

MG01

Particulars of a mortgage or charge



**A fee is payable with this form**

We will not accept this form unless you send the correct fee  
Please see 'How to pay' on the last page



**What this form is for**

You may use this form to register  
particulars of a mortgage or charge  
in England and Wales or Northern  
Ireland



**What this form is NOT for**

You cannot use this form to register  
particulars of a charge for a  
company. To do this, please use  
form MG01s

TUESDAY



LD3 \*LK9N8MTO\* 350  
24/08/2010  
COMPANIES HOUSE

1

**Company details**

Company number

0 0 9 0 2 2 3 9

Company name in full

BG International Limited (the "Chargor")

1 2

For official use

→ **Filling in this form**

Please complete in typescript or in  
bold black capitals

All fields are mandatory unless  
specified or indicated by \*

2

**Date of creation of charge**

Date of creation

d1 d6 m0 m8 y2 y0 y1 y0

3

**Description**

Please give a description of the instrument (if any) creating or evidencing the  
charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'

Description

Joint Operating Agreement (the "JOA") dated 16 April 2010 between the chargor and Ophir  
Tanzania (Block 1) Limited ("Ophir") (as novated from Ophir Tanzania (Block 4) Limited to Ophir by  
the Deed of Novation dated 16 August 2010 between Ophir, Ophir Tanzania (Block 4) Limited and  
the Chargor)

4

**Amount secured**

Please give us details of the amount secured by the mortgage or charge

Amount secured

The value of Ophir's share of exploration costs as specified in Exhibit  
C to the Farm Out Agreement (the "Exploration Costs") (as such  
Exhibit C may be amended, replaced or adjusted by the parties to the  
Farm Out Agreement from time to time)

**Continuation page**

Please use a continuation page if  
you need to enter more details

# MG01

## Particulars of a mortgage or charge

### 5 Mortgagee(s) or person(s) entitled to the charge (if any)

	Please give the name and address of the mortgagee(s) or person(s) entitled to the charge						
Name	Ophir Tanzania (Block 1) Limited						
Address	12 Castle Street, St Helier, Jersey						
Postcode	J	E	2		3	R	T
Name							
Address							
Postcode							

#### Continuation page

Please use a continuation page if you need to enter more details

### 6 Short particulars of all the property mortgaged or charged

	Please give the short particulars of the property mortgaged or charged						
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#### Continuation page

Please use a continuation page if you need to enter more details

Short particulars

**PLEASE SEE ATTACHED CONTINUATION PAGES.**

# MG01

## Particulars of a mortgage or charge

### 7 Particulars as to commission, allowance or discount (if any)

Please insert the amount or rate percent of any commission, allowance or discount paid or made either directly or indirectly by the company to any person on consideration of his

- subscribing or agreeing to subscribe, whether absolutely or conditionally, or
- procuring or agreeing to procure subscriptions, whether absolute or conditional,

for any debentures included in this return The rate of interest payable under the terms of the debentures should not be entered

Commission allowance or discount

None

### 8 Delivery of instrument

You must deliver the original instrument (if any) creating or evidencing the charge and these prescribed particulars to the Registrar of Companies within 21 days after the date of creation of the charge (section 860) If the property is situated and the charge was created outside the United Kingdom (UK), you must deliver the information to the Registrar within 21 days after the date on which the instrument could have been received in the UK in the normal course of post and assuming you had posted it promptly (section 866)

We will accept a verified copy of the instrument creating the charge where the property charged is situated and the charge was created outside the UK (section 870) The company or the person who has delivered the copy to the Registrar must verify it to be a correct copy and sign it Where a body corporate gives the verification, an officer of that body must sign it We will also accept a verified copy where section 867(2) applies (property situated in another part of UK)

### 9 Signature

Please sign the form here

Signature

Signature

X *Antalton LLP*

X

This form must be signed by a person with an interest in the registration of the charge

# MG01

## Particulars of a mortgage or charge



### Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form and will establish where we return the original documents. The contact information you give will be visible to searchers of the public record.

