

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION

OF

HYDROCARBON RESOURCES LIMITED\*



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- 1 The Company's name is "HYDROCARBON RESOURCES LIMITED".
  - 2 The Company's registered office is to be situate in England and Wales.
  - 3 The Company's objects are:-
    - 3.1 \*\*
      - 3.1.1 To purchase acquire or get and to export, develop and turn to account any mineral concessions and lands and deposits bearing petroleum (including natural gases) and to undertake mining, drilling, boring and other operations with a view to obtaining and marketing natural gases, petroleum naptha, bitumen, asphalt, ozokerite and similar substances and the products of mineral deposits and vegetation.
      - 3.1.2 To undertake the exploration for locations for the storage of gases (including natural gases) in natural porous strata underground and the development and operation of gas storages including the carrying out or construction of any surface works, boreholes or pipes that may be associated with underground gas storages.
      - 3.1.3 To carry on business as producers, refiners and distributors of petroleum naptha and other mineral, vegetable and animal oils, gases including natural gases and combustible substances, and to purchase acquire or get, import, export, sell and deal in all kinds of fuel and lubricants.
      - 3.1.4 To carry on business as shipowners and charterers, transport agents and contractors for the conveyance of passengers and goods by land, sea and air, and to purchase, build, charter, affreight, hire and otherwise acquire, operate and turn to account ships of every description, including tankers, passenger and cargo vessels, locomotives, wagons and all kinds of rolling stock, motor and other vehicles, aircraft, and other means of transport.
      - 3.1.5 To build, construct, erect, alter, maintain and manage mines, wells for the production of oil and/or gases, refineries, wharves, docks, warehouses, offices, ships, railways and other transport undertakings and all kinds of plant, machinery, equipment and appliances used or capable of being used in connection with any of the aforesaid business or commercial undertakings.

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\* Name changed from Hackremco (No.1083) Limited by Certificate of Incorporation on Change of Name dated 15 January 1996.

\*\* Sub-clause 3.1 altered by ordinary resolution passed on 30 January 1996.

- 3.1.6 To carry on the business of commission agents, factors, general merchants and dealers in every description of goods, wares and merchandise, exporters and importers, concessionaries, general storekeepers, wholesale and retail traders, carriers, warehousemen, designers, advertising, contractors or agents of trustees, brokers, or agents, for any person or company.
- 3.1.7 To undertake research work and to expend money in experimenting upon developing and testing and in improving or seeking to improve and giving publicity to and placing upon the market any products which the Company may or may propose to purchase, acquire, get, manufacture or distribute or any patents, inventions or rights which the Company may acquire or propose to acquire.
- 3.1.8 To manufacture, refine, manipulate, purchase, sell, export, import, deal in or let on hire all kinds of goods, commodities, substances, appliances, machinery, plant, tools and implements and other articles, chattels and things which may be advantageous to the Company or which any of the customers or other persons having dealings with the Company may from time to time require.
- 3.2 To carry on any other business or activity of any nature whatsoever which may seem to the Directors to be capable of being conveniently or advantageously carried on in connection or conjunction with any business of the Company hereinbefore or hereinafter authorised or to be expedient with a view directly or indirectly to enhancing the value of or to rendering profitable or more profitable any of the Company's assets or utilising its skills, know-how or expertise.
- 3.3 To subscribe, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities or investments of any nature whatsoever, and any options or rights in respect thereof or interests therein, and to buy and sell foreign exchange.
- 3.4 To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments or securities.
- 3.5 To purchase, or otherwise acquire for any estate or interest any property (real or personal) or assets or any concessions, licences, grants, patents, trade marks, copyrights or other exclusive or non-exclusive rights of any kind and to hold, develop and turn to account and deal with the same in such manner as may be thought fit and to make experiments and tests and to carry on all kinds of research work.
- 3.6 To build, construct, alter, remove, replace, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control buildings, structures or facilities of all kinds, whether for the purposes of the Company or for sale, letting or hire to or in return for any consideration from any company, firm or person, and to contribute to or assist in or carry out any part of any such operation.
- 3.7 To amalgamate or enter into partnership or any joint venture or profit/loss-sharing arrangement or other association with any company, firm, person or body.
- 3.8 To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any company, firm, person or body carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- 3.9 To promote, or join in the promotion of, any company, whether or not having objects similar to those of the Company.

