

PRIVATE COMPANY LIMITED BY SHARES**WRITTEN RESOLUTION**

of

VIKING UK GAS LIMITED

(the "Company")

(Passed on 22 May 2009)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company (the "Directors") propose that the following resolution is passed as a special resolution (the "Resolution"):

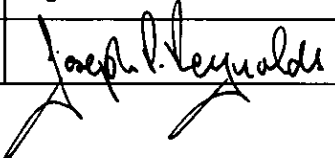
SPECIAL RESOLUTION**THAT:**

1. the draft regulations attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the articles of association of the Company.

AGREEMENT:

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, being persons entitled to vote on the Resolution on 22 May 2009, hereby irrevocably agree to the Resolution:

Name of Shareholder	Class of shares held	Signature	Date
Viking Petroleum UK Limited	Ordinary Shares		<u>22 May 2009</u>

NOTES:

1. This written resolution also represents a class meeting of the above listed classes of shareholders, as permitted by section 281(1) of the Companies Act 2006.
2. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version to the Company using one of the following methods:

By hand: delivering a signed copy to Graham May at Viking UK Gas Limited, Knapton Generating Station, East Knapton, Malton, North Yorkshire, YO17 8JF;

Post: returning the signed copy by first class post to Graham May at Viking UK Gas Limited, Knapton Generating Station, East Knapton, Malton, North Yorkshire, YO17 8JF; or

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to Graham May at graham@millersassociates.com. Please enter "Written resolutions dated



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22 May 2009" in the e-mail subject box.

If you do not agree to the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.

3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless, by 31 May 2009, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or on this date.
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
6. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

The Companies Act 1985

(As amended by the Companies Act 2006)

Private Company Limited by Shares

ARTICLES OF ASSOCIATION

of

VIKING UK GAS LIMITED¹

(Amended by Special Resolution passed on 22 May 2009)

PRELIMINARY

1. (a) Subject as hereinafter provided the Regulations incorporated in Table A as set out in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended and hereinafter called "Table A" shall apply to the Company.
- (b) The Articles hereinafter contained, together with the Regulations incorporated in Table A subject to their exclusion or modification hereinafter expressed, shall constitute the Regulations of the Company.
- (c) Any reference in these Articles to "the 1985 Act" shall mean the Companies Act 1985 and any reference to "the 2006 Act" shall mean the Companies Act 2006 as amended or extended by any other enactment.
- (d) "communication" means the same as in the Electronic Communications Act 2000.
- (e) "electronic communication" means the same as in the Electronic Communications Act 2000.

INTERPRETATION

2. In Regulation 1 of Table A there shall be inserted before the words "office" and "secretary" the word "the" and between the words "regulations" and "the Act" the words "and in any regulations adopting in whole or in part the same".

ALLOTMENT OF SHARES

3. (a) Subject to the provisions hereinafter expressed, the Directors are authorised for the purposes of section 80 of the 1985 Act to exercise the power of the Company to allot shares to the amount of the authorised but unissued share capital of the Company at the date hereof and the Directors may allot, grant options over or otherwise dispose of such shares to such persons, on such terms and in such manner as they think fit provided always that:

¹ By Special Resolution passed on 4 August 1995 the name of the Company was changed from Taylor Woodrow Energy Limited to Kelt U.K. Limited. By Special Resolution passed on 2 March 1999 the name of the Company was changed from Kelt U.K. Limited to Perenco U.K. Limited. By Special Resolution passed on 11 December 2003 the name of the Company was changed from Perenco U.K. Limited to Tullow UK Gas Limited.

- (i) save as provided in sub-paragraph (ii) below, the authority hereby given to the Directors to exercise the power of the Company to allot shares shall expire five years after the date of incorporation of the Company;
- (ii) the Members in General Meeting may by Ordinary Resolution:
 - (A) renew the said authority (whether or not it has been previously renewed) for a period not exceeding five years (unless the Company elects by elective resolution to modify the duration of authority pursuant to Section 80A of the 1985 Act), but such Resolution shall comply with the relevant provisions of the 1985 Act and the 2006 Act;
 - (B) revoke or vary any such authority (or renewed authority);
- (iii) notwithstanding the aforementioned provisions of sub-paragraphs (i) and (ii) the Company may make an offer or agreement which would or might require shares to be allotted after such authority has expired and in pursuance of such an offer or agreement the Directors may allot shares notwithstanding that such authority or renewed authority has expired.

Any reference hereto to the allotment of shares shall include a reference to the grant of any right to subscribe for, or to convert any security into shares, but shall not include any reference to the allotment of shares pursuant to such a right.

SHARES

- 4. (a) Subject to Chapter VII of Part V of the 1985 Act, and to the Regulations of the Company, the Company may purchase its own shares (including redeemable shares) whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.
 - (b) Regulation 35 of Table A shall not apply to the Company.
 - (c) Subject to Chapter VII of Part V of the 1985 Act, any shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, at the option of the Company or the shareholder, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine, and whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.
5. Regulation 8 of Table A shall read and be construed to provide as follows:

The Company shall have a first and paramount lien on every share (other than shares which have been mortgaged or charged by way of security to any bank, institution or other person, or any nominee of such bank, institution or other person) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share. The directors may at any time declare any share (other than shares which have been mortgaged or charged by way of security to any bank, institution or other person, or any nominee of such bank, institution or other person) to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share (other than shares which have been mortgaged or charged by way of security to any bank, institution or other person, or any nominee or such bank, institution or other person) shall extend to any amount payable in respect of it."

TRANSFER OF SHARES

- 6. Subject to these Articles the shares of the Company may be transferred at any time.

