

**NEWFIELD PETROLEUM UK LIMITED**  
(No.4487586)

**WRITTEN RESOLUTIONS OF THE SOLE MEMBER OF THE COMPANY TAKEN PURSUANT TO  
SECTION 381A OF THE COMPANIES ACT 1985 (AS AMENDED)**

We being the sole member of the Company do hereby pass the following the following  
Resolutions as Ordinary Resolutions:—

**RESOLUTIONS**

THAT all the 100 Ordinary Shares of £1 each in the capital of the company be consolidated into  
one Ordinary Share of £100.

THAT the authorised share capital of the Company be increased to £100,000,000 by the creation  
of an additional 999,999 Ordinary Shares of £100 each.

THAT subject to the Articles of Association from time to time adopted by the Company, the  
Directors be generally and unconditionally authorised to allot the new shares or any of them and  
any other shares for the time being in the capital of the Company and to grant rights to subscribe  
for or convert securities into shares up to a maximum amount in any case as aforesaid equal to the  
nominal amount of authorised but unissued share capital of the Company at any time within five  
years from the date of passing this resolution to such persons in such proportions and upon such  
terms (except at a discount) as the Directors may decide.



Newfield UK Holdings  
Limited

1 December 2003

**I, Richard Saxby, as Company Secretary of Newfield Petroleum UK Limited certify that  
the above is a transcript of written resolutions signed by the sole member of the Company  
and which resolutions remain in full force and effect at the date hereof.**

