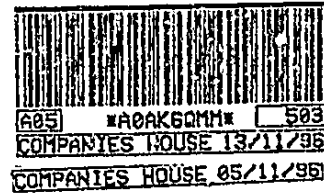


COMPANY NO: 1280142



## THE COMPANIES ACTS 1985 AND 1989

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### COMPANY LIMITED BY SHARES

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### RESOLUTIONS

of

### EXCO INTERNATIONAL PLC

*Dated: 14th October 1996*

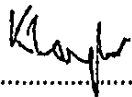
In accordance with Article 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended by the Companies (Tables A to F) (Amendment) Regulations 1985, we, being all the members of the Company who would at the date of these resolutions have been entitled to vote upon them as if they had been proposed at a general meeting at which we were present, pass the following resolutions Nos. 1 and 2 as ordinary resolutions and No. 3 as a special resolution:

### RESOLUTIONS

1. **THAT** the authorised share capital of the Company be and is hereby increased from £732,000 to £1,000,000 by the creation of an additional 268,000 ordinary shares of £1

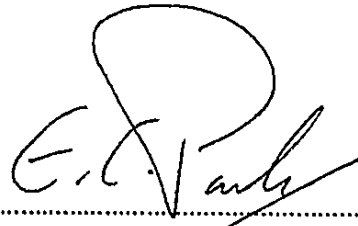
each ranking pari passu in all respects with the existing issued ordinary share capital of the Company.

2. **THAT** the directors be generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985 (the "Act") to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £268,332 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on 14 October 2001. The Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement.
3. **THAT** the directors shall have the power to exercise the authority conferred upon them by the above resolution to allot the shares up to the nominal amount of the authorised but unissued share capital of the Company as if Section 89(1) of the Companies Act 1985 did not apply.



.....  
(for and on behalf of  
**EXCO PLC**)

14/10/96



.....  
(for and on behalf of  
**EXCO NOMINEES LIMITED**)