

Company Number: 1421481

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

VIKING UK GAS LIMITED

(the "Company")

Dated 7 August 2006



In accordance with Regulation 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended) as incorporated and amended by the Company's Articles of Association we, Viking Petroleum UK Limited, being the sole member of the Company who at the date of these Resolutions is entitled to receive notice of and to attend and vote at general meetings of the Company, **RESOLVE THAT** the following resolutions be passed as written resolutions of the Company:

SPECIAL RESOLUTIONS

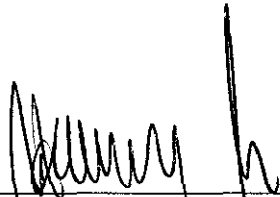
1. **THAT** the articles of association annexed to this Resolution are adopted, hereby replacing the existing Articles of Association of the Company.
2. **THAT** the objects clause of the Memorandum of Association be amended by:
 - 2.1 the addition of the following sub-clause after subclause 3(E):
 - (a) "(FF) Subject to, and always in compliance with, the provisions of Sections 155 to 158 (inclusive) of the Companies Act 1985 (the "Act") (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act."; and
 - 2.2 re-lettering the existing sub-clause 3(FF) as sub-clause 3(GG) and by the addition of the following paragraph after the new sub-clause 3(GG):
 - (b) "The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the

Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.”

3. **THAT** subject to compliance with sections 155 to 158 of the Companies Act 1985 (the “Act”):
- (a) the giving of the financial assistance for the purpose of the acquisition of the Company’s shares in the form described in the statutory declaration sworn by the directors of the Company pursuant to section 155(6)(a) of the Act on the date hereof (a copy of which is attached) be approved;
 - (b) the terms of the arrangements contemplated by, and the execution, delivery and performance by:
 - (i) the Company of:
 - (A) A senior debenture and a second ranking debenture between the Company, RGS Energy Limited (“RGS”), UK Energy Systems Limited (“UKES”), Madison Energy Management Limited (“Madison”) Viking Petroleum UK Limited (“VPUK”) and Credit Suisse (acting through its Cayman Islands Branch) (“CS”);
 - (B) A collateral agency and intercreditor agreement between GBGH, LLC, CS, VPUK, Madison, UKES, RGS, Viking Petroleum B.V. (“VPBV”), the Company, Marathon Capital Holdings (UK), LLC, US Energy Overseas Investments LLC and Credit Suisse International.
 - (C) A first lien guaranty entered into by Madison, RGS, UKES, VPUK and the Company;
 - (D) A second lien guaranty entered into by Madison, RGS, UKES, VPUK and the Company.
 - (E) A senior share charge and a second ranking share charge between GBGH, LLC, CS and the Company;
 - (ii) the documents referred to above at (b)(i)(A) to (b)(i)(E) being together the “Assistance Documents”), be and are hereby approved.

4. **THAT**, the execution, delivery and performance by the Company of, and subsequent exercise of rights under, the Assistance Documents is in the best interests of the Company.
5. **THAT**, the giving of financial assistance by the execution of, and the subsequent exercise of rights under, the Assistance Documents, be and is hereby approved.
6. **RESOLVE THAT**, approval for the Company to enter the Assistance Documents be and is hereby given, notwithstanding that the Company might be held to be giving financial assistance for the purposes of Sections 151 and 152 of the Companies Act 1985.

Viking Petroleum UK Limited



Duly authorised signatory for and on behalf
of Viking Petroleum UK Limited

The Companies Act 1985

(As amended by the Companies Act 1989)

Private Company Limited by Shares

ARTICLES OF ASSOCIATION

of

VIKING UK GAS LIMITED¹

(Amended by Special Resolution passed on 7 August 2006)

PRELIMINARY

1. (a) Subject as hereinafter provided the Regulations incorporated in Table A as set out in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended and hereinafter called "Table A" shall apply to the Company.
- (b) The Articles hereinafter contained, together with the Regulations incorporated in Table A subject to their exclusion or modification hereinafter expressed, shall constitute the Regulations of the Company.
- (a) Any reference in these Articles to "the Act" shall mean the Companies Act 1985 as amended or extended by any other enactment.
- (b) "communication" means the same as in the Electronic Communications Act 2000.
- (c) "electronic communication" means the same as in the Electronic Communications Act 2000.

