

22 - 05 - 02

For info only

COMPANIES ACT 1985
WRITTEN RESOLUTIONS
OF
HIGHLAND ENERGY HOLDINGS LIMITED



Registered in Scotland No. 200459

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

The following Written Resolutions were passed on 14th May 2002

1. **Re-classification of Shares**
 - a. That the existing 200,000 authorised and issued 'A' Ordinary Shares of £1 held in the name of RWE-DEA Aktiengesellschaft für Mineralöl und Chemie be and are hereby reclassified as 200,000 Ordinary Shares of £1 each having the rights attached thereto in terms of the Articles of Association adopted as of even date.
 - b. That the existing 884,266 authorised and issued 'B' Ordinary Shares of £1 held in the name of RWE-DEA Aktiengesellschaft für Mineralöl und Chemie be and are hereby reclassified as 884,266 Ordinary Shares of £1 each having the rights attached thereto in terms of the Articles of Association adopted as of even date.
 - c. That the existing 163,976 authorised and issued 'C' Ordinary Shares of £1 held in the name of RWE-DEA Aktiengesellschaft für Mineralöl und Chemie be and are hereby reclassified as 163,976 Ordinary Shares of £1 each having the rights attached thereto in terms of the Articles of Association adopted as of even date.
 - d. That the existing 10,977 authorised and issued 'D' Ordinary Shares of £1 held in the name of RWE-DEA Aktiengesellschaft für Mineralöl und Chemie be and are hereby reclassified as 10,977 Ordinary Shares of £1 each having the rights attached thereto in terms of the Articles of Association adopted as of even date.
 - e. That the existing 68,020 authorised and issued 'E' Ordinary Shares of £1 held in the name of RWE-DEA Aktiengesellschaft für Mineralöl und Chemie be and are hereby reclassified as 68,020 Ordinary Shares of £1 each having the rights attached thereto in terms of the Articles of Association adopted as of even date.
 - f. That the existing 9,000,000 authorised but unissued Preference Shares of £1.00 each be and are hereby cancelled.



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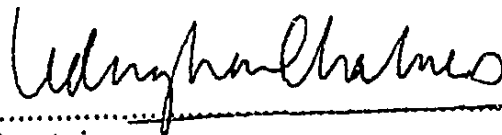
g. That the 22,546,261 cancelled Deferred Shares be and are hereby reclassified as 22,546,261 Ordinary Shares of £1.00 each."

2. **New Articles of Association**

"That the regulations contained in the printed document initialled for the purposes of identification by an authorised signatory of the Company and marked "A" be adopted as the new Articles of Association of the Company in substitution for the existing Articles of Association of the Company as adopted on 27th April 2000."

3. **Change of Name**

"That the name of the Company be changed to "RWE.Dea UK Holdings Limited.""



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Secretaries

Presented: Ledingham Chalmers
Johnstone House
52-54 Rose Street
Aberdeen
AB10 1HA