



## **CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY**

Company Number  
107896

I hereby certify that

BRITTOIL INDONESIA LIMITED

is this day incorporated under the Companies Act 1985 as a  
private company and that the Company is limited.

Signed at Edinburgh  
27 NOVEMBER 1987

A handwritten signature in black ink, appearing to be 'J. S. 2', written over a faint circular stamp.

Registrar of Companies

**G**

COMPANIES FORM No. 12

**Statutory Declaration of compliance  
with requirements on application  
for registration of a company****12**Please do not  
write in  
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

For official use

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Name of company

\* BRITOIL INDONESIA LIMITED

\* insert full  
name of Company

I, Robert Colin Milligan

of 24 Fountain Road,

Bridge of Allan,

Stirlingshire, FK9 4AT

† delete as  
appropriatedo solemnly and sincerely declare that I am a ~~Solicitor engaged in the formation of the company~~†[person named as director or secretary of the company in the statement delivered to the registrar  
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the  
above company and of matters precedent and incidental to it have been complied with,And I make this solemn declaration conscientiously believing the same to be true and by virtue of the  
provisions of the Statutory Declarations Act 1835

Declared at Glasgow,

Declarant to sign below

the sixteen<sup>th</sup> day of November

One thousand nine hundred and Eighty-Seven

before me CHARLES WESTWOOD

A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.Charles Westwood  
Notary Public, Glasgow.Presenter's name address and  
reference (if any):R.C. CUMMING  
ASSISTANT COMPANY SECRETARYBRITOIL plc  
301 ST. VINCENT STREET  
GLASGOW G2 5LP

For official Use

New Companies Section

Post room

27 NOV 1987

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION

- of -

BRITOIL INDONESIA LIMITED

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1. The name of the Company is "BRITOIL INDONESIA LIMITED".
2. The registered office of the Company will be situate in Scotland.
3. The objects for which the Company is established are:-
  - (1) To search and bore for and get petroleum existing in its natural condition in strata in any part of the world; to move, store and treat petroleum and anything derived from it; and to buy, sell or otherwise deal in petroleum and in anything derived from it;
  - (2) To construct, equip, operate and carry on works for the winning, production, manufacture and storage of petroleum and anything derived therefrom and to drill, lay, provide, construct, acquire and operate mines, pipe-lines, tanker-ships, refineries and machinery and equipment of all kinds for or in connection with any of the aforesaid objects;
  - (3) to examine, investigate and acquire title to or interests in licences, petroleum and anything derived therefrom and other rights, property or claims in any part of the world;
  - (4) To carry out research in connection with petroleum or anything derived from it and to promote activities for the purpose of turning to account the results of such research;
  - (5) To finance, promote, manage, execute or participate in any scheme, plan or operation entered into or proposed to be entered into by any person or company in connection with or in furtherance of any of the aforesaid objects;



SM

17th Dec 1985

- (6) To provide or procure the provision by others of technical, commercial, consultancy and other services of all kinds and to supply equipment and goods of all kinds to meet the needs or requirements of any person, company or corporation engaged in the petroleum industry in any part of the world;
- (7) To carry out such building, mining, engineering or other operations and works, and to manufacture or deal with such goods and to acquire, hold or deal with such property, as may seem directly or indirectly to advance the interests of the Company;
- (8) To enter into such commercial or other transactions as may seem desirable for the purpose of the Company's affairs;
- (9) To pay or to make such arrangements for providing such pensions, benefits, share acquisition schemes and other matters (whether to or for the benefit of present or past directors or employees of the Company or of any company associated with the Company or persons who are or were related to or dependants of such directors or employees) as may seem directly or indirectly to advance the interests of the Company;
- (10) To act as agents or trustees, and to enter into partnership and other arrangements which may seem to advance the interests of the Company;
- (11) To sell, lease or dispose of the undertaking of the Company or any part thereof on such terms as the Company may decide, and to distribute assets in specie among the members of the Company;
- (12) To acquire and hold interests in other companies and to enter into such arrangements with other companies which may seem to advance the interests of the Company, upon such terms as the Company may decide;
- (13) To raise or borrow money and to receive deposits, and to lend money, give whether gratuitously or otherwise guarantees or indemnities and whether in respect of its own obligations or those of some other person or company, and to charge its undertaking or any part thereof or its uncalled capital, in any circumstances and upon such terms and conditions as the Company may think fit;
- (14) To invest, deposit and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined;
- (15) To draw, make, accept, endorse and negotiate promissory notes, bills of exchange and other negotiable and transferable instruments;
- (16) To contribute to any public, general, charitable, benevolent or useful object to which it may seem to be in the interest of the Company or its members to contribute;

