

LOUIS DREYFUS ENERGY HOLDINGS LIMITED
(the "Company")


Written Resolutions proposed by the directors of the Company by way of **SPECIAL RESOLUTIONS** of the relevant Member of the Company passed in accordance with Chapter 2 of Part 13 of the Companies Act 2006
(Circulation date 2 November 2007)

Documents attached

- (i) the statutory declaration made by each of the Company's directors in accordance with section 173(3) of the Act,
- (ii) the auditors' report annexed to the statutory declaration in accordance with section 173(5) of the Act, and
- (iii) the draft purchase contract

RESOLVED to pass the following Resolutions as **SPECIAL RESOLUTIONS**

- 1 THAT the terms of an agreement between the Company and Louis Dreyfus Holdings Limited for the purchase by the Company of 115,000,000 Ordinary shares of US\$1 each in the capital of the Company as set out in the proposed draft contract attached (**Contract**) be approved and the Company be authorised to enter into the Contract
- 2 THAT for the purposes of section 173(2) of the Companies Act 1985 the payment by the Company out of capital of the sum of US\$110,430,738 as part payment for the purchase of 115,000,000 of its own Ordinary Shares of US\$1 each be and is hereby approved



For and on behalf of

Reed Smith Corporate Services Limited as Nominee holding 1 ordinary share of £1

Date 2 November 2007

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods –
 - (a) By Hand delivering the signed copy to the Corporate Services Department, Reed Smith Richards Butler, Minerva House, 5 Montague Close, London SE1 9BB
 - (b) By Post returning the signed copy by post to the Corporate Services Department, Reed Smith Richards Butler, Minerva House, 5 Montague Close, London SE1 9BB



- (c) By Fax faxing the signed copy to 020 7403 4221 marked "For the attention of Corporate Services Department, Reed Smith Richards Butler"
- (d) E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to rsCorporateServicesUK@ReedSmith.com Please enter "Agreement to Written resolution" 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

- 2 Once you have indicated your agreement to the Resolution you may not revoke your agreement
- 3 Unless within 28 days of the circulation date 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
- 4 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
- 5 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