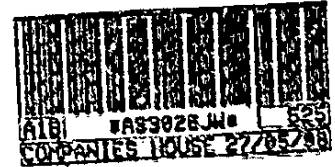


No. 3561414



**THE COMPANIES ACTS 1985 AND 1989**

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**PUBLIC COMPANY LIMITED BY SHARES**

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**SPECIAL RESOLUTION**

of

**ANGLO SIBERIAN OIL COMPANY PLC**

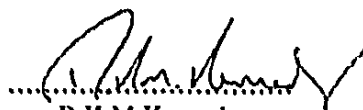
At an Extraordinary General Meeting of the Company duly convened and held at Kempson House, Camomile Street, London EC3A 7AN on 7 May 1998 at 9.00 a.m. the following resolution was duly passed as a Special Resolution of the Company:-

**SPECIAL RESOLUTION**

THAT:

1. (A) the Directors be and are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 (the "Act") to allot relevant securities (within the meaning of section 80(2) of the Act) up to an aggregate nominal amount of £5,500,000, such authority to expire on 6 May 2003 (unless previously revoked, varied or extended by the Company in general meeting) save that the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to any such offer or agreement as if such authority had not expired; and  
  
(B) the Directors be empowered (pursuant to section 95(1) of the Act) to allot equity securities as defined in section 94(2) of the Act) pursuant to the authority referred to in paragraph (A) above as if the provisions of section 89(1) of the Act did not apply to any such allotment, provided that such power shall expire at the conclusion of the first annual general meeting of the Company, (or, if sooner, the expiry of fifteen months after the passing of the resolution) and is limited to the allotment of equity securities in connection with the proposed acquisition of the entire issued share capital of Anglo Siberian Oil Company Holdings Limited;
2. the draft regulations contained in the printed document produced to the Meeting, and for the purpose of identification signed by the Chairman, be hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of the Company;

3. the Anglo Siberian Oil Company plc Share Option Scheme, a copy of the rules of which have been produced to the Meeting and for the purpose of identification signed by the Chairman, be hereby approved and established.



R K M Kennedy  
Chairman