

Company Number SC304517

THE COMPANIES ACTS 1985 (AS AMENDED) AND 2006

PRIVATE COMPANY LIMITED BY SHARES

CAIRN UK HOLDINGS LIMITED

RESOLUTION

(Passed on 24 November 2007)

At an Extraordinary General Meeting of Cairn UK Holdings Limited (the "**Company**"), duly convened and held at 50 Lothian Road, Edinburgh EH3 9BY on 24 November 2007 the following resolution was passed as a special resolution

SPECIAL RESOLUTION

"THAT

- (a) the terms of the draft agreement, in terms of which the Company shall purchase from Cairn Energy PLC 64,921,232 ordinary shares of £1 each in the share capital of the Company for the aggregate purchase price of £64,921,232 (the "**Contract**") between the Company and Cairn Energy PLC be and is hereby approved, and the Company be and is hereby authorised to enter into the Contract, and
- (b) the payment by the Company out of capital of the sum of £64,921,232 for the purchase of its own shares pursuant to the Contract be and is hereby approved "

Aneen Wood

Director/Secretary

