

REGISTERED COMPANY NUMBER SC 234510
(Registered in Scotland)

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS of

Cairn Energy Exploration and Production Company Limited ("the Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed:

		For	Against
(1)	AS A SPECIAL RESOLUTION: that the Company be wound up voluntarily.	X	

		For	Against
(2)	AS AN ORDINARY RESOLUTION: that Paul Dounis and Pamela Coyne both of Begbies Traynor (Central) LLP of Atholl Exchange, 6 Canning Street, Edinburgh, EH3 8EG be and are hereby appointed as joint liquidators for the purposes of such winding up and that any power conferred on them by law or by this resolution, may be exercised and any act required or authorised under any enactment to be done by them, may be done by them jointly or by each of them alone;	X	

		For	Against
(3)	AS A SPECIAL RESOLUTION: that the joint liquidators be authorised under the provisions of section 165 of the Insolvency Act 1986 to exercise the powers laid down in paragraphs 2 and 3 of Schedule 4 to the Insolvency Act 1986 namely, to make compromises with those who may have claims against the Company and those against whom the Company may have claims.	X	

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		For	Against
(4)	AS A SPECIAL RESOLUTION: that the articles of association of the Company be and are hereby altered in accordance with section 21 of the Companies Act 2006 to include the provisions of Regulation 117 of Table A of the Companies (Tables A-F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 2007 and the Companies (Tables A to F) (Amendment) (No.2) Regulations 2007.	X	

		For	Against
(6)	AS A SPECIAL RESOLUTION: that the joint liquidators be authorised to divide all or such part of the assets of the Company in specie amongst the members of the Company	X	

		For	Against
(7)	AS AN ORDINARY RESOLUTION: that the joint liquidators be entitled to receive remuneration for their services as such by reference to the time properly given by them (as liquidators) and their staff in attending to matters arising in the winding up	X	

		For	Against
(8)	AS AN ORDINARY RESOLUTION: That the joint liquidators be authorised to draw 'Category 2' disbursements out of the assets as an expense of the liquidation, at the rates disclosed in the policy statement circulated to members with these written resolutions	X	

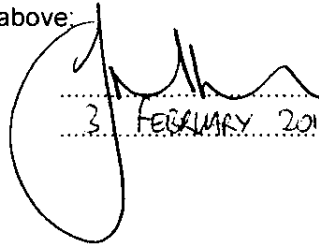
AGREEMENT

Please read the notes at the end of this document before signifying your agreement to any of the resolutions.

The undersigned, a person entitled to vote on the above resolutions on, hereby irrevocably agrees to those resolutions as indicated above:

Signed by Janice Brown

Date


3 FEBRUARY 2012

NOTES:

1. If you wish to vote in favour of a resolution please put an 'X' in the For box next to that resolution. If you wish to vote against a resolution please put an 'X' in the Against box next to that resolution or leave both boxes next to that resolution blank. Once you have indicated your voting intentions please sign and date this document and return it to the Company using one of the following methods:
 - **By Hand:** delivering the signed copy to, Julie Tait, Begbies Traynor (Central) LLP of Atholl Exchange, 6 Canning Street, Edinburgh, EH3 8EG.
 - **Post:** returning the signed copy by post to, Julie Tait, Begbies Traynor (Central) LLP of Atholl Exchange, 6 Canning Street, Edinburgh, EH3 8EG.
- If there are no resolutions you agree with, you do not need to do anything: you will not be deemed to agree if you fail to reply.
2. Once you have indicated your agreement to a resolution, you may not revoke your agreement.
3. Where, by 10 February 2012 insufficient agreement has been received for a resolution to pass, such resolution will lapse. If you agree to all or any of the resolutions, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.