THE COMPANIES ACT 1985 (AS AMENDED) **COMPANY LIMITED BY SHARES**

CAIRN UK HOLDINGS LIMITED WRITTEN RESOLUTIONS

We, the undersigned, being the sole member of Cairn UK Holdings Limited (the "Company") who, as at the date of this resolution, would have been entitled to receive notice of and attend and vote at a general meeting of the Company at which the resolutions were proposed, hereby pass the following resolutions as written resolutions pursuant to Regulation 53 of Table A as prescribed by the Companies (Tables A to F) Regulations 1985 (as amended) which Regulation applies to the Company pursuant to Article 1 of the articles of association of the Company each written resolution to have effect as if passed as an ordinary resolution of the Company at a general meeting of the Company duly convened and held:-

- 1. THAT the authorised share capital of the Company be and it is hereby increased to £251,500,000 by the creation of £30,000,000 ordinary shares of £1 each in the capital of the Company, each such ordinary share ranking pari passu in all respects with the existing ordinary shares of £1 each in the capital of the Company.
- 2. THAT in substitution for any existing authority under section 80 of the Companies Act 1985 (the "Act"), but without prejudice to the exercise of any such authority prior to the date hereof, the directors be and they are hereby generally and unconditionally authorised, pursuant to section 80 of the Act, to exercise all of the powers of the Company to allot relevant securities (as defined in section 80(2) of the Act) up to an aggregate nominal amount of the unissued share capital of the Company as at the date of the passing of this written resolution and the written resolution passed at 1 above, such authority to expire on the date falling five years from the date of this written resolution unless previously revoked, varied or extended by the Company in general meeting, save that the Company may at any time prior to the expiry of such authority make an offer or enter into an agreement which would or might require relevant securities to be allotted after the expiry of such authority and the directors may allot relevant securities in pursuance of such an offer or agreement as if such authority had not expired.

This resolution is dated | September 2006

for and on behalf of

CAIRN ENERGY PLC

COMPONIES HOUSE