

MG01

Particulars of a mortgage or charge



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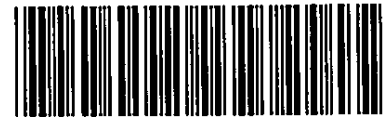
A fee is payable with this form

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 re-
gister particulars of a charge for a S
company. To do this, please use
form MG01s

TUESDAY



LK93OMTK
LD5 24/08/2010 238
COMPANIES HOUSE

1 Company details

Company number 0 0 9 0 2 2 3 9
Company name in full BG International Limited (the "**Chargor**")

13 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 6 >
The value of all amounts owing to Ophir under the JOA (including
interest and costs of collection) and any Security which Ophir is
required to provide under the Production Sharing Agreement relating
to Block 4, dated 19 October 2006 between the Government of the
United Republic of Tanzania, Tanzania Petroleum Development
Corporation and Ophir (as amended and/or transferred from time to
time)

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

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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

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

Name ✓ Ophir Tanzania (Block 1) Limited

Address 12 Castle Street, St Helier, Jersey

Postcode J E 2 3 R T

Name

Address

Postcode

6 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

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

Short particulars

PLEASE SEE ATTACHED CONTINUATION PAGES.

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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 Linklater LLP

X

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

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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 or email 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

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

1. Particulars of the property mortgaged or charged

Chargor grants to Ophir, its pro rata share based on its relative Participating Interest, a mortgage and security interest on its Participating Interest, whether now owned or hereafter acquired, together with all products and proceeds derived from that Participating Interest as security for: (i) the payment of all amount owing by such Party (including interest and costs of collection) under the JOA; and (ii) Security which such Party is required to provide under the PSA

2. Defined Terms

In this Form, except to the extent that the context required otherwise:

"Participating Interest" means Ophir's undivided interest (expressed as a percentage of the total interest of all Parties) in the rights and obligations derived from the Parties' interest in the PSA and the JOA

"Parties" means the parties to the JOA

"PSA" 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)

"Security" means: (i) guarantee or standby letter of credit issued by a bank; (ii) an on-demand bond issued by a surety corporation; (iii) a corporate guarantee; (iv) any financial security required by the PSA or the JOA; and/or (v) any financial security agreed from time to time by the Parties; provided, however, that the bank, surety or corporation issuing the guarantee, standby letter of credit, bond or other security (as applicable) has a credit rating indicating it has sufficient worth to pay its obligations in all reasonably foreseeable circumstances.



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. 13**

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

12x



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES