

Nexen Exploration U K Limited  
(Registered in England - No 4323945)

**WRITTEN RESOLUTIONS**

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On 28<sup>th</sup> July 2010, the resolutions were duly passed as written resolutions in accordance with the requirements of sections 288 to 300 Companies Act 2006 by the requisite majority of members of the Company

As ordinary resolutions in accordance with section 282 Companies Act 2006

- 1 THAT authorisation of any matter that would, if not so authorised, be a breach of section 175 Companies Act 2006 may be given by the Directors in accordance with section 175(5)(a) Companies Act 2006 subject to any limits or conditions which the Directors may see fit
- 2 THAT the directors of the Company should have the power given by section 550 Companies Act 2006

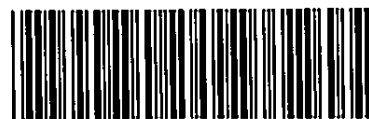
As a special resolution in accordance with section 283 Companies Act 2006

- 3 THAT the regulations contained in the printed documents attached hereto be and they are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association including the relevant provisions of the Memorandum of Association that would otherwise be treated as provisions of the Articles of Association of the Company by virtue of section 28 of the Companies Act 2006



~~Director~~/Secretary

MONDAY



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COMPANIES HOUSE

THE COMPANIES ACT 2006  
\_\_\_\_\_  
COMPANY LIMITED BY SHARES  
\_\_\_\_\_  
ARTICLES OF ASSOCIATION

of

NEXEN EXPLORATION U K LIMITED

(Adopted by Special Resolution passed on 28<sup>th</sup> July 2010)

**1 Preliminary**

1.1 In these Articles

**CA 2006** means the Companies Act 2006

a **conflict of interest** includes a conflict of interest and duty and a conflict of duties

an **interest** means a direct or an indirect interest and interested shall be construed accordingly

**electronic form** has the meaning given in section 1168 CA 2006

**Statutes** means the CA 2006 and every other statute for the time being in force concerning companies and affecting the Company (together in each such case with any orders, regulations or other subordinate legislation made under them and any statutory modification or re-enactment of them for the time being in force)

**Table A** means Table A in the Companies (Tables A to F) Regulations 1985 as amended by, inter alia, the Companies (Tables A to F) (Amendment) Regulations 1985, the Companies (Tables A to F) (Amendment) Regulations 2007 and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007. References to regulations are to regulations in Table A.

a **transaction or arrangement** means an actual or a proposed transaction or arrangement

1.2 Subject as provided below, the regulations contained in Table A shall apply to the Company

1.3 Regulations 24, 26, 32(a) and (d), 54, 64, 76 to 78 (inclusive), 85, 86, 94 to 98 (inclusive) and 101 shall not apply to the Company

- 1 4 References in these Articles to the secretary shall only apply for so long as the Company elects to have a Secretary

## **2 Limited Liability**

The liability of the members is limited to the amount, if any, unpaid on their shares

## **3 Shares**

- 3 1 The provisions of section 561(1) CA 2006 shall not apply to the Company
- 3 2 The rights attached to any existing shares shall not (unless otherwise expressly provided by the terms of issue of such shares) be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith or subsequent thereto Whenever the capital of the Company is divided into different classes of share the special rights attached to any class may be varied or abrogated either whilst the Company is a going concern or in contemplation of a winding up, only with the consent in writing of the holders of 75 per cent of the issued shares of that class

## **4 Share certificates**

Every share certificate shall either be sealed with the seal of the Company (if any) or be executed in accordance with the Statutes and regulation 6 shall be modified accordingly

## **5 Lien**

- 5 1 The lien conferred by regulation 8 shall apply to
- 5 1 1 all shares of the Company whether fully paid or not,
- 5 1 2 all shares registered in the name of any person indebted or under liability to the Company, whether he be the sole registered holder thereof or one of several joint holders,
- and shall be for all indebtedness or other liability to the Company of any member
- 5 2 Regulation 8 shall be modified accordingly

## **6 Change of name**

The name of the Company may be changed either by the members by special resolution or the Directors in accordance with Article 13

## **7 Transfer of shares**

The Directors may, in their absolute discretion, decline to register any transfer of any share, whether or not it is a fully paid share

## **8 General meetings**

- 8 1 Regulation 37 shall be modified by the deletion of the second sentence thereof and by the addition at the end of the regulation of the following sentence "If the company has only a single member, such member shall be entitled at any time to call a general meeting "
- 8 2 Regulation 41 shall be modified by the addition at the end of that regulation of the following sentence "If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved Provided that if the Company has only a single member, the preceding provisions of this regulation as to adjournment shall not apply and, if within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall be dissolved and shall not be adjourned "
- 8 3 A poll may be demanded by any member present in person or by proxy or (being a corporation) by its duly authorised representative Regulation 46 shall be construed accordingly

## **9 Validity of votes by proxies and corporate representatives**

A vote given by a proxy or by a corporate representative shall be valid notwithstanding that the proxy or corporate representative has failed to vote in accordance with the instructions of the member by whom the proxy or corporate representative was appointed and the Company shall be under no obligation to check that any vote so given is in accordance with any such instructions

## **10 Powers and duties of Directors**

- 10 1 Subject to the provisions of the Statutes, a Director may be interested in any transaction or arrangement with the Company or with any other company in which the Company is otherwise interested or in which any company which has an interest in the Company is interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor Notwithstanding his interest but subject to the provisions of the Statutes and, if relevant, to any limits or conditions imposed by the Board as referred to in Article 10 2, a Director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him
- 10 2 Where the existence of a Director's relationship with another person (an **authorised conflict**) is authorised by the Board pursuant to the Statutes (and subject to any limits or conditions imposed by the Board) or if Article 10 1 applies to the relationship, the Director shall not be in breach of the general duties he owes to the Company under the Statutes because he absents himself from any

meetings or discussions relating to the authorised conflict, makes arrangements not to receive documents and information relating to the authorised conflict sent or supplied by the Company and/or makes arrangements for such documents and information to be received and read by a professional adviser, fails to disclose to the Board or to any person any information which he obtains otherwise than as a Director and in respect of which he has a duty of confidentiality to another person, and/or fails to use or apply any such information in performing his duties as a Director

