



SC 109608

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS
OF
PGS PRODUCTION GROUP LIMITED (the "Company")

Pursuant to Section 381A of the Companies Act 1985 ('the Act')

Passed on 22nd October 2001

WE, the undersigned sole member of the Company being the sole member who at the date hereof would be entitled to attend and vote at a general meeting of the Company, hereby resolve as follows such resolutions to take effect as elective resolutions pursuant to Section 379A of the Act.

ELECTIVE RESOLUTIONS

THAT the Company hereby elects:

- (a) to dispense with the laying of accounts and reports before the Company in general meeting, in accordance with Section 252;
- (b) to dispense with the holding of annual general meetings in accordance with Section 366(A); and
- (c) to dispense with the obligation to appoint auditors annually in accordance with Section 386,

A.R. Mackewn (Director)
for and on behalf of Petroleum Geo-Services (UK) Limited

Date: 22nd October 2001

