

NEXEN ENERGY SERVICES INTERNATIONAL LTD.

(Registered in England - No 3261306)

WRITTEN RESOLUTION

CIRCULATION DATE- 16th September 2015

Pursuant to Chapter 2 of Part 13 Companies Act 2006 the directors of the Company propose that the following resolution is passed as a special resolution in accordance with section 283 Companies Act 2006

Special Resolution

IT WAS RESOLVED

- (i) THAT the capital of the Company be reduced from £722,500 17 pounds sterling divided into 21 ordinary shares of £34,404 77 each (the Ordinary Shares) to £10,500 in pounds sterling divided into 21 Ordinary Shares of £500 00 each by reducing the nominal value of each Ordinary Share from £34,404 77 to £500 00 and cancelling paid up share capital to the extent of £33,904 77 on each Ordinary Share
- (ii) THAT the resulting distributable profit of £712,000 17 (in aggregate) be retained by the Company

By Order of the Board.



Director/Secretary

Date 16th September 2015



INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006

- 1 Eligible members are members who would have been entitled to vote on the resolution on the circulation date of the written resolution
- 2 The procedure for signifying agreement by an eligible member to the written resolution is as follows
 - A member signifies his agreement to the proposed written resolution when the Company receives from him (or someone acting on his behalf) an authenticated document which both identifies the resolution to which it relates and indicates his agreement to the resolution

- The document must be sent to the Company in hard copy form or in electronic form in one of the following ways
 - **By Hand** Delivering the signed copy to **Sheila Kaul, Prospect House, 97 Oxford Road, Uxbridge, Middlesex UB8 1LU**
 - **Post** Returning the signed copy by post to **Sheila Kaul, Prospect House, 97 Oxford Road, Uxbridge, Middlesex UB8 1LU**
 - **E-mail:** By attaching a scanned copy of the signed document to an e-mail and sending it to Sheila.Kaul@nexencnoocltd.com
 - Please enter "Written Resolution dated : [] [September] 2015 in the e-mail subject box
 - A member's agreement to a written resolution, once signified, may not be revoked
 - A written resolution is passed when the required majority of eligible members have signified their agreement to it
- 3 The period for agreeing to the written resolution is the period of 28 days beginning with the circulation date (see section 297 Companies Act 2006)
- 4 If you are signing this document on behalf of a member of the Company under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION

We, being an eligible member of the Company

- 1 Confirm that we have received a copy of the above written resolution in accordance with section 291 Companies Act 2006, and
- 2 Hereby resolve and agree that the above resolutions are passed as written resolutions pursuant to section 288 Companies Act 2006 and that such resolutions shall take effect as special resolutions

Signature:


Duly authorised for and on behalf of

CNOOC UK Limited

Date **17th September 2015**