

**BG INTELLECTUAL PROPERTY LIMITED**

**RESOLUTION OF SOLE SHAREHOLDER**

Pursuant to Section 381A of the Companies Act 1985, we the undersigned, being the sole shareholder of the above Company, hereby resolve:-

**ORDINARY RESOLUTION**

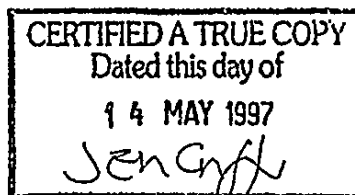
- (1) THAT THE COMPANY'S AUTHORISED SHARE CAPITAL BE INCREASED FROM £100 TO £100,000,000 BY THE CREATION OF 99,999,900 NEW ORDINARY SHARES OF £1 RANKING IN ALL RESPECTS PARI PASSU WITH THE EXISTING SHARES OF £1 EACH IN THE CAPITAL OF THE COMPANY.
- (2) THAT THE DIRECTORS BE GENERALLY AND UNCONDITIONALLY AUTHORISED, PURSUANT TO SECTION 80 OF THE COMPANIES ACT 1985, TO ALLOT ALL SHARES IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY WHICH ARE UNISSUED AT THE TIME OF THE PASSING OF THIS RESOLUTION AT ANY TIME OR TIMES DURING THE PERIOD OF FIVE YEARS FROM THE DATE HEREOF.

Dated this 14th day of May, 1997

*J Patience*

J Patience  
Secretary  
For and on behalf of BG plc

Company Number: 2842953  
Registered Office  
100 Thames Valley Park Drive  
Reading  
Berkshire  
RG6 1PT



*Secretary*

