

Company number:140132

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

BP SHIPPING LIMITED
(the "Company")

WEDNESDAY



A58

AYS895QC

17/12/2008

COMPANIES HOUSE

141

Circulated on 7th November 2008 (the "Circulation Date")

Resolution will lapse on 5th December 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("the 2006 Act"), the members of the Company recommend that the following resolution is passed as

A SPECIAL RESOLUTION (the "Resolution")

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 Companies Act 1985 ("the 1985 Act") and the 2006 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(4) (acquisition of shares by innocent nominee) of the 1985 Act, which will remain in force until such time that it is repealed and replaced in its entirety by section 661(3) of the 2006 Act; or
- (b) section 727 (general power to grant relief in case of honest and reasonable conduct) of the 1985 Act, which will remain in force until such time that it is repealed and replaced in its entirety by section 1157 of the 2006 Act.

(B) In article 51(A)(iv), (v) or (vi) the reference to a conviction, judgment or refusal of relief is a reference to one that has become final. A conviction, judgment or refusal of relief becomes final:

- (i) if not appealed against, at the end of the period for bringing an appeal, or
- (ii) if appealed against, at the time when the appeal (or any further appeal) is disposed of.

An appeal is disposed of:

- (i) if it is determined and the period for bringing any further appeal has ended, or
- (ii) if it is abandoned or otherwise ceases to have effect.

(C) In article 51, “associated company” in relation to the Company, means a company which is a subsidiary of the Company or a holding company of or a subsidiary of any holding company of the Company.

(D) Without prejudice to article 51(A) or to an indemnity to which a director may otherwise be entitled, and to the extent permitted by the Act and otherwise upon such terms and subject to such conditions as the directors may in their absolute discretion think fit, the directors shall have the power to make arrangements to provide a director with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceedings or in connection with an application under section 144(3) or (4) (acquisition of shares by innocent nominee) of the 1985 Act (or subsequently section 661(3) of the 2006 Act) or section 727 (general power to grant relief in case of honest and reasonable conduct) (or subsequently section 1157 of the 2006 Act) or to enable a director to avoid incurring any such expenditure.

AGREEMENT

The undersigned, members entitled to vote on the Resolution on the Circulation Date, have read the notes at the end of this document and hereby irrevocably agree to the Resolution:

for and on behalf of

BP p.l.c.

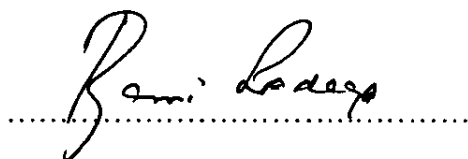
Dated: 4/12 2008



for and on behalf of

Kenilworth Oil Company Limited

Dated: 4/12/2008*



NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **Post:** by returning the signed copy to Building 200, Chertsey Road, Sunbury-on-Thames, Middlesex, TW16 7BP.
- **By Hand:** by delivering the signed copy to Building 200, Chertsey Road, Sunbury-on-Thames, Middlesex, TW16 7BP.
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to Andrea.Thomas@uk.bp.com. Please enter "Indemnity written resolution" and the company name in the e-mail subject box.

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3. Unless sufficient agreement has been received for the Resolution to pass before the end of the period of 28 days beginning on the Circulation Date, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

BP SHIPPING LIMITED
(140132)

RESOLUTION IN WRITING

The following Resolution In Writing shall, in accordance with the Articles of Association of the Company, be deemed as effective as a Resolution passed at a Meeting of the Directors duly constituted and held on 7th November 2008. This resolution replaces resolution 112 dated 5th October 2005, which is hereby revoked with immediate effect.

157. CHANGE IN ARTICLES OF ASSOCIATION

157.1 IT WAS RESOLVED that the written resolution in the form attached to these Resolutions, for the purpose of altering the Company's Articles of Association by the deletion of the current Clause 51 and the insertion of a new Clause 51, be approved and the Secretary be instructed to submit the form of the written resolution to the Member[s] for consideration and, if appropriate, signature.

157.2 IT WAS RESOLVED that, subject to the passing of the Resolution in the attached form of written resolution, the following documents also be filed with the Registrar of Companies:-

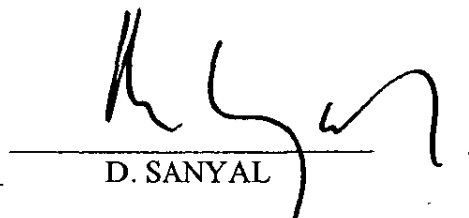
- 157.2.1** a copy of the Resolution passed by written resolution; and
- 157.2.2** a copy of the Articles of Association as amended.



D.A.J. BALDRY



D.J. RIDGWAY



D. SANYAL

Being all the directors