

Company No 48749

MONDAY



A10 24/12/2007 119
COMPANIES HOUSE

THE COMPANIES ACT 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

Of

SCOTTISH OILS LIMITED

BP Oil UK Limited and Kenilworth Oil Company Limited being the members of the Company who at the date of this resolution are entitled to attend and vote at a general meeting of the Company, RESOLVES, in accordance with section 381A of the Companies Act 1985, to pass the following as a written resolution

- 1 That the current article 51 be deleted and replaced with the following new article 51.

Indemnity, Defence Costs and Insurance

- 51 (A) To the extent permitted by the Act and without prejudice to any indemnity to which he may otherwise be entitled, every person who is or was a director or other officer of the Company (other than any person (whether or not an officer of the Company) engaged by the Company as auditor) shall be and shall be kept indemnified out of the assets of the Company against all costs, charges, losses and liabilities incurred by him or her (whether in connection with any negligence, default, breach of duty or breach of trust by him or otherwise) in relation to the Company or its affairs provided that such indemnity shall not apply in respect of any liability incurred by him
 - (i) to the Company or to any associated company, or
 - (ii) to pay a fine imposed in criminal proceedings, or
 - (iii) to pay a sum payable to a regulatory authority by way of a penalty in respect of non compliance with any requirement of a regulatory nature (howsoever arising), or
 - (iv) in defending any criminal proceedings in which he is convicted, or
 - (v) in defending any civil proceedings brought by the Company, or an associated company, in which judgment is given against him, or
 - (vi) in connection with any application under any of the following provisions in which the court refuses to grant him relief, namely
 - (a) section 144(3) or (4) (acquisition of shares by innocent nominee), or
 - (b) section 727 (general power to grant relief in case of honest and reasonable conduct)

