# PGS Exploration (UK) Limited
## (the "Company")

## SHAREHOLDER WRITTEN RESOLUTIONS

### (registered number: 02904391)

In accordance with Section 381A of the Companies Act 1985 we, the undersigned, being or representing all of the members of the Company being entitled to received notice of and attend and vote at a general meeting of the Company, hereby pass the following resolutions as Written Resolutions of the Company pursuant to Article 15 of the Company's Articles of Association and agree that such resolutions shall be valid and effective for all purposes as if the same had been passed at a general meeting of the Company duly convened and held.

### Written Resolutions

**THAT:**

1    it is in the best interests of, and to the further benefit and advantage of, the Company to enter into:

    (a)    the U.S.$1,000,000,000 credit agreement (the "**Credit Agreement**") to be entered into between, amongst others, PGS as the Norwegian Borrower, PGS Finance, Inc. as the US Borrower, the Lenders and Guarantors (each as defined therein), UBS Securities LLC, Credit Suisse and Barclays Capital as Term Loan Lead Arrangers, Revolving Credit Lead Arrangers and Bookrunners and UBS AG, Stamford Branch as Term Loan Administrative Agent, Collateral Agent and Revolving Credit Syndication Agent; and

    (b)    any further documents, deeds, agreements, powers of attorney, notices, acknowledgements and certificates as may be ancillary, necessary, required or useful in connection with the Credit Agreement,

    (together the "**Finance Documents**");

2    the terms of, and the transactions contemplated by the Finance Documents be hereby approved;

3    the guarantees to be given by the Company under the Credit Agreement is in the best interests of, and to the further benefit and advantage of, the Company;

4    the execution, delivery and performance by the Company of the Finance Documents to be entered into by the Company be hereby approved and the directors or other authorised signatories of the Company with power to bind the Company are hereby instructed to take any action in connection with the negotiation, execution, delivery and performance of the Finance Documents as they shall deem necessary and appropriate;

5    the Articles of Association of the Company be altered by the deletion of Article 7 in its entirety, and that each subsequent Article be renumbered accordingly; and

**6**     the Articles of Association of the Company be altered by the replacement of Article 9 in its entirety to read as follows:

9(1)     No transfer of any shares may be registered without the approval of a member or members holding a majority in nominal value of the issued shares for the time being conferring the right to vote at general meetings of the company, and the directors shall be bound to approve a transfer which has such approval;

9(2)     Notwithstanding the provisions of Article 9(1), no member or members holding a majority in nominal value of the issued shares for the time being nor the directors shall decline to register or approve any transfer, sale, assignment, pledge, charge or disposal of shares nor may they decline to recognise or approve any instrument of transfer, sale, assignment, pledge, charge or disposal nor may they suspend registration thereof:

(a)     where such transfer, sale, assignment, pledge, charge or disposal is in favour of:

(i)     any bank or financial institution to whom such shares have been charged by way of security; or

(ii)     a nominee or transferee of any such bank or financial institution; or

**7**     where such transfer, sale, assignment, pledge, charge or disposal is executed by any bank, financial institution, nominee or transferee to whom such shares have been charged by way of security, pursuant to the power of sale under such security, and a certificate by any official of such bank or financial institution that the shares were so charged and that the transfer, sale, assignment, pledge, charge or disposal was so executed shall be conclusive evidence of such facts.

Duly authorised for and on behalf of
Petroleum Geo-Services (UK) Limited


Dated:   14  December 2005