7. Regulation 24 in Table A shall be read and construed as if the words:

"However, the directors may not refuse to register any transfer where such a transfer is executed by any bank, institution or other person to whom such shares have been mortgaged or charged by way of security, or by any nominee of such bank, institution or other person, pursuant to the power of sale under such security, and a certificate by any official of such bank, institution or other person or a nominee of such bank, institution or other person that the shares were so mortgaged or charged and the transfer was so executed shall be conclusive evidence of such facts," were included at the end thereof.

8. Regulation 26 of Table A shall not apply to the Company.

9. The instrument of transfer of a fully paid share shall be executed by or on behalf of the transferor and in the case of a share which is not fully paid, the instrument of transfer shall in addition be executed by or on behalf of the transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of Members in respect thereof.

GENERAL MEETINGS AND RESOLUTIONS

10. (a) Any proxy appointed by a member of the Company in accordance with Section 324 of the 2006 Act shall be entitled to vote on a show of hands as well as on a poll, provided that no person present shall be entitled to more than one vote on a show of hands save as provided in paragraph 10(c) below.
- (b) In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
- (c) In every notice convening a General Meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, or a show of hands to vote instead of him and that such proxy need not also be a Member.
- (d) Regulations 38 and 59 of Table A shall be modified accordingly.
- (e) Proxies may be deposited at the Registered Office of the Company at any time before the time of the Meeting for which they are to be used unless otherwise specified in the notice convening such Meeting. The Directors may at their discretion treat an electronic communication appointing a proxy as a proxy for the purposes of this Article. Regulation 62 of Table A shall be modified accordingly.
11. A Resolution in writing signed or approved by letter, telex, facsimile transmission or cable or by any other electronic communication by all members of the Company, who would have been entitled to vote upon it if it had been duly proposed at a General Meeting or at a meeting of any class of members of the Company, or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a General Meeting or at such a class meeting of the Company (as the case may be) duly convened and held. Any such Resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys (or, in the case of a member which is a body corporate, by a director thereof or by a duly appointed representative). Regulation 53 of Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

12. The number of the Directors may be determined by Ordinary Resolution of the Company but unless and until so fixed, there shall be no maximum number of Directors and the minimum number of Directors shall be one. In the event of the minimum number of Directors fixed by or

pursuant to these Articles or Table A being one, a sole Director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally and the quorum for the transactions of the business of the Directors shall be one. Regulation 64 in Table A shall not apply to the Company.

13. (a) The Directors shall not be required to retire by rotation and Regulations 76 to 79 (inclusive) of Table A shall not apply to the Company.
- (b) No person shall be appointed a Director at any General Meeting unless either:
 - (i) he is recommended by the Directors; or
 - (ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.
- (c) Subject to paragraph 13(b) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.
- (d) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined by the Company in General Meeting as the maximum number of Directors for the time being in force.
- (e) Regulation 84 of Table A shall be modified by the deletion of the last sentence therefrom.

PROCEEDINGS OF DIRECTORS

14. All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any other form of electronic communication which allows all persons participating in the meeting to communicate with each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group where the Chairman of the meeting then is.
15. (a) A Director who is in any way either directly or indirectly interested (whether through persons connected with him as defined in Section 252 of the 2006 Act or otherwise) in any contract, transaction or arrangement (whether or not constituting a contract and whether actual or proposed) with the Company or in which the Company is interested, shall declare the nature of his interest at a Meeting of the Directors in accordance with Sections 177 and 182 of the 2006 Act. Subject to such disclosure a Director shall be entitled to vote in respect of any such contract, transaction or arrangement (whether actual or proposed) in which he is interested and he shall be counted in reckoning whether a quorum is present.
- (b) Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.

BORROWING POWERS

16. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and

to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and to issue debentures, debenture stock or any other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DISQUALIFICATION OF DIRECTORS

17. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs and Regulation 81 of Table A shall be modified accordingly.

GRATUITIES AND PENSIONS

18. In Regulation 87 of Table A there shall be inserted between the words "the directors" and "may" the words "on behalf of the Company".

DIVIDENDS

19. No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of Part 23 of the 2006 Act which apply to the Company.

NOTICES

20. (a) Any notice or other document may be served on or delivered to any Member by the Company either;
- (i) personally, or
 - (ii) by sending it by post addressed to the Member at his registered address, or
 - (iii) by any form of electronic communication, or
 - (iv) by leaving it at his registered address addressed to the Member, or
 - (v) by any other means instructed in writing by the Member concerned and agreed by the Company.

In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Regulation 112 of Table A shall be modified accordingly.

- (b) Any notice or other document, which is sent by post, shall be deemed to have been served or delivered 24 hours after posting and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left at a registered address otherwise than by post or sent by electronic communication, shall be deemed to have been served or delivered when it was so left or sent. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. Regulation 115 of Table A shall be modified accordingly.

EXECUTION OF DOCUMENTS

21. The seal, if any, shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the

Secretary or by a second Director. Any document signed by a Director and the Secretary of the Company or by two Directors of the Company and expressed (in whatever form of words) to be executed by the Company has the same effect as if executed under the seal of the Company. A document shall only be so signed with the authority of a resolution of the Directors or a committee of the Directors. Regulation 101 of Table A shall not apply to the Company.

INDEMNITY

22. (a) The Company shall in accordance with Section 533 of the 2006 Act pay for any liability insurance and also indemnify any Director, Officer or Auditor of the Company against any liability incurred by him in defending any proceedings (whether civil or criminal) in which judgment is given in his favour or he is acquitted in any connection with an application under Section 661(3) or (4) or Section 1157 of the 2006 Act in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.
- (b) Regulation 118 in Table A shall not apply to the Company.