- 10 3 Subject to these Articles, the Board may cause the voting rights conferred by the shares in any other company held or owned by the Company or any power of appointment to be exercised in such manner in all respects as it thinks fit (including the exercise of voting rights in favour of any resolution appointing the Directors or any of them as directors or officers of the other company or in favour of the payment of remuneration to the directors or officers of the other company), and a Director may vote on and be counted in the quorum in relation to any of these matters

## **11 Appointment, removal and disqualification of Directors**

- 11 1 Without prejudice to the powers of the Company under section 168 CA 2006 to remove a Director by ordinary resolution, the holder or holders for the time being of more than one half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors and to remove from office any Director howsoever appointed Any such appointment or removal shall be effected by an instrument in writing authenticated by the member or members making the same or (in the case of a member being a corporation) authenticated on its behalf by one of its directors or its secretary and shall take effect upon lodgement at the registered office of the Company
- 11 2 The office of a Director shall be vacated if he is removed from office under Article 11 1 Regulation 81 shall be modified accordingly
- 11 3 Regulation 88 shall be modified by the deletion of its third sentence

## **12 Alternate Directors**

- 12 1 Any appointment or removal of an alternate Director made under the regulations shall be delivered at the registered office of the Company
- 12 2 If his appointor is for the time being absent from the United Kingdom or otherwise not available the signature of an alternate Director to any resolution in writing of the Directors shall be as effective as the signature of his appointor An alternate Director shall be deemed to be a Director for the purpose of signing instruments pursuant to Article 14
- 12 3 The provisions of Article 10 1 and 10 2 shall apply to an alternate Director to the same extent as if he was a Director and for the purposes of those provisions an alternate Director shall be deemed

to have an interest which conflicts, or possibly may conflict, with the interest of the Company if either he or his appointor has such an interest. The provisions of Article 16 shall also apply to an alternate Director to the same extent as if he was a Director. An alternate Director shall be entitled to be repaid expenses to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration, except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

12.4 Regulation 66 shall be modified by the deletion of the second sentence thereof.

### **13 Proceedings of Directors**

13.1 Regulation 89 shall be modified by the deletion of the words "may be fixed by the directors and unless so fixed at any other number"

13.2 Subject to the Articles, Directors participate in a meeting of the Board or a committee of the Board when

13.2.1 the meeting has been called and takes place in accordance with the Articles, and

13.2.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting

13.3 In determining whether Directors are participating in the meeting, it is irrelevant where any Director is or how they communicate with each other

13.4 A person so participating by being present or being in telephone communication with or by exchanging communication in electronic form with those in the meeting or with the Chairman of the meeting shall be deemed to be present in person at the meeting. However, only those directors that are participating in the meeting from within the United Kingdom shall be counted in the quorum but once a quorum has been established all directors present at the meeting shall be entitled to vote. If all the Directors counting towards the quorum in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is

13.5 A resolution passed at any meeting held in the above manner, and signed by the Chairman of the meeting, shall be as valid and effectual as if it had been passed at a meeting of the Board (or committee, as the case may be) duly convened and held

13.6 The following sentence shall be inserted after the first sentence of regulation 72 "Any committee shall have power unless the Directors direct otherwise to co-opt as a member or members of the committee any person or persons although not being a Director of the Company"

- 13 7 For a written resolution under regulation 93 to be effective, it shall not be necessary for it to be authenticated by a Director who is prohibited by the Articles or by law from voting thereon or whose vote would not have counted Regulation 93 shall be modified accordingly

## **14 The Seal**

- 14 1 If the Company has a common seal, it shall only be used with the authority of the Directors or a committee of the Directors The Directors may determine who shall sign any instrument to which the common seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary (if any) or by two Directors or by one Director in the presence of a witness who attests the signature
- 14 2 If the Company has a common seal, the Company may also have an official seal for use abroad under the provisions of the Statutes, where and as the Directors shall determine, and the Company may by writing under the common seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as may be thought fit Wherever in these Articles reference is made to the common seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid

## **15 Notices**

- 15 1 Every Director of the Company and every alternate Director shall be entitled to receive notices of general meetings (at his usual address or such other address as he may notify to the Company) in addition to the persons entitled to receive notices under the Statutes The third sentence of regulation 112 shall be deleted
- 15 2 In the first sentence of regulation 112 the words “(or at such other address, whether within or outside the United Kingdom, as he may supply to the company for that purpose)” shall be inserted after “registered address”
- 15 3 A notice sent by airmail to an address outside the United Kingdom shall be deemed, unless the contrary is proved, to be given on the fourth working day (as defined in the CA 2006) after the envelope containing it was posted and regulation 115 shall be modified accordingly A notice sent in electronic form shall be deemed, unless the contrary is proved, to be given on the first working day (as defined in the CA 2006) after the day it was sent
- 15 4 Regulation 116 shall be modified by deleting the words “the address, if any, within the United Kingdom” and inserting in their place the words “the address, if any, whether within or outside the United Kingdom”

## **16 Indemnity**

- 16 1** Regulation 118 shall be modified by the addition, at the end, of the words “or of an associated company, or in connection with the activities of the Company, or of an associated company, as a trustee of an occupational pension scheme (as defined in section 235(6) CA 2006)”