- (17) To do all such other things as may be considered to further the interests of the Company or be incidental or conducive to the above objects or any of them.

And it is hereby declared:-

- (a) that the word "petroleum" in this Clause shall have the meaning given to it in Section 16 of the Petroleum and Submarine Pipe-lines Act 1975 (including any statutory modification or re-enactment thereof for the time being in force),
- (b) that the word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate and whether domiciled in the United Kingdom or elsewhere,
- (c) that the objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and
- (d) that, except where the context expressly so requires, none of the several paragraphs of this Clause, or the objects therein specified, or the powers thereby conferred shall be limited by, or be deemed merely subsidiary or auxiliary to, any other paragraph of this Clause, or the objects in such other paragraph specified, or the powers thereby conferred.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

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 and class 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

---

ROBERT SPEIRS  
301 St Vincent Street  
GLASGOW, G2 5DD



ONE /

Company Director

ROBERT COLIN MILLIGAN  
301 St Vincent Street  
GLASGOW, G2 5DD



ONE /

Chartered Secretary

TOTAL NUMBER OF SHARES TAKEN

TWO /

---

Dated this SIXTEENTH day of NOVEMBER 1987.

Witness to the above signatures:



Robert Cameron Cumming  
301 St Vincent Street  
GLASGOW, G2 5DD

Chartered Secretary

107890

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

- of -

BRITOIL INDONESIA LIMITED

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1. PRELIMINARY

The regulations contained in Table A of The Companies (Tables A to F) Regulations 1985, as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter called "Table A") shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these articles.

2. Regulations 24, 59, 73 to 80 and 94 to 97 in Table A shall not apply to the Company.

SHARE CAPITAL

3. The Share Capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

SHARES

4. Subject to the provisions of these articles and of the Act, the Company may allot any equity securities (as defined in Section 94 of the Act) as if Section 89(1) of the Act did not apply to the allotment.
5. The directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any share whether or not fully paid.

VOTES OF MEMBERS

6. On a poll votes may be given either personally or by proxy. Deposit of an instrument of proxy shall not preclude a member from attending and voting in person at the meeting or any adjournment thereof.

#### DIRECTORS

7. A member or members holding a majority in nominal value of the issued ordinary shares in the Company shall have power at any time to appoint any person or persons as a director or directors, either as an addition to the existing directors or to fill any vacancy, and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company, signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.
8. The directors shall have power at any time to appoint any person or persons to be a director or directors, either to fill a casual vacancy or as an addition to the existing directors.
9. No person shall be disqualified from being or becoming a director by reason of his attaining or having attained the age of 70 or any other age.

#### PROCEEDINGS OF DIRECTORS

10. A director (including an alternate director) who has duly declared his interest therein may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising therefrom, and if he shall so vote his vote shall be counted and he shall be counted in the quorum when any such contract or arrangement is under consideration.

#### NOTICES


11. At the end of the first sentence of regulation 112 in Table A, immediately after the words "at that address", there shall be inserted the words "or by sending it to that address by cable, telex, telecopier or other method of representing or reproducing words in a legible and non-transitory form."
12. At the end of regulation 115 in Table A there shall be added the words "or if transmitted by other method defined in regulation 112 in Table A, as amended by Article 11 above, on the day next following the day of transmission."



