; the risk of commodity price fluctuations; political and regulatory risks; and other risks and uncertainties as disclosed under the heading "Risk Factors" in its Prospectus and elsewhere in Heritage documents filed from time-to-time with the London Stock Exchange and other regulatory authorities. The completion of the sale of the Disposed Assets is subject to certain conditions, some of which are beyond the control of the Company. Further, any forward-looking information is made only as of a certain date and the Company undertakes no obligation to update any forward-looking information or statements to reflect events or circumstances after the date on which such statement is made or reflect the occurrence of unanticipated events, except as may be required by applicable securities laws. New factors emerge from time to time, and it is not possible for management of the Company to predict all of these factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking information.