

Company Number 7100894

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

NORTHERN & SHELL FINANCING NO. 2 LIMITED

(the "Company")

Circulated on *12 April* 2010 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is unanimously passed as a special resolution (the "Resolution").

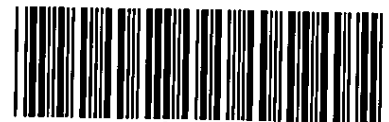
SPECIAL RESOLUTION

"**THAT**, pursuant to section 641(1)(a) of the Companies Act 2006, the Company's share capital be reduced by the sum of £990,000 by cancelling and extinguishing 990,000 ordinary shares of £1.00 each registered in the name of Northern & Shell Luxembourg Finance No. 2 S.à r.l. and that the entire share premium account of the Company, being £861,701,457, be cancelled and extinguished, and such amounts be returned to Northern & Shell Luxembourg Finance No. 2 S.à r.l. as sole shareholder of the Company by an assignment of receivables in the aggregate principal amount of £856,471,748 plus accrued but unpaid interest of £6,219,709 owed by Northern & Shell Network Limited on such date that the board of directors of the Company may determine."

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

TUESDAY



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13/04/2010

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COMPANIES HOUSE

The undersigned, the sole person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution


for and on behalf of

NORTHERN & SHELL LUXEMBOURG FINANCE NO. 2 S.A R.L

Dated: 12 April 2010

NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company
2. 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.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless sufficient agreement has been received for the Resolution to be passed before the end of the period of 28 days beginning on the Circulation Date, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before the end of this period