Contact name Manzer Ijaz

Company name Linklaters LLP

Address One Silk Street

Post town London

County/Region

Postcode E C 2 Y 8 H Q

Country United Kingdom

DX 10 LONDON/CITY

Telephone 020 7456 2000



### Certificate

We will send your certificate to the presenter's address if given above or to the Company's Registered Office if you have left the presenter's information blank.



### Checklist

**We may return forms completed incorrectly or with information missing.**

**Please make sure you have remembered the following.**

- ☐ The company name and number match the information held on the public Register
- ☐ You have included the original deed with this form
- ☐ You have entered the date the charge was created
- ☐ You have supplied the description of the instrument
- ☐ You have given details of the amount secured by the mortgagee or chargee
- ☐ You have given details of the mortgagee(s) or person(s) entitled to the charge
- ☐ You have entered the short particulars of all the property mortgaged or charged
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



### Important information

**Please note that all information on this form will appear on the public record.**



### How to pay

**A fee of £13 is payable to Companies House in respect of each mortgage or charge.**

Make cheques or postal orders payable to 'Companies House'.



### Where to send

**You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:**

**For companies registered in England and Wales:**

The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ  
DX 33050 Cardiff

**For companies registered in Scotland.**

The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post)

**For companies registered in Northern Ireland.**

The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG  
DX 481 N R Belfast 1



### Further information

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

**This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)**

**MG01 - continuation page**  
Particulars of a mortgage or charge

6	Short particulars of all the property mortgaged or charged	
	Please give the short particulars of the property mortgaged or charged	
Short particulars	<p><b>1 Particulars of the property mortgaged or charged</b></p> <p>Such volume of the Chargor's Cost Hydrocarbons in order to recover the value of Ophir's Exploration Costs specified in Exhibit C of the Farm Out Agreement in accordance with clause 6.2 1 of the Farm Out Agreement.</p> <p><b>2 Defined Terms</b></p> <p>In this Form, except to the extent that the context required otherwise</p> <p><b>"Cost Hydrocarbons"</b> means that portion of the total production of hydrocarbons which is allocated to the PSA Parties in accordance with the PSA and the JOA for the recovery of the costs and expenses incurred by the PSA Parties and allowed to be recovered pursuant to the PSA.</p> <p><b>"Farm Out Agreement"</b> means the farm out agreemnt dated 16 April 2010 between the Chargor, Ophir Energy plc and Ophir (as novated from Ophir Tanzania (Block 4) Limited and Ophir Tanzania (Block 3) Limited to Ophir by a deed of novation dated 16 August 2010)</p> <p><b>"PSA"</b> means production sharing agreement in relation to Block 4 between the Government of the United Republic of Tanzania, the Tanzania Petroleum Development Corporation and Ophir dated 19 June 2006 (as amended from time to time) (as novated from Ophir Tanzania (Block 4) Limited to Ophir by a deed of assignment dated 16 August 2010).</p> <p><b>"PSA Parties"</b> means the parties (in thier roles as Contractor Parties as named in the PSA) to the PSA from time to time</p>	



## **CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE**

**Pursuant to section 869(5) & (6) of the Companies Act 2006**

COMPANY NO. 902239  
CHARGE NO. 12

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A DEED OF NOVATION DATED 16  
AUGUST 2010 AND CREATED BY BG INTERNATIONAL  
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME  
DUE FROM THE COMPANY TO OPHIR TANZANIA (BLOCK 1)  
LIMITED UNDER THE TERMS OF THE AFOREMENTIONED  
INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS  
REGISTERED PURSUANT TO CHAPTER 1 PART 25 OF THE  
COMPANIES ACT 2006 ON THE 24 AUGUST 2010

GIVEN AT COMPANIES HOUSE, CARDIFF THE 31 AUGUST 2010

Dx



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES