

No. 322365

COMPANY LIMITED BY SHARES

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
BP OIL INTERNATIONAL LIMITED

Incorporated 28th December, 1936





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 322365

I hereby certify that

PRICE'S LUBRICANTS LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

BP OIL INTERNATIONAL LIMITED

Given under my hand at Cardiff the

1ST MARCH 1981

A handwritten signature in dark ink, appearing to read 'E. A. Wilson'.

E. A. WILSON

Assistant Registrar of Companies

No. 322365



Certificate of Incorporation

I hereby Certify that PRICE'S LUBRICANTS LIMITED
is this day Incorporated under the Companies Act, 1929, and
that the Company is LIMITED.

GIVEN under my hand at London this 28th day of December
One thousand nine hundred and thirty-six.

W. A. McKEARS,

Registrar of Companies.

NO. 322365

**THE COMPANIES ACTS 1985 TO 1989
COMPANY LIMITED BY SHARES**

SPECIAL RESOLUTION

of

BP OIL INTERNATIONAL LIMITED

Passed 23 December 1998

At an Extraordinary General Meeting of the Members of the company held at Breakspear Park, Breakspear Way, Hemel Hempstead, Herts, HP2 4UL on 23 December 1998.

CHANGE OF ARTICLES

It was Resolved that the following resolution be passed as a SPECIAL RESOLUTION namely, that:

The provisions of the articles of association be altered by removing the article number 41 and replacing it with the following article 41:

- (a) The common seal shall only be used with the authority of the directors or of a committee of persons duly authorised by the directors. Any instrument to which the seal is affixed shall be signed by a director and countersigned by the Secretary or by a second director, or signed and countersigned by other persons appointed for the purpose. Where the Act so permits, any instrument signed in accordance with these rules and expressed to be executed by the Company shall have the same effect as if executed under seal, provided that no instrument shall be so signed which makes it clear on its face that it is intended by the person or persons making it to have effect as a deed without the

authority of the directors or of a committee authorised by the directors in that behalf.

(b) Provided that in their sole discretion the Directors may specify any instrument or class of instruments to be properly sealed if the seal shall be affixed and the instrument signed by one person appointed by the Directors for that purpose.

A handwritten signature in black ink, appearing to read 'Andrea Thomas', with a stylized, flowing script.

Andrea Thomas

Secretary

REGISTERED OFFICE

Breakspear Park
Breakspear Way
Hemel Hempstead
Herts, HP2 4UL
United Kingdom

No. 322365

THE COMPANIES ACT 1985 TO 1989

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

OF

BP OIL INTERNATIONAL LIMITED

Passed 14th December, 1993

At an Extraordinary General Meeting of BP Oil International Limited held on 14th December, 1993 the following Resolutions were passed as Ordinary Resolutions:-

That, upon the recommendation of the Directors, the authorised share capital of the Company be increased from £250,000 to £10,000,000 by the creation of 9,750,000 ordinary shares of £1 each.

That the Directors be unconditionally authorised in accordance with Section 80 of the Companies Act 1985 to exercise within the period of five years, commencing on the date of the passing of this Resolution, all powers of the Company to allot the 9,750,000 ordinary shares of £1 each in the capital of the Company so created having an aggregate nominal amount of £9,750,000.

GILLIAN YOUNG
Secretary

Britannic Tower
Moor Lane
London EC2Y 9BU

No. 322365

THE COMPANIES ACT 1985 TO 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

BP OIL INTERNATIONAL LIMITED

Passed 22nd June, 1992

At the Annual General Meeting of BP Oil International Limited held on 22nd June, 1992, the following Resolution was passed as a Special Resolution:-

That the regulations contained in the attached printed document be adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

GILLIAN YOUNG
Secretary

Britannic Tower
Moor Lane
London EC2Y 9BU

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

BP OIL INTERNATIONAL LIMITED

(As amended)

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1. The name of the Company is BP OIL INTERNATIONAL LIMITED. *SEE NOTE
1
 2. The Registered Office of the Company will be situate in England.
 3. The objects for which the Company is established are:-
 - (A) To carry on in all their respective branches the businesses of producing refining storing transporting supplying selling and distributing petroleum and other oils asphalt ozokerite bitumen and any products thereof and lubricants and lubricating articles and substances of all kinds whether products of petroleum or not.
 - (B) To purchase or otherwise acquire and to manufacture import store export trade and deal in any kind of oil whether mineral animal or vegetable.
 - (C) To carry on all or any of the businesses of consignees and agents for sale of dealers in and refiners of petroleum and other oils asphalt ozokerite bitumen and similar substances and any products thereof and all other fuels and other kindred businesses wharfingers manufacturers merchants carriers shipowners and charterers shipbuilders lightermen bargeowners factors and brokers in all or any of their branches and to treat and turn to account in any manner whatsoever any petroleum or other oil or asphalt or ozokerite or bitumen or any product thereof.
 - (CA) To purchase build charter affreight hire and let out for hire or for chartering and affreightment and to otherwise obtain the possession of and use and dispose of and employ or turn to account ships lighters launches boats and vessels of all kinds (including tank vessels) and locomotives wagons tank cars and other rolling stock and to otherwise provide for the conveyance of oil asphalt ozokerite bitumen and movable property of all kinds and to purchase or otherwise acquire any shares or interests in any ships or vessels or in any companies possessed of or interested in any ships or vessels.

- (D) To purchase take on lease or licence or otherwise acquire any petroleum or oil bearing lands or any interest in any such lands or any rights of or connected with the getting or winning of any petroleum or other oil and to sink wells to make borings and otherwise to search for and get petroleum and other oils and the products thereof.
- (E) To acquire construct improve maintain work manage carry out or control any roads ways tramways railways docks wharves piers bridges viaducts aqueducts canals watercourses tanks wells reservoirs stations and pump services accumulation services and distribution services pipes pipelines and other apparatus in connection with oil asphalt ozokerite bitumen and other similar substances telegraphs telephones gasworks electric lighting and power works factories workshops warehouses shops stores fuel stores fuel stations guard towers dwelling houses and other buildings works and conveniences which may seem calculated directly or indirectly to advance the Company's interests and to contribute to subsidise or otherwise assist or take part in the construction improvement maintenance working management carrying out or control thereof and to take any lease or enter into any working agreement in respect thereof.
- (F) To acquire work and dispose of and deal in any mines metals minerals clay and other like substances and to acquire refine prepare for market produce manufacture deal in or otherwise turn to account any mineral vegetable or mineral substances or products.
- (G) To carry on any other business whether manufacturing or otherwise which in the opinion of the Directors may seem capable of being conveniently carried on in connection with any of the objects specified herein or calculated directly or indirectly to enhance or preserve the value of or render profitable or more profitable any of the Company's property or rights.
- (H) To apply for purchase or otherwise acquire any patents brevets d'invention licences concessions and the like conferring an exclusive or non-exclusive or limited right to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use exercise develop grant licences in respect of or otherwise turn to account the property rights and information so acquired.
- (I) To amalgamate or enter into partnership or any arrangement for sharing profits union of interests co-operation joint adventure reciprocal concessions or otherwise with any company body or person carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and to lend money to guarantee the contracts of or otherwise subsidise or assist any such company body or person

and to purchase take or otherwise acquire shares and securities of any such company and to sell hold re-issue with or without guarantee or otherwise deal with the same and to purchase or otherwise acquire and undertake all or any part of the business property and liabilities of any person body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.

- (IA) To subsidise or contribute to or otherwise assist in or take part in the construction maintenance improvement management working control or superintendence of any operations or works or buildings useful or expedient or convenient or adaptable for the purposes of the Company which may be constructed by or may belong to or be worked by or be under the control or superintendence of others.
- (IB) To subscribe for underwrite purchase or otherwise acquire and to hold dispose of and deal with the shares stock securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government authority corporation or body or by any company or body of persons and any options or rights in respect thereof and to buy and sell foreign exchange.
- (J) To enter into any arrangement with any Governments or authorities supreme municipal local or otherwise which may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority any rights privileges and concessions which in the opinion of the Directors it may seem desirable to obtain and to carry out exercise or comply with any such arrangements rights privileges or concessions.
- (K) To carry on business as concessionaires bankers and financiers, and to undertake carry on and execute any kinds of financial commercial trading trust exploitation agency and other operations and to advance or provide money with or without security to concessionaires inventors patentees and others for the purpose of improving and developing or assisting to improve and develop any concessions lands or others or of experimenting testing or developing any invention design or process industrial or otherwise.
- (L) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business or the relations connections or dependants of any such persons and to establish or support associations institutions clubs funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees and to lend money to the Company's employees to enable them to purchase shares of the

Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.