- 3.10** 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 all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue of debentures, debenture stock or other securities of any description.
- 3.11** To advance, lend or deposit money or give credit to or with any company, firm or person on such terms as may be thought fit and with or without security.
- 3.12** To guarantee or give indemnities or provide security, whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by all or any such methods, for the performance of any contracts or obligations, and the payment of capital or principal (together with any premium) and dividends or interest on any shares, debentures or other securities, of any person, firm or company including (without limiting the generality of the foregoing) any company which is for the time being a holding company of the Company or another subsidiary of any such holding company or is associated with the Company in business.
- 3.13** To issue any securities which the Company has power to issue for any other purpose by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company.
- 3.14** To sell, lease, grant licences, easements and other rights over, and in any other 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 shares or other securities, whether fully or partly paid up.
- 3.15** To procure the registration, recognition or incorporation of the Company in or under the laws of any territory outside England.
- 3.16** To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any purpose which may be considered likely directly or indirectly to further the interests of the Company or of its members.
- 3.17** To establish and maintain or contribute to any pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any individuals who are or were at any time in the employment or service of the Company or of any company which is its holding company or is a subsidiary of the Company or any such holding company or otherwise is allied to or associated with the Company or any of the predecessors of the Company or any other such company as aforesaid, or who are or were at any time directors or officers of the Company or of any such other company, and the wives, widows, families and dependants of any such individuals; to establish and subsidise or subscribe to any institutions, associations, clubs or funds which may be considered likely to benefit any such persons or to further the interests of the Company or of any such other company; and to make payments for or towards the insurance of any such persons.
- 3.18** To establish and maintain, and to contribute to, any scheme for encouraging or facilitating the holding of shares or debentures in the Company by or for the benefit of its employees or former employees, or those of its subsidiary or holding company or subsidiary of its holding company, or by or for the benefit of such other persons as may for the time being be permitted by law, or any scheme for sharing profits with its employees or those of its subsidiary and/or associated companies, and (so far as for the time being permitted by law) to lend money to employees of the Company or of any company which is its holding company or is a subsidiary of the Company or any such holding company or otherwise is allied to or associated with the Company with a view to enabling them to acquire shares in the Company or its holding company.

**3.19**

- (i) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees or auditors of the Company, or of any other company which is its holding company or in which the Company or such holding company or any of the predecessors of the Company or of such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to the Company or any such other company, subsidiary undertaking or pension fund and (ii) to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability; for the purposes of this clause "holding company" and "subsidiary undertaking" shall have the same meanings as in the Companies Act 1985 as amended by the Companies Act 1989.

- 3.20** To distribute among members of the Company in specie or otherwise, by way of dividend or bonus or by way of reduction of capital, all or any of the property or assets of the Company, or any proceeds of sale or other disposal of any property or assets of the Company, with and subject to any incident authorised, and consent required, by law.
- 3.21** To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, subsidiary companies or otherwise, and either alone or in conjunction with others.
- 3.22** To do all such other things as may be considered to be incidental or conducive to any of the above objects.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

- 4** The liability of the members is limited.
- 5** The share capital of the Company is £100 divided into 100 shares of £1 each.

We, the Subscriber to this Memorandum of Association wish to be formed into a Company pursuant to this Memorandum; and we agree to take the Share shown opposite our name.

NAME AND ADDRESS OF SUBSCRIBER	Number of Shares taken
Hackwood Secretaries Limited Barrington House 59-67 Gresham Street London EC2V 7JA  R J Ashmore For and on behalf of Hackwood Secretaries Limited	One
Total Shares taken:	One

Dated 10 October 1995

**Witness** to the above Signature:

C E Doe  
Barrington House  
59-67 Gresham Street  
London EC2V 7JA.  
  
Secretary