

STENA EXPLORER LIMITED ("COMPANY")

(Registered in Scotland - no. SC 59678)

WRITTEN RESOLUTIONS

(Passed 23 December 2004)



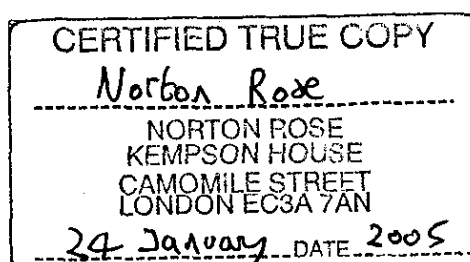
Pursuant to article 19 of the Company's articles of association the following resolutions are hereby passed as written resolutions of the Company (the "**Resolutions**");

RESOLUTIONS

- 1 **THAT** the authorised share capital of the Company be increased from £100 to £101 by the creation of 1 Special Share of £1, having the rights set out in the Articles of Association to be adopted pursuant to Resolution No.3.
- 2 **THAT** subject to the passing of Resolution No.1 above the Directors be and they are hereby generally and unconditionally authorised in accordance with section 80 Companies Act 1985 ("**CA 1985**") and in addition to any existing power to allot relevant securities, to exercise all the powers of the Company to allot relevant securities (within the meaning of the said section 80) up to an aggregate nominal amount of £1 during the period commencing on the date of the passing of this Resolution and ending five years from such date, but so that this authority shall allow the Company to make before the expiry of this authority offers or agreements which would or might require relevant securities to be allotted after such expiry and notwithstanding such expiry the Directors may allot relevant securities in pursuance of such offers or agreements.
- 3 **THAT** the articles of association of the Company, a copy of which is annexed to this resolution be adopted as the articles of association of the Company to the exclusion of and in substitution for the existing articles of association.

Signed by the sole member of the Company who at the date of these Resolutions would be entitled to receive notice of, attend and vote at a general meeting of the Company had the Resolutions been put to such a meeting. The Resolutions shall for all purposes be valid and effective as if the same had been passed, in the case of Resolutions No.1 and 2 as ordinary resolutions and in the case of Resolution No.3 as a special resolution at a general meeting of the Company duly convened and held.

CFD-#3475545-v1



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

STENA EXPLORER LIMITED

(Adopted by Written Resolution passed on 23 December 2004)

1 Preliminary

1.1 In these Articles:

"the Act" means the Companies Act 1985 (as amended);

"Ordinary Shares" means the Ordinary Shares of £1 each of the Company;

"Shares" means all the Ordinary Shares and the Special Share;

"Special Share" means the Special Share of £1 of the Company;

"the Statutes" means the Act and any statutory modification or re-enactment thereof for the time being in force and every other Act for the time being in force concerning companies and affecting the Company;

"UK" means the United Kingdom of Great Britain and Northern Ireland; and

"Table A" means Table A in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985. References to regulations are to regulations in Table A.

- 1.2 Subject as hereinafter provided, the regulations contained in Table A shall apply to the Company.
- 1.3 Regulations 38, 40, 72 to 78 inclusive, 82, 87, 88, 89, 101, 116 and 118 shall not apply to the Company, but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

2 Share capital

- 2.1 The share capital of the Company at the date of the adoption of these Articles is £101 divided into 100 Ordinary Shares and 1 Special Share.
- 2.2 The Ordinary Shares and the Special Share shall be separate classes of Shares and shall carry the rights and privileges set out in these Articles.
- 2.3 The provisions of section 89(1) of the Act shall not apply to the Company.

3 Dividends

The Special Share shall carry no rights to any dividend.

4 Return of Capital

- 4.1 The holders of Ordinary Shares shall be entitled to receive out of the surplus assets of the Company available for distribution amongst the members, in a winding up of the Company or other return of capital by the Company, an amount equal to 99.9999 per cent. of such surplus assets.
- 4.2 The holder of the Special Share shall be entitled to receive out of the surplus assets of the Company available for distribution amongst the members, in a winding up of the Company or other return of capital by the Company, an amount equal to 0.0001 per cent. of such surplus assets.

