

No. 5030838

THE COMPANIES ACT 1985
WRITTEN RESOLUTION OF
ENDEAVOUR ENERGY UK LIMITED

We, the undersigned, being the sole member of the Company who (at the date of this resolution) would be entitled to attend and vote upon the resolution set out below if it had been proposed at a general meeting at which we were present, hereby agree, pursuant to Article 7 of the Company's Articles of Association, to the passing of the following resolution (which would otherwise be required to be passed as a special resolution) by way of written resolution

WRITTEN RESOLUTION

THAT:

Article 20 of the articles of association of the Company be amended by adding the following sentence

"Notwithstanding the first sentence of this Article 20, the directors shall promptly register any transfer of shares which have been charged by way of security, whether the relevant transfer is to the chargee or to its nominee or to any other person on the enforcement by the chargee of its security."

William L. Teague

for and on behalf of
Endeavour International Holding B.V.

Date: **23** October 2006

We certify this to be
a true copy
Ashurst
Ashurst