- (LA) To subscribe or guarantee money for any national charitable benevolent public general or useful object or for any exhibition or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (M) To promote any company for the purpose of acquiring all or any of the properties and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (N) Generally to purchase take on lease or exchange hire or otherwise acquire any real and personal property and any rights or privileges which may be thought necessary or convenient for the purposes of its business and to sell improve manage develop exchange lease mortgage dispose of turn to account or otherwise deal with any such property rights or privileges.
- (O) To invest and deal with the moneys of the Company not immediately requiring investment in such manner as may from time to time be determined.
- (P) To lend money to and guarantee the performance of the contracts or obligations of any company firm or person and the payment and repayment of the capital and principal of and dividends interest or premiums payable on any stock shares and securities of any company whether having objects similar to those of this Company or not and to give all kinds of indemnities.
- (Q) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled Capital of the Company or by the creation and issue on such terms and conditions as may be thought expedient of debentures debenture stock or other securities of any description.
- (R) *SEE NOTE 2
- (S) To draw make accept indorse discount negotiate execute and issue and to buy sell and deal in promissory notes bills of exchange bills of lading warrants debentures and other negotiable or transferable instruments.
- (T) To sell lease grant licences easements and other rights over and in any manner deal with or dispose of the undertaking property assets rights and effects of the Company or any part thereof for such consideration as may be thought fit and in particular for stocks shares or securities of any other company whether fully or partly paid up.

- (U) To distribute among the Members of the Company in specie any property of the Company.
- (V) To take any steps in Parliament or with the authorities national local municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or obtaining powers or privileges for the Company effecting any modification in the constitution of the Company or furthering the interests of its members and to oppose any such steps taken by any other company firm or person which may be considered likely directly or indirectly to prejudice the interests of the Company or its members.
- (W) To procure the Company to be registered or recognised in any part of the world.
- (X) To do all or any of the above things in any part of the world and as principals agents contractors trustees or otherwise and by or through trustees agents or otherwise and either alone or in conjunction with others.
- (Y) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the word "Company" in this clause shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in Great Britain or elsewhere and the intention is that the objects specified in each paragraph shall except when otherwise expressed in such paragraph be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or by the application of any rule of construction ejusdem generis or otherwise or the name of the Company.

- 4. The liability of the Members is limited.
- 5. The share capital of the Company is £10,000, divided into 10,000 shares of £1 each. *SEE NOTE 3

NOTES

- 1. The Company was incorporated as Price's Lubricants Limited on 28 December 1936. The name was changed to BP Oil International Limited on 1 March 1981.
- 2. Paragraph (R) was deleted by a Special Resolution passed on 18 February 1981.

3. The share capital of the Company was increased to £150,000 divided into 150,000 shares of £1 each on 21 November 1940 and to £250,000 divided into 250,000 shares of £1 each on 30 April 1991.
4. Article 41 was replaced by Special resolution on 23 December 1998.

We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
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ERNEST ALBERT WOLSTENCROFT, 20 Beech Hall Road, London, E.4 Clerk	One
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WILLIAM CLARKE, 24 Norfolk Street, Mile End, E.1 Clerk	One
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Dated this 17th day of December, 1936.

WITNESS to the above Signatures -

F. W. ROBBINS,

101, Leadenhall Street, E.C.3.,

Clerk to WALTONS & CO.

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

BP OIL INTERNATIONAL LIMITED

(Adopted by Special Resolution on 22nd June, 1992)

PRELIMINARY

1. The regulations in Table A in the Companies (Tables A to F) Regulations 1985 and in any Table A applicable to the Company under any former enactment relating to companies shall not apply to the Company.
2. In these presents (if not inconsistent with the subject or context) the words and expressions set out in the first column below shall bear the meanings set opposite them respectively:-

The Act	The Companies Act 1985 (as amended by the Companies Act 1989), including any statutory modification thereto, or re-enactment thereof for the time being in force.
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The Company	The company to which these presents relate.
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Office	The registered office of the Company for the time being.
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These presents	These Articles of Association as from time to time amended.
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In writing	Written or produced by any substitute for writing or partly one and partly another.
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The expression "Secretary" shall include any assistant or deputy assistant secretary and any person appointed by the directors to perform any of the duties of the Secretary, and where two or more persons are appointed to act as joint secretaries shall include any one of those persons.

Words denoting the singular shall include the plural and vice versa. Words denoting the masculine shall include the feminine. Words denoting persons shall include bodies corporate and unincorporate.

Subject as aforesaid any words or expressions defined in the Act shall (if not inconsistent with the subject or context) bear the same meanings in these presents.

A special or extraordinary resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these presents or the Act, unless the Act otherwise provides, where for any purpose an extraordinary resolution is required a special resolution shall be effective.