5 Voting

- 5.1 The holder(s) of the Ordinary Shares and the Special Share shall have the right to receive notice of all general meetings of the Company and to attend, speak and vote either in person (or being a corporation present by a representative) or by proxy at every general meeting and, save in relation to any resolution relating to the declaration or payment of dividends:
- (a) the Ordinary Shares shall, in aggregate, carry 44 per cent. of all votes exercisable at a general meeting of the Company;
 - (b) the Special Share shall carry 56 per cent. of all votes exercisable at a general meeting of the Company

and Regulation 54 shall be modified accordingly.

6 Variation of rights

- 6.1 The rights attached to the Ordinary Shares and the Special Share may be varied with the consent in writing of all the holders from time to time of the relevant class of Shares.
- 6.2 It shall be a variation of the rights attached to the Ordinary Shares, for which the written consent of the holder(s) of such Ordinary Shares is required, for the Company:
 - 6.2.1 to transact any business or undertake any activities which are in addition to or do not relate to the lease to or by the Company of the vessel named "Stena Explorer"; or
 - 6.2.2 to invest the Company's surplus cash other than by placing it on deposit so as to receive a market rate of interest or by lending it to other members of the Stena AB group in accordance with that group's treasury policies from time to time.

7 Lien

- 7.1 The lien conferred by regulation 8 shall apply to:
 - 7.1.1 all shares of the Company whether fully paid or not;
 - 7.1.2 to all shares registered in the name of any person indebted or under liability to the Company, whether he be the sole registered holder thereof or one of several joint holders
- and shall be for all indebtedness or other liability to the Company of any member.
- Regulation 8 shall be modified accordingly.

8 Transfer of the Special Share

- 8.1 Neither the Special Share nor any interest therein may be transferred or disposed or agreed to be transferred or disposed of (whether or not conditionally) without the prior written consent of the holder(s) of the Ordinary Shares.
- 8.2 The Directors may, in their absolute discretion and without assigning any reason, decline to register any transfer of any Share whether or not it is a fully paid share and shall refuse to register a transfer of the Special Share not made in accordance with Article 8.1. Regulation 24 shall be modified accordingly.

9 General meetings

- 9.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or an elective resolution or a resolution appointing a person as a Director shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be

called by at least 14 days' notice but a general meeting may be called by shorter notice if it is so agreed:

- 9.1.1 in the case of an annual general meeting or a meeting called for the passing of an elective resolution, by all the members entitled to attend and vote thereat; and
- 9.1.2 in the case of any other meeting, by a majority in number of the members having a right to attend and vote, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right, or such less percentage, not being less than 90 per cent., as may be specified in or pursuant to any elective resolution passed by the Company.

The notice shall specify the time and place of the meeting, the general nature of the business to be transacted and the terms of any resolution to be proposed at it and, in the case of an annual general meeting, shall specify the meeting as such.

Subject to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be given to all members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the Directors and the auditors.

- 9.2 No business will be transacted at any meeting unless a quorum is present. A quorum will be at least one member entitled to vote upon the business to be transacted.
- 9.3 A poll may be demanded at any general meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 shall be modified accordingly.
- 9.4 A resolution in writing in accordance with regulation 53 shall be deemed to have been duly executed on behalf of a corporation if signed by one of its directors or its secretary. In the case of a share held by joint holders the signature of any one of them on behalf of all such joint holders shall be sufficient for the purposes of that regulation. The Directors shall cause a record of each resolution in writing, and of the signatures to it, to be entered in a book in the same way as minutes of proceedings of a general meeting of the Company and to be signed by a Director or the secretary of the Company.
- 9.5 At or before the time a proposed written resolution is supplied to a member for signature, the Directors and the secretary of the Company shall, if the Company has auditors, secure that a copy of the resolution is sent to them, or that they are otherwise notified of its contents.
- 9.6 A proxy shall be entitled to vote on a show of hands and regulation 54 shall be modified accordingly.

10 Powers and duties of Directors

Subject to the provisions of the Statutes, a Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with

any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a Director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 94 shall be modified accordingly.

