

RAMCO ENERGY plc

Registered in Scotland No. 62845

SPECIAL RESOLUTION

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

That the Articles of Association of the Company be and they are hereby amended as follows:

- i) by deletion of the existing Article 50 of the Articles of Association of the Company and the substitution of the following:

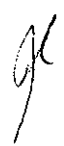
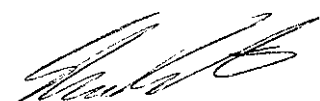
"50 Directors' Power to Refuse to Register Transfer

The Directors may, in their absolute discretion and without assigning any reason therefore, refuse to register any transfer of shares not fully paid up provided that, where any such shares are admitted to the Official List of the London Stock Exchange or are dealt in on the Unlisted Securities Market or on the Alternative Investment Market, such discretion may not be exercised in such a way as to prevent dealings in these shares from taking place on an open and proper basis. The Directors may also refuse to register any transfer of shares on which the Company has a lien.";

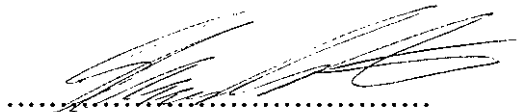
- ii) by deletion of the word "six" where it appears in Article 89 (b) of the Articles of Association of the Company and the insertion in substitution therefor of the word "seven";

- iii) by deletion of Article 103 (c) of the Articles of Association of the Company and the substitution of the following:

"(C) Save as herein provided, a Director shall not vote in respect of any contract or arrangement or any other proposal whatsoever in which he has an interest which (together with any interest of any person connected with him) is to his knowledge a material interest (otherwise than by virtue of his interests in shares or debentures or other securities of, or otherwise in or through, the Company) and if he shall do so, his vote shall not be counted. A Director shall not be counted in the quorum at a meeting in relation to any Resolution on which he is debarred from voting.";



- iv) by deletion of Article 103 (D) (iv) and the substitution of the following:
"iv) any proposal concerning any other company in which he and any persons connected with him do not to his knowledge hold an interest in shares (as that term is used in Sections 198 to 211 of the Companies Act 1985) representing 1% or more of either any class of the equity share capital, or the voting rights, in such company.

A handwritten signature in dark ink, consisting of several fluid, overlapping strokes, positioned above a horizontal dotted line.

Secretary

Presented by:

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