SHARE CAPITAL

3. The share capital of the Company at the date of adoption of these presents is £250,000 divided into 250,000 shares of £1 each.
4. Subject to the provisions of the Act, and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the Company may by ordinary or elective resolution determine.
5. Subject to section 80 of the Act, all unissued shares shall be at the disposal of the directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper, and section 89(1) of the Act shall not apply.
6. The company may by ordinary resolution alter the conditions of the Memorandum of Association in any of the ways permitted by section 121 of the Act, and subject to the provisions of the Act, may by special resolution reduce in any way its share capital, any capital redemption reserve and any share premium account.

TRANSFER OF SHARES

7. The instrument of transfer of a share may be in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the transferor.

GENERAL MEETINGS

8. All general meetings other than annual general meetings shall be called extraordinary general meetings.
9. The directors may whenever they think fit, and on requisition in accordance with the Act shall, proceed with proper expedition to convene an extraordinary general meeting.

NOTICE OF GENERAL MEETINGS

10. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a

person as a director shall be called by giving at least twenty-one days' notice. All other extraordinary general meetings shall be called by at least fourteen days' notice but a general meeting may be called by shorter notice if so agreed by a majority of members together holding not less than 95 per cent in nominal value of the shares in the Company.

11. The notice shall be given to all the members and to the directors, and shall specify the time, day and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
12. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

13. No business shall be transacted at any general meeting unless a quorum of members is present. A quorum for a general meeting shall be a member or members present in person or by proxy and holding or representing the holder or holders of not less than fifty per cent of the shares in the capital of the Company.
14. The chairman (if any) of the board of directors shall preside as chairman at every general meeting of the Company or if there is no such chairman or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act as chairman the members present may elect one of their number to be chairman of the meeting.
15. Directors shall be entitled to attend and speak at all general meetings of the Company.
16. Every member present in person or by proxy shall have one vote for each share of which he is the holder.
17. Subject to the provisions of the Act, all or any of the members may participate in a general meeting by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. Any person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and to 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 is then present.
18. Subject to the provisions of the Act, a resolution in writing executed by or on behalf of each member shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members. In the case of a corporation a resolution in writing may be signed on its behalf by a director or the secretary thereof or by its duly appointed attorney or duly authorised representative.

19. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if the appointer is a corporation either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
20. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed shall be deposited at the office of the Company or at such other place as is specified for that purpose in the notice convening the meeting any time prior to the time of the holding of the meeting at which the person named in the instrument proposes to vote.
21. The instrument appointing a proxy may be in such form as the directors may specify, failing which it may be in any usual or common form.

NUMBER OF DIRECTORS

22. The directors shall not be less than 2 nor more than 10 in number.

ALTERNATE DIRECTORS

23. Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other manner approved by the directors. An alternate director shall cease to be an alternate director if his appointer ceases to be a director.
24. An alternate director (except when absent from the United Kingdom) shall be entitled to receive notices of meetings of the directors and of any committee of the directors of which his appointer is a member and shall be entitled to attend and vote as a director and be counted in the quorum at any such meeting at which his appointer is not personally present. An alternate director shall be entitled generally at any such meeting to perform all functions of his appointer, and for the purposes of the proceedings at such a meeting the provisions of these presents shall apply as if the alternate director were a director. An alternate director shall not (save as aforesaid) have power to act as a director nor shall he be deemed to be a director for the purposes of these presents.
25. An alternate director shall be entitled to contract and to be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent as if he were a director.

POWER OF DIRECTORS

26. Subject to the provisions of the Act, the Memorandum of Association and these presents and to any directions given by special resolution, the

business of the Company shall be managed by the directors who may exercise all the powers of the Company. No alteration of the Memorandum or these presents and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given.

The powers given by this article shall not be limited by any special power given to the directors by these presents and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

27. The directors may appoint, by power of attorney or otherwise, any person to be the agent of the Company for such purpose and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

DELEGATION OF DIRECTORS' POWERS

28. The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with one or more directors shall be governed by these presents regulating the proceedings of directors so far as they are capable of applying. Insofar as any such power or discretion is so delegated, any reference in these presents to the exercise by the directors of such power or discretion shall be read and construed as if it were a reference to such committee.
29. Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest he may have, a director notwithstanding his office:-
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
 - (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
 - (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
30. For the purposes of the preceding article, a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested

shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified. An interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