11 Appointment, removal and disqualification of Directors

- 11.1 The holder(s) of the Ordinary Shares may at any time and from time to time by a memorandum signed by a majority of them appoint up to 3 non-UK resident Directors and may remove such Directors so appointed by them and may appoint another non-UK resident Director in his stead. The holder of the Special Share may at any time and from time to time by a memorandum signed by it appoint up to 2 non-UK resident Director and may remove such Directors so appointed by them and may appoint another non-UK resident Director in his stead.
- 11.2 Any appointment or removal of Directors pursuant to Article 11.1 shall take effect at and from the time when the memorandum is lodged at the registered office of the Company or produced to a meeting of the Directors.
- 11.3 No holder of Shares shall be appointed as a Director of the Company.
- 11.4 The office of a Director shall be vacated if he is removed from office under Article 11.1. Regulation 81 shall be modified accordingly.
- 11.5 Regulation 88 shall be modified by the deletion of the third sentence thereof.

12 Rotation of Directors

- 12.1 The Directors shall not be liable to retire by rotation, and accordingly the second and third sentences of regulation 79 shall be deleted.

13 Alternate Directors

- 13.1 Any appointment or removal of an alternate Director under Table A shall be delivered at the registered office of the Company. In regulation 65 the words "approved by resolution of the directors and" shall be deleted.
- 13.2 The signature of an alternate Director to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall be deemed to be a Director for the purpose (inter alia) of signing instruments to which the Company's seal is to be affixed.

13.3 An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements with the Company and to be repaid expenses and to be indemnified to the same extent *mutatis mutandis* as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration, except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

13.4 Regulation 66 shall be modified by the deletion of the second sentence thereof.

14 Proceedings of Directors

14.1 Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the secretary at the request of a Director shall, call a meeting of the Directors which shall be held outside the UK. Questions arising at a meeting shall be decided by a majority of votes. Except in relation to any resolution relating to the declaration of or payment of dividends where each Director shall have one vote only, the Directors appointed by the holder(s) of the Ordinary Shares shall have in aggregate 44 per cent. of the votes (whether exercised on a show of hands or on a written resolution) and the Director(s) appointed by the holder of the Special Share shall have in aggregate 56 per cent of the votes (whether exercised on a show of hands or on a written resolution).

14.2 The quorum for the transaction of business of the Directors shall be two Directors.

14.3 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Chairman may determine.

14.4 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 all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

14.5 The following sentence shall be inserted after the first sentence of regulation 72: "Any committee shall have power unless the Directors direct otherwise to co-opt as a member or members of the committee for any specific purpose any person or persons although not being a Director of the Company."

14.6 The Directors shall not be entitled to any remuneration in their capacity as Directors of the Company.

- 14.7 For a signed resolution under regulation 93 to be effective it shall not be necessary for it to be signed by a Director who is prohibited by the Articles or by law from voting thereon. Regulation 93 shall be modified accordingly.

15 The seal

- 15.1 If the Company has a seal, it shall only be used with the authority of the Directors or a committee of the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or second Director. The obligation under regulation 6 relating to the sealing of share certificates shall apply only if the Company has a seal.
- 15.2 If the Company has a common seal, the Company may also have an official seal for use abroad under the provisions of the Act, where and as the Directors shall determine, and the Company may by writing under the common seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the common seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

16 Notices

- 16.1 Every Director of the Company shall be entitled to receive notices of general meetings (at his usual address or such other address as he may notify to the Company) in addition to the persons so entitled under the Statutes. The third sentence of regulation 112 shall be deleted.
- 16.2 Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 shall be modified accordingly.
- 16.3 In the first sentence of regulation 112 the words “(or at such other address, whether within or outside the United Kingdom, as he may supply to the company for that purpose)” shall be inserted after “registered address”.
- 16.4 A notice posted to an address outside the United Kingdom shall be deemed, unless the contrary is proved, to be given at the expiration of 7 days after the envelope containing it was posted and regulation 115 shall be amended accordingly.
- 16.5 Regulation 116 shall be modified by the substitution of the words “the address, if any, whether within or outside the United Kingdom” for the words “the address, if any, within the United Kingdom” in the first sentence thereof.

17 Indemnity

- 17.1 Subject to the provisions of, and so far as may be consistent with, the Statutes, but without prejudice to any indemnity to which a Director may be otherwise entitled, every Director, auditor, secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and/or discharge of his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.