

Company Number: 4946049

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

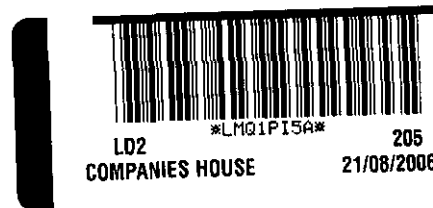
WRITTEN RESOLUTION

of

VIKING PETROLEUM UK LIMITED

(the "Company")

Dated 7 August 2006



In accordance with Regulation 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended) as incorporated and amended by the Company's Articles of Association we, TCW Global Project Fund II, Limited, Viking, LLC, Anthony Lobban, Lourens D. Erasmus and Viking International Petroleum Limited, being all the members of the Company who at the date of these Resolutions are entitled to receive notice of and to attend and vote at general meetings of the Company, **RESOLVE THAT** the following resolutions be passed as written resolutions of the Company:

SPECIAL RESOLUTIONS

1. **THAT** the articles of association annexed to this Resolution are adopted, hereby replacing the existing Articles of Association of the Company.
2. **THAT** subject to compliance with sections 155 to 158 of the Companies Act 1985 (the "Act"):
 - (a) the giving of the financial assistance for the purpose of the acquisition of the Company's shares in the form described in the statutory declaration sworn by the directors of the Company pursuant to section 155(6)(a) of the Act on the date hereof (a copy of which is attached) be approved;
 - (b) the terms of the arrangements contemplated by, and the execution, delivery and performance by:
 - (i) the Company of:
 - (A) A senior debenture and a second ranking debenture (the "UK Debentures") between the Company, RGS Energy Limited ("RGS"), UK Energy Systems Limited ("UKES"), Madison Energy Management Limited ("Madison") Viking UK Gas

Limited ("**Viking Gas**") and Credit Suisse (acting through its Cayman Islands Branch) ("**CS**");

- (B) A collateral agency and intercreditor agreement (the "**Intercreditor Agreement**") between GBGH, LLC, CS, Viking Gas, Madison, UKES, RGS, Viking Petroleum B.V. ("**VPBV**"), the Company, Marathon Capital Holdings (UK), LLC, US Energy Overseas Investments LLC and Credit Suisse International.
 - (C) A first lien guaranty (the "**First Lien Guaranty**") entered into by Madison, RGS, UKES, Viking Gas and the Company;
 - (D) A second lien guaranty (the "**Second Lien Guaranty**") entered into by Madison, RGS, UKES, Viking Gas and the Company.
- (ii) Viking Gas, being a subsidiary of the Company, of:

- (A) the UK Debentures;
- (B) the senior share charge and a second ranking share charge between GBGH, LLC, CS and Viking Gas;
- (C) the Intercreditor Agreement;
- (D) the First Lien Guaranty;
- (E) the Second Lien Guaranty,

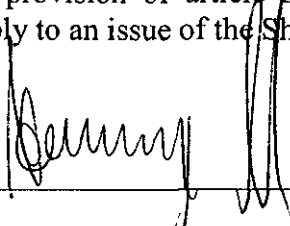
the documents referred to above at (b)(i)(A) to (b)(i)(D) being together the "**Assistance Documents**", and the documents referred to above at (b)(ii)(A) and (b)(ii)(E) being together the "**Subsidiary Assistance Documents**", be and are hereby approved.

3. **THAT**, the execution, delivery and performance by the Company and Viking Gas of, and subsequent exercise of rights under, the Assistance Documents and the Subsidiary Assistance Documents to which they are a party is in the best interests of the Company and Viking Gas.
4. **THAT**, the giving of financial assistance by the execution of, and the subsequent exercise of rights under, the Assistance Documents and the Subsidiary Assistance Documents, be and is hereby approved.
5. **RESOLVE THAT**, approval for the Company and Viking Gas to enter the Assistance Documents and the Subsidiary Assistance Documents, respectively, be and is hereby given, notwithstanding that the Company and/or Viking Gas might be held to be giving financial assistance for the purposes of Sections 151 and 152 of the Companies Act 1985.
6. **NOTE AND RESOLVE THAT**, the authorised share capital of the Company be hereby increased to £15,000,000 by the creation of an additional 14,000,000 ordinary shares of £1.00 each (the "**Shares**"), all such shares having the respective rights set

out in the articles of association of the Company as proposed to be adopted by the resolution set out above.

7. **NOTE AND RESOLVE THAT**, the provision of article 3(b) of the articles of association of the Company shall not apply to an issue of the Shares.