PROCEEDINGS OF DIRECTORS

31. Subject to the provisions of these presents, the directors may regulate their proceedings as they think fit. A director may, and the Secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. A director who is also an alternate director shall be entitled in the absence of his appointer to a separate vote on behalf of his appointer in addition to his own vote.
32. All or any of the directors may participate in a meeting of the directors by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. Any person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and to 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 is present.
33. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two. A person who holds office as an alternate director shall, if his appointer is not present, be counted in the quorum.
34. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
35. The directors may appoint one of their number to be chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.
36. All acts done by a meeting of directors or of a committee of directors or by a person acting as a director (notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office or had vacated office or were not entitled to vote) shall be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

37. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by his appointer and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.
38. Save as otherwise provided by these presents, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which, directly or indirectly, he has an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless his interest or duty arises only because the case falls within one or more of the following paragraphs:-
- (a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of the Company or any of its subsidiaries;
 - (b) the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
 - (c) his interest arises by virtue of his subscribing or agreeing to subscribe for any shares, debentures or other securities of the Company or any of its subsidiaries, or by virtue of his being or intending to become a participant in the underwriting or sub-underwriting of an offer of any such shares, debentures, or other securities by the Company or any of its subsidiaries for subscription, purchase or exchange; or
 - (d) the resolution relates in any way to a retirement benefits scheme or an employees' share scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes, or by the Company in general meeting.

For the purposes of this article, an interest of a person who for any purpose of the Act is connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointer shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

39. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

SECRETARY

40. Subject to the provisions of the Act, the Secretary shall be appointed by the directors for such term and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

THE SEAL

41. (a) The common seal shall only be used with the authority of the directors or of a committee of persons duly authorised by the directors. Any instrument to which the seal is affixed shall be signed by a director and countersigned by the Secretary or by a second director, or signed and countersigned by other persons appointed for the purpose. Where the Act so permits, any instrument signed in accordance with these rules and expressed to be executed by the Company shall have the same effect as if executed under seal, provided that no instrument shall be so signed which makes it clear on its face that it is intended by the person or persons making it to have effect as a deed without the authority of the directors or of a committee authorised by the directors in that behalf.

(b) Provided that in their sole discretion the Directors may specify any instrument or class of instruments to be properly sealed if the seal shall be affixed and the instrument signed by one person appointed by the Directors for that purpose.

(Note 4)

DIVIDENDS

42. Subject to the provisions of the Act, the company may by ordinary resolution declare dividends.
43. Subject to the provisions of the Act, the directors may pay interim dividends if it appears to them that they are justified by the profits of the Company available for distribution.
44. The Company may, upon the recommendation of the directors, direct payment of a dividend in whole or part by the distribution of specific assets.

CAPITALISATION OF PROFITS

45. The Company by ordinary resolution, or directors with the authority of an ordinary resolution of the Company, may:-
- (a) subject as hereinafter provided, resolve to capitalise any undivided profits of the Company (whether or not they are available for distribution) or any sum standing to the credit of the Company's share premium account or capital redemption reserve; and
- (b) appropriate the sum resolved to be capitalised to the members who would have been entitled to it if it were distributed by way of dividend and in the same proportions and apply such sum on

their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by them respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to that sum, and allot the shares or debentures credited as fully paid to those members, or as they may direct, in those proportions, or partly in one way and partly in the other; but the share premium account, the capital redemption reserve, and any profits which are not available for distribution may, for the purposes of this article, only be applied in paying up unissued shares to be allotted to members credited as fully paid.

NOTICES

46. Unless any provision of the Act or these presents otherwise requires, any notice to be given to or by any person pursuant to these presents need not be in writing.
47. A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
48. Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the register of members, has been duly given to a person from whom he derives his title.

INDEMNITY

49. Subject to the provisions of the Act, every director, auditor, secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his party) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

THE PARENT COMPANY

50. Whenever The British Petroleum Company p.l.c. (hereinafter called the "Parent Company"), and/or any subsidiaries of the Parent Company, hold, in aggregate, not less than 90 per cent of the issued ordinary shares, the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as against all other provisions of these presents:-

- (a) the Parent Company may at any time and from time to time appoint any person to be a director or other officer or remove from office any director or other officer howsoever appointed but so that any such appointment or removal shall be deemed an act of the Company;
- (b) no unissued shares shall be issued or agreed to be issued or put under option without the consent of the Parent Company; and
- (c) any or all powers of the directors shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by a director or the Secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the directors.

WINDING UP

51. If the Company is wound up, the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Act, divide among the members in specie the whole or any part of the assets of the Company and for that purpose may value any assets and determine how the division shall be carried out as between the members. The liquidator with the like sanction may vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he with the like sanction determines, but no member shall be compelled to accept any assets upon which there is a liability.