

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**of**

**BURMAH CASTROL OVERSEAS HOLDINGS LIMITED (the "Company")**

**(Registered in England and Wales under company number 01914868)**

**Circulation Date: 28 October 2011**

We, the undersigned, being all of the eligible members of the Company entitled to vote on the following resolutions on the Circulation Date, hereby agree to the following special resolutions (the "**Resolutions**") pursuant to the recommendation of the directors of the Company and in accordance with to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**") and the articles of association of the Company

**Special Resolutions**

- (a) **THAT** pursuant to section 641(1)(a) of the Companies Act 2006 the Company's issued share capital of 249 ordinary shares of £1 00 each be reduced by cancelling and extinguishing 248 ordinary shares, which shall reduce the issued share capital to 1 ordinary share of £1 00
- (b) **THAT** pursuant to section 641(1)(a) of the Companies Act 2006 the entire amount standing to the credit of the share premium account of the Company as at the date on which this Resolution is passed, being the sum of £264,158,232, be cancelled and extinguished
- (c) **THAT** the amount arising upon the reduction pursuant to Resolutions 1 and 2 above be credited to the profit and loss reserves of the Company
- (d) **THAT** subject thereto, the Directors be and are hereby authorised and instructed to do all such acts and things and to execute and deliver all such documents as they may, in their absolute discretion, consider necessary or desirable directly or indirectly in connection with the Resolutions

**AGREEMENT**

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



**For and on behalf of Castrol Limited**

**Date:** 28-10-11

**SATURDAY**



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COMPANIES HOUSE

## ACCOMPANYING STATEMENT TO PROPOSED WRITTEN RESOLUTION

The directors of Burmah Castrol Overseas Holdings Limited have proposed that the Resolutions be passed as special resolutions by members pursuant to section 288 of the Act

### How to agree to this resolution

You can choose to agree to all of the Resolutions or none of them but you cannot agree to only one of them. If you agree to all of the Resolutions, please indicate your agreement by signing and dating the attached written resolution and returning it to the Company using one of the following methods

- (a) **By hand** by delivering it to McGrigors LLP, 5 Old Bailey, London, EC4M 7BA,
- (b) **By post:** by posting it to McGrigors LLP, 5 Old Bailey, London, EC4M 7BA,
- (c) **By e-mail:** by attaching a scanned copy of the signed and dated document to an e-mail and sending it to karen.kaveney@pwclegal.co.uk. Please enter "Capital Reduction Written Resolution dated ~~25 October~~ 2011" in the subject box of the email

If you do not agree to the Resolutions you do not need to do anything. You will not be deemed to agree if you fail to respond.

### What is the deadline for confirming agreement?

Pursuant to section 642 of the Act, the Resolutions must be passed not more than 15 days after the date of the solvency statement relating to the reduction of capital (the date of such solvency statement being ~~25 October 2011~~), therefore unless sufficient agreement has been received for the Resolutions to be passed within 15 days after the date of the solvency statement, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period. If you do not agree to the Resolutions, you do not need to do anything. Once you have given your agreement in accordance with the steps set out above, you may not revoke such agreement.

### Joint Holders

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.

### Powers of Attorney

If you are signing this document on behalf of a person under a power of attorney or other authority you must send a copy of the relevant power of attorney or authority when returning this document.