INTERPRETATION

2. In Regulation 1 of Table A there shall be inserted before the words "office" and "secretary" the word "the" and between the words "regulations" and "the Act" the words "and in any regulations adopting in whole or in part the same".

ALLOTMENT OF SHARES

3. (a) Subject to the provisions hereinafter expressed, the Directors are authorised for the purposes of section 80 of the Act to exercise the power of the Company

¹ By Special Resolution passed on 4 August 1995 the name of the Company was changed from Taylor Woodrow Energy Limited to Kelt U.K. Limited. By Special Resolution passed on 2 March 1999 the name of the Company was changed from Kelt U.K. Limited to Perenco U.K. Limited. By Special Resolution passed on 11 December 2003 the name of the Company was changed from Perenco U.K. Limited to Tullow UK Gas Limited.

to allot shares to the amount of the authorised but unissued share capital of the Company at the date hereof and the Directors may allot, grant options over or otherwise dispose of such shares to such persons, on such terms and in such manner as they think fit provided always that:

- (i) save as provided in sub-paragraph (ii) below, the authority hereby given to the Directors to exercise the power of the Company to allot shares shall expire five years after the date of incorporation of the Company;
- (ii) the Members in General Meeting may by Ordinary Resolution:
 - (A) renew the said authority (whether or not it has been previously renewed) for a period not exceeding five years (unless the Company elects by elective resolution to modify the duration of authority pursuant to Section 80A of the Companies Act 1985), but such Resolution shall comply with the Act;
 - (B) revoke or vary any such authority (or renewed authority);
- (iii) notwithstanding the aforementioned provisions of sub-paragraphs (i) and (ii) the Company may make an offer or agreement which would or might require shares to be allotted after such authority has expired and in pursuance of such an offer or agreement the Directors may allot shares notwithstanding that such authority or renewed authority has expired.

Any reference hereto to the allotment of shares shall include a reference to the grant of any right to subscribe for, or to convert any security into shares, but shall not include any reference to the allotment of shares pursuant to such a right.

SHARES

- 4. (a) Subject to Chapter VII of Part V of the Act, and to the Regulations of the Company, the Company may purchase its own shares (including redeemable shares) whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.
 - (b) Regulation 35 of Table A shall not apply to the Company.
 - (c) Subject to Chapter VII of Part V of the Act, any shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, at the option of the Company or the shareholder, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine, and whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise. Regulation 3 of Table A shall be modified accordingly.
 - (d) Subject to Chapter VI of Part V of the Act, the Company may give financial assistance for the purpose of or in connection with any acquisition of shares made or to be made in the Company or its holding company.
5. Regulation 8 of Table A shall read and construed to provide as follows:

The Company shall have a first and paramount lien on every share (other than shares which have been mortgaged or charged by way of security to any bank, institution or other person, or any nominee of such bank, institution or other person) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share. The directors may at any time declare any share (other than shares which have been mortgaged or charged by way of security to any bank, institution or other person, or any nominee of such bank, institution or other person) to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share (other than shares which have been mortgaged or charged by way of security to any bank, institution or other person, or any nominee or such bank, institution or other person) shall extend to any amount payable in respect of it."

TRANSFER OF SHARES

6. Subject to these Articles the shares of the Company may be transferred at any time.

7. Regulation 24 in Table A shall be read and construed as if the words:

"However, the directors may not refuse to register any transfer where such a transfer is executed by any bank, institution or other person to whom such shares have been mortgaged or charged by way of security, or by any nominee of such bank, institution or other person, pursuant to the power of sale under such security, and a certificate by any official of such bank, institution or other person or a nominee of such bank, institution or other person that the shares were so mortgaged or charged and the transfer was so executed shall be conclusive evidence of such facts," were included at the end thereof.

8. Regulation 26 of Table A shall not apply to the Company.

9. The instrument of transfer of a fully paid share shall be executed by or on behalf of the transferor and in the case of a share which is not fully paid, the instrument of transfer shall in addition be executed by or on behalf of the transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of Members in respect thereof.

GENERAL MEETINGS AND RESOLUTIONS

10. (a) Any proxy appointed by a member of the Company in accordance with Section 372 of the Act shall be entitled to vote on a show of hands as well as on a poll, provided that no person present shall be entitled to more than one vote on a show of hands save as provided in Regulation 50 of Table A.

