

The Companies Act 2006
The Insolvency Act 1986

Company Limited By Shares

Written Resolutions
Of
ENTERPRISE OIL OVERSEAS HOLDINGS LIMITED

Pursuant to Section 288 of the Companies Act 2006 I, being a member of the company who would, at the date of these resolutions, have been entitled to vote upon them as if they had been proposed at a general meeting at which I was present, vote as follows on the special and ordinary resolutions set out below.

Special Resolution

1. "THAT the Company be wound up voluntarily."

~~FOR/AGAINST~~

Ordinary Resolutions

2. "THAT Elizabeth Anne Bingham and Kerry Lynne Trigg of Ernst & Young LLP, 1 More London Place, London, SE1 2AF be and they are hereby appointed Joint Liquidators for the purposes of the winding up."

~~FOR/AGAINST~~

3. "THAT any act required or authorised to be done by the Joint Liquidators may be done by them jointly or by either of them acting alone."

~~FOR/AGAINST~~

4. "THAT the company's books and records be held by Shell Legal of Shell Centre, London SE1 7NA to the order of the Joint Liquidators and cannot be disposed of until the expiry of 12 months after the date of dissolution of the company and the (former) Joint Liquidators have given their prior written consent."

~~FOR/AGAINST~~

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Special Resolutions

5. "THAT the Joint Liquidators be authorised to divide all or such part of the assets of the company in specie as they shall think fit amongst the members of the company."

FOR/AGAINST

6. "THAT the Joint Liquidators be authorised under the provisions of Section 165 of the Insolvency Act 1986 to exercise any of the powers laid down in paragraphs 1 to 3A of Schedule 4 to the Insolvency Act 1986 namely, to pay any class of creditors in full, to make compromises with those who may have claims against the company and those against whom the company may have claims and to bring legal proceedings under sections 213, 214, 238, 239, 242, 243 or 423 of the Insolvency Act 1986."

FOR/AGAINST

Signature: _____



Duly authorised signatory of SHELL OVERSEAS HOLDINGS LIMITED

Name of Signatory: _____

G. Talbot

Date of signature: _____

26/6/09

Attested by

G. White

Description

Chartered Secretary