

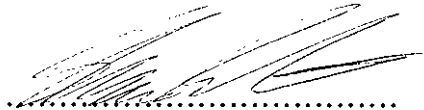
RAMCO ENERGY plc

Registered in Scotland No. 62845

SPECIAL RESOLUTION

At the Annual General Meeting of Ramco Energy plc held at Aberdeen on 29th May 1996 the following resolution was duly passed as a special resolution:

"That in accordance with Article 20 of the Articles of Association of the Company the Directors be and they are hereby empowered pursuant to and in accordance with section 95 of the Companies Act 1985 ("the Act"), to allot equity securities (as defined in section 94 of the Act) for cash as if sub-section 89 (1) of the Act did not apply to the allotment of equity securities pursuant to the provisions of that Article, provided that i) for the purpose of paragraph (c) of that Article the nominal amount shall not exceed £96,000, and ii) this power shall expire on the conclusion of the next Annual General Meeting of the Company except that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after its expiry".



Secretary

Presented by:

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