

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**VIKING UK GAS LIMITED**

(the "Company")

(Passed on 22 May 2009)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the director of the Company (the "Director") proposes that the following resolutions are passed as ordinary resolutions:

**ORDINARY RESOLUTIONS**

**THAT:**

1. The Director be and he is hereby authorised generally and unconditionally pursuant to and in accordance with section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) up to an aggregate nominal amount of the authorised but unissued share capital.
2. Final drafts of the following agreements:
  - (a) the loan agreement pursuant to which UK Energy Systems Limited ("UKES") would loan £9,036,000 to the Company;
  - (b) the loan agreement pursuant to which UKES would loan £1,480,000 to the Company; and
  - (c) the subscription agreement pursuant to which Viking Petroleum UK Limited would subscribe for 8,500,000 ordinary shares of £1 each in the capital of the Company,

(together, the "Transaction Documents") be and they are approved, subject to such amendments (including any amendment in manuscript) as the Director may consider necessary or desirable and the Director be and is hereby authorised to take all steps as he considers necessary or desirable to give effect to the Transaction Documents and any other agreement or document falling to be executed by the Company under hand or as a deed which he may consider necessary or desirable in connection with the Transaction Documents (such approval to be conclusively evidenced by the execution of the relevant agreement or document by him or her).

3. The potential conflict of interest of the Director, as a director of the parties to the Transaction Documents other than the Company be and it is hereby approved and authorised.

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Director proposes that the following resolutions are passed as special resolutions:



### SPECIAL RESOLUTIONS

#### THAT:

1. The authorised share capital of the Company be increased from £3,100,000 to £11,600,000 by the creation of 8,500,000 ordinary shares of £1 each ranking pari passu in all respects with the existing shares of £1 each in the capital of the Company.
2. The Director be and he is hereby empowered pursuant to section 95 of the Act to allot equity securities (as defined in section 94(2) of the Act) for cash pursuant to the authority conferred by this resolution as if section 89(1) of the Act did not apply to such allotment provided that this authority and power shall expire on 18 May 2010 save that the Company may pursuant to this authority and power make offers or agreements before the expiry of this authority and power which would or might require relevant securities or equity securities (as the case may be) to be allotted after such expiry and the Director may allot relevant securities or equity securities (as the case may be) in pursuance of such offers or agreements as if the authority and power conferred by this resolution had not expired.

#### AGREEMENT:

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

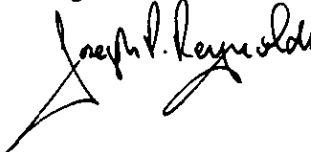
The undersigned, being the sole person entitled to vote on the Resolutions on 22 May 2009, hereby irrevocably agrees to the Resolutions:

Name of Shareholder

Signature

Date

Viking Petroleum UK Limited



22 May 2009

#### NOTES:

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 using one of the following methods:

**By hand:** delivering a signed copy to Graham May at Viking UK Gas Limited, Knapton Generating Station, East Knapton, Malton, North Yorkshire, YO17 8JF;

**Post:** returning the signed copy by first class post to Graham May at Viking UK Gas Limited, Knapton Generating Station, East Knapton, Malton, North Yorkshire, YO17 8JF;

**E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to Graham May at [graham@millersassociates.com](mailto:graham@millersassociates.com). Please enter "Written resolutions dated 22 May 2009" in the e-mail subject box.

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.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, by 31 May 2009, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.