(b) In every notice convening a General Meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, or a show of hands to vote instead of him and that such proxy need not also be a Member.

(c) Regulations 38 and 59 of Table A shall be modified accordingly.

(d) Proxies may be deposited at the Registered Office of the Company at any time before the time of the Meeting for which they are to be used unless otherwise specified in the notice convening such Meeting. The Directors may at their

discretion treat an electronic communication appointing a proxy as a proxy for the purposes of this Article. Regulation 62 of Table A shall be modified accordingly.

11. A Resolution in writing signed or approved by letter, telex, facsimile transmission or cable or by any other electronic communication by all members of the Company, who would have been entitled to vote upon it if it had been duly proposed at a General Meeting or at a meeting of any class of members of the Company, or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a General Meeting or at such a class meeting of the Company (as the case may be) duly convened and held. Any such Resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys (or, in the case of a member which is a body corporate, by a director thereof or by a duly appointed representative). Regulation 53 of Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

12. (a) Unless and until otherwise determined by the Company in General Meeting there shall be no maximum number of Directors and the minimum number of Directors shall not be less than two.
(b) Regulation 64 of Table A shall not apply to the Company.
13. (a) The Directors shall not be required to retire by rotation and Regulations 73 to 80 (inclusive) of Table A shall not apply to the Company.
(b) No person shall be appointed a Director at any General Meeting unless either:
 - (i) he is recommended by the Directors; or
 - (ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.
- (c) Subject to paragraph (b) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.
- (d) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined by the Company in General Meeting as the maximum number of Directors for the time being in force.
- (e) Regulation 84 of Table A shall be modified by the deletion of the last sentence therefrom.

PROCEEDINGS OF DIRECTORS

14. All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any other form of electronic communication which allows all persons participating in the meeting to communicate with each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group where the Chairman of the meeting then is.
15. (a) A Director who is in any way either directly or indirectly interested (whether through persons connected with him as defined in section 346 of the Act or otherwise) in any contract, transaction or arrangement (whether or not constituting a contract and whether actual or proposed) with the Company or in which the Company is interested, shall declare the nature of his interest at a Meeting of the Directors in accordance with section 317 of the Act. Subject to such disclosure a Director shall be entitled to vote in respect of any such contract, transaction or arrangement (whether actual or proposed) in which he is interested and he shall be counted in reckoning whether a quorum is present.

(b) Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.

BORROWING POWERS

16. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and to issue debentures, debenture stock or any other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DISQUALIFICATION OF DIRECTORS

17. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs and Regulation 81 of Table A shall be modified accordingly.

GRATUITIES AND PENSIONS

18. In Regulation 87 of Table A there shall be inserted between the words "the directors" and "may" the words "on behalf of the Company".

DIVIDENDS

19. No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of Part VIII of the Act which apply to the Company.

NOTICES

20. (a) Any notice or other document may be served on or delivered to any Member by the Company either;
 - (i) personally, or

- (ii) by sending it by post addressed to the Member at his registered address, or
- (iii) by any form of electronic communication, or
- (iv) by leaving it at his registered address addressed to the Member, or
- (v) by any other means instructed in writing by the Member concerned and agreed by the Company.

In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Regulation 112 of Table A shall be modified accordingly.

- (b) Any notice or other document, which is sent by post, shall be deemed to have been served or delivered 24 hours after posting and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left at a registered address otherwise than by post or sent by electronic communication, shall be deemed to have been served or delivered when it was so left or sent. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. Regulation 115 of Table A shall be modified accordingly.

EXECUTION OF DOCUMENTS

- 21. The seal, if any, shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director. Any document signed by a Director and the Secretary of the Company or by two Directors of the Company and expressed (in whatever form of words) to be executed by the Company has the same effect as if executed under the seal of the Company. A document shall only be so signed with the authority of a resolution of the Directors or a committee of the Directors. Regulation 101 of Table A shall not apply to the Company.

INDEMNITY

- 22. (a) The Company shall in accordance with Section 310(3) of the Act pay for any liability insurance and also indemnify any Director, Officer or Auditor of the Company against any liability incurred by him in defending any proceedings (whether civil or criminal) in which judgment is given in his favour or he is acquitted in any connection with an application under Section 144(3) or (4) or Section 727 in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.
- (b) Regulation 118 in Table A shall not apply to the Company.

