

THE COMPANIES ACTS 1985-1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF

CHEVRONTExACO EUROPE FINANCE LIMITED

Pursuant to Section 381A of the Companies Act 1985, we the undersigned, being all the members of the above Company for the time being entitled to receive notice of, attend and vote at General Meetings, hereby unanimously pass the following Ordinary Resolutions, as if the same had been passed at a General Meeting of the Company duly convened and held:-

It was RESOLVED that the following Elective and Special Resolutions be and are hereby adopted:-

ELECTIVE RESOLUTION

"That, pursuant to Sections 366A, 252 and 386 of the Companies Act 1985 the Company hereby elects to dispense with:

- (1) the holding of the Annual General Meeting of the Company in 2005 and subsequent years;
- (2) the laying of accounts and reports before the Company in General Meeting in respect of the year ended 31st December 2005 and subsequent financial years;
- (3) the obligation to appoint Auditors annually."

SPECIAL RESOLUTION

"That, the remuneration of the Auditors shall be determined by the Directors from time to time."



TEXACO NORTH SEA U.K. COMPANY

Dated this 14th December - 2004

