

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

NABORS EUROPE LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at *Barbwood House*
69 Old Broad St., London on *13 November* 1996 the following Resolutions were duly
passed as Special Resolutions:-

- 1 That the completion by the directors of a guarantee (in the form produced to the meeting) in respect of the obligations of those companies listed in the Schedule attached thereto, and the assumption by the Company of the obligations contained therein be hereby approved by the Company, notwithstanding that Peter Milne and Michael Salter are also directors of respectively Euros Power Limited, Unigroup Finance Limited, KCA Engineering Limited, Abbot Group plc, Nabors Drilling and Energy Services (UK) Limited and Thistle Well Services Limited (in the case of Peter Milne) and Abbot Group plc, Nabors Drilling and Energy Services (UK) Limited and Thistle Well Services Limited (in the case of Michael Salter) being the companies listed in the Schedule attached thereto.
- 2 That the completion by the directors of a guarantee (in the form produced to the meeting) and the assumption by the Company of the obligations contained therein, and the execution by the Company of a debenture (in the form produced to the meeting) and the creation by the Company of the security contained therein, and the giving of the financial assistance for the acquisition of its shares in the terms of the guarantee and the debenture aforesaid and by its subsidiaries, in each case in the manner described in the draft statutory declarations of the directors (in the form produced to the meeting), be and is hereby approved.

Dated: *13 November* 1996


CHAIRMAN