UK Energy Systems Limited


Duly authorised signatory for and on behalf
of UK Energy Systems Limited as attorney for
TCW Global Project Fund II, Limited, Viking,
LLC, Anthony Lobban and Lourens D. Erasmus
under powers of attorney each dated July
2006

Viking International Petroleum Limited

Duly authorised signatory for and on behalf
of Viking International Petroleum Limited

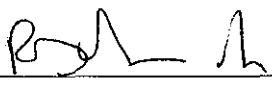
out in the articles of association of the Company as proposed to be adopted by the resolution set out above.

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UK Energy Systems Limited

Duly authorised signatory for and on behalf
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TCW Global Project Fund II, Limited, Viking,
LLC, Anthony Lobban and Lourens D. Erasmus
under powers of attorney each dated July
2006

Viking International Petroleum Limited



Duly authorised signatory for and on behalf
of Viking International Petroleum Limited

The Companies Acts 1985 to 1989

Private Company Limited by Shares

ARTICLES OF ASSOCIATION

of

VIKING PETROLEUM UK LIMITED

Preliminary

1. The Regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Regulations of the Company.

Private Company

2. The Company is a private limited company within the meaning of the Companies Act 1985 and accordingly no shares or debentures of the Company shall be offered to the public.

Shares

- 3 (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to paragraph (d) below), allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(b) After the first allotment of shares by the Directors any further shares proposed to be issued shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provision of this Article by such Special Resolution as aforesaid shall be under the control of the Directors, who may (subject to paragraph (d) below) allot, grant options over or otherwise dispose of the same to such persons, on such terms and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefore than the terms on which they were offered to the Members.

- (c) In accordance with Section 91 of the Companies Act Sections 89(1) and 90 of the said Act shall not apply to the Company.
- (d) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution.

Calls

- 3. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such nonpayment. "

Transfer of Shares

- 4. Regulation 26 in Table A shall not apply to the Company.

Redemption of Shares

- 5. Subject to the provisions of the Companies Acts, shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder, provided that the terms on which and the manner in which any such redeemable shares shall or may be redeemed shall be specified by Special Resolution before the issue thereof.

General Meetings and Resolutions

- 6. If and for so long as the Company has a sole member the provisions of Sections 322(b), 352(a) and 370(a) shall apply to the Company in that all and any contracts between the Company and the sole member if also a director, shall be recorded by the Company and further that the relevant statement shall be inserted in the register of members that the Company has, or ceases to have, a sole member.
- 7. Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Companies Act 1985 as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditor for the time being of the Company.
- 8. (a) In Regulation 40 of Table A there shall be inserted at the end thereof the words "save when the Company has only one member when such sole member shall be a quorum" .

(b) In Regulation 41 of the Table A there shall be inserted at the end thereof the words "and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum".

Appointment of Directors

- 9. (a) The number of the Directors may be determined by Ordinary Resolution of the Company but unless and until so fixed, there shall be no maximum number of Directors and the

minimum number of Directors shall be one. In the event of the minimum number of Directors fixed by or pursuant to these Articles or Table A being one, a sole Director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally and the quorum for the transaction of the business of the Directors shall be one. Regulation 64 in Table A shall not apply to the Company.

(b) The Directors shall not be required to retire by rotation and accordingly Regulations 73, 74 and 75 in Table A shall not apply to the Company and Regulations 76, 77, 78 and 79 in Table A shall be modified accordingly.

10. Any appointment or removal of any alternate Director may be made by letter, cable, telex, telegram, facsimile or radiogram or in any other manner approved by the Directors. Any cable, telex, telegram, facsimile or radiogram shall be confirmed as soon as possible by letter but is a valid appointment in the meantime. Accordingly Regulation 68 in Table A shall not apply to the Company.
11. In addition to and without prejudice to the generality of the powers conferred by Regulation 70 of Table A the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge all the undertaking and property of the Company including the uncalled capital or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
12. A Director may vote as a Director in regard to any Contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration and Regulations 94 to 97 in Table A shall be modified accordingly.
13. Any Director or member of a committee of the Directors may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications equipment whereby an persons meeting in this manner shall be deemed to constitute presence in person at such meeting.

Indemnity

14. Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. This Regulation shall have effect only in so far as its provisions are not avoided by Section 310 of the Companies Act 1985. Regulation 118 in Table A shall not apply to the Company.

Name and Address of Subscriber	Number of Shares
Viking International Petroleum PLC 14 Coach and Horses Yard Savile Row London W15 2EJ	ONE (1)

Signed
Dated

WITNESS to the above signatory:

Signed

Name:
Address