

08-01-98

Company Number: 405724

THE COMPANIES ACT 1985 TO 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS OF

SHELL COAL INTERNATIONAL LIMITED

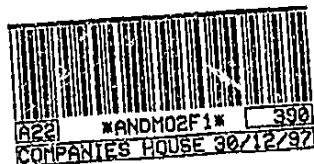
Passed the 17th day of December 1997

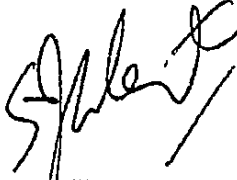
ORDINARY RESOLUTIONS

1. "THAT the authorised share capital of the Company be and is hereby increased beyond the registered capital of £75,000 to £3,075,000 by the creation of 3,000,000 ordinary shares of £1.00 each."
2. "THAT the Directors be and are hereby authorised to issue and allot any of the unissued 3,000,000 ordinary shares of £1.00 each in the authorised share capital of the Company at the date hereof for a cash consideration or otherwise subject to the Company's Articles of Association during the period of one year from the date of the passing of the resolution."

SPECIAL RESOLUTION

3. "THAT sub-section (1) of section 89 and sub-sections (1) to (6) inclusive of section 90 of the Companies Act 1985 are hereby excluded from applying to any allotment of shares of the Company pursuant to the authority conferred by resolution No.2 hereof."



  
G J West  
SECRETARY