

Company Number: 00119961

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**PRIVATE COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTIONS**

**OF**

**BP EXPLORATION MEXICO LIMITED**

(the "Company")

Circulated on 19<sup>th</sup> November 2019 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the sole director of the Company proposes that the following resolutions be passed as special resolutions (the "Resolutions").

**SPECIAL RESOLUTIONS**

"(a) **THAT** pursuant to section 641(1)(a) of the Act (i) the issued share capital of the Company be reduced from £48,365,866 to £1.00 by cancelling and extinguishing 48,365,865 ordinary shares of £1.00 each in the share capital of the Company (the "**Reduction**"); and (ii) that subject to the completion of the Reduction, the amount of £48,365,865 be credited to the retained earnings of the Company.

(b) **THAT** following the approval of the Reduction, the 1 ordinary share of £1.00 owned by Kenilworth Oil Company Limited shall be cancelled and extinguished so that Kenilworth Oil Company Limited no longer holds any shares in the Company and BP Exploration Company Limited will be the sole shareholder of the Company. "



## AGREEMENT

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

The undersigned, being the shareholders of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

*D. Rider*  
.....

for and on behalf of

**BP Exploration Company Limited**

Dated: *20<sup>th</sup> November 2019*

*D. Rider*  
.....

for and on behalf of

**Kenilworth Oil Company Limited**

Dated: *20<sup>th</sup> November 2019*

## NOTES

Written resolution of the shareholder – BP Exploration Mexico Limited Capital Reduction

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless sufficient agreement has been received for the Resolutions to be passed before the end of the period of 28 days beginning on the Circulation Date, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.