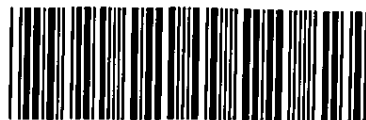


Company No. 908982

WEDNESDAY



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28/05/2008

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COMPANIES HOUSE

BP GAS MARKETING LIMITED

WRITTEN RESOLUTIONS OF THE BOARD OF DIRECTORS

The following Resolutions in Writing shall, in accordance with the Articles of Association of the Company, be deemed as effective as Resolutions passed at a Meeting of the Directors duly constituted and held on 19 September 2007

62. WRITTEN RESOLUTION

- 62.1 **IT WAS NOTED** that instead of holding an extraordinary general meeting to pass a written resolution to increase the authorised share capital of the Company, written resolutions may be passed in accordance with section 381A of the Companies Act 1985, without a meeting and without any previous notice being required, if they are signed by or on behalf of all the members of the Company who at the date of the resolution would be entitled to attend and vote at the meeting Attached is a form of resolution, which, if passed, would be effective to increase the authorised share capital of the Company from 1,000,000,000 to 1,500,000,000 by the creation of 500,000,000 ordinary shares of £1 each ranking *pari passu* in all respects with the ordinary shares of £1 each already in issue.

63. AUDITORS & APPROVAL OF WRITTEN RESOLUTION

- 63.1 **IT WAS NOTED** that in accordance with section 381B of the Companies Act 1985, a director or secretary must secure that a copy of a written resolution is sent to the Company's auditors, or that they are otherwise notified of its contents, at or before the time the resolution is supplied to a member for signature
- 63.2 **IT WAS RESOLVED** that (a) the form of written resolutions be approved and (b) the Secretary be instructed to secure that a copy of the resolutions is sent to the Company's auditors or that they are otherwise notified of their contents.

64. ALLOTMENT OF SHARES

- 64.1 A form of application, duly attached to this resolution, had been received from BP Exploration Operating Company Limited, applying for 630,000,000 ordinary shares of £1 each **IT WAS RESOLVED** that:-
- 64 1 1 630,000,000 ordinary shares of £1 each, being fully paid, be allotted to BP Exploration Operating Company Limited, and
- 64 1 2 the sealing and issue of share certificate number 104 for 630,000,000 ordinary shares of £1 each, fully paid, be authorised.


64 1.3 the secretary be instructed to arrange, for filing of the forms 88(2) and 123 with the Registrar of Companies

65.1 APPROVAL OF LONG TERM DEPOSIT AGREEMENT

65.1 IT WAS RESOLVED that the Company enter into a new long-term deposit agreement with BP International Limited denominated in GBP and to deposit £630 million in this facility

Brian Gilvary

Simon Cattle



Alan Haywood

Being all the directors of the Company in the UK in accordance with the Articles of Association

Company No. 908982

BP GAS MARKETING LIMITED

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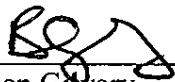
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