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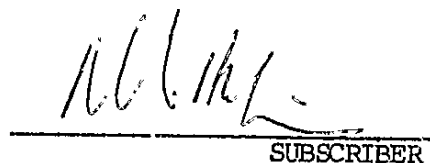
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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SUBSCRIBER

ROBERT SPEIRS  
301 St Vincent Street  
GLASGOW, G2 5DD

Company Director

  
SUBSCRIBER

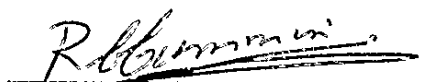
ROBERT COLIN MILLIGAN  
301 St Vincent Street  
GLASGOW, G2 5DD

Chartered Secretary

---

Dated this SIXTEENTH day of NOVEMBER 1987.

Witness to the above signatures:

  
\_\_\_\_\_

Robert Cameron Cumming  
301 St Vincent Street  
GLASGOW, G2 5DD

Chartered Secretary



COMPANIES FORM No. 10

**Statement of first directors  
and secretary and intended  
situation of registered office**

**10**

Please do not  
write in  
this margin

Pursuant to section 10 of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

107896

Name of company

\* insert full name  
of company

\* BRITOL INDONESIA LIMITED

The intended situation of the registered office of the company on incorporation is as stated below

301 ST. VINCENT STREET,	
GLASGOW	
Postcode	G2 5DD

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below

☐

Postcode	

Number of continuation sheets attached (see note 1)

ONE

Presentor's name address and  
reference (if any):

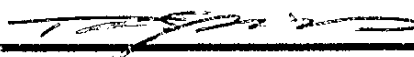
R.C. CUMING  
ASSISTANT COMPANY SECRETARY  
BRITOL plc  
301 ST. VINCENT STREET  
GLASGOW G2 5DD

For official Use  
General Section

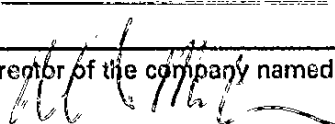
Post room


The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3) ROBERT SPEIRS		Business occupation COMPANY DIRECTOR	
Previous name(s) (note 3)		Nationality BRITISH	
Address (note 4) "SOUTHDENE" 52 CHARLOTTE STREET, HELENSBURGH, DUNFRIES SHIRE		Date of birth (where applicable) (note 6) 23.10.36	
Postcode G84 78R			
Other directorships † AS PER CONTINUATION SHEET NO.1			
I consent to act as director of the company named on page 1			
Signature 		Date 16/11/87	

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

Name (note 3) ROBERT COLIN MILLIGAN		Business occupation COMPANY SECRETARY	
Previous name(s) (note 3)		Nationality BRITISH	
Address (note 4) 24 FOUNTAIN ROAD, BRIDGE OF ALLAN, STIRLINGSHIRE		Date of birth (where applicable) (note 6) 2.2.41	
Postcode FK9 4LT			
Other directorships † AS PER CONTINUATION SHEET NO.1			
I consent to act as director of the company named on page 1			
Signature 		Date 16/11/87	

Name (note 3) JAMES TAYLOR CAMILAY HAY		Business occupation MANAGER FOR BRITCOIL PLC	
Previous name(s) (note 3)		Nationality BRITISH	
Address (note 4) 67 FOUNTAINHALL ROAD, ABERDEEN		Date of birth (where applicable) (note 6) 13.6.35	
Postcode AB2 4EU			
Other directorships † NONE			
I consent to act as director of the company named on page 1			
Signature 		Date 16/11/87	

Please do not  
write in  
this margin

Please complete  
legibly, preferably  
in block type, or  
bold block lettering

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)		ROBERT COLIN MILLIGAN	
Previous name(s) (note 3)			
Address (notes 4 & 7)		24 FOUNTAIN ROAD, BRIDGE OF ALLAN, STIRLINGSHIRE	
		Postcode	FK9 4AT
I consent to act as secretary of the company named on page 1			
Signature		Date 16/11/87	

Name (notes 3 & 7)			
Previous name(s) (note 3)			
Address (notes 4 & 7)			
		Postcode	
I consent to act as secretary of the company named on page 1			
Signature		Date	

delete if the form is  
signed by the  
subscribers

Signature of agent on behalf of subscribers		Date
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delete if the form is  
signed by an agent on  
behalf of the  
subscribers

All the subscribers  
must sign either  
personally or by a  
person or persons  
authorised to sign  
for them

Signed		Date 16/11/87
Signed		Date 16/11/87
Signed		Date
Signed		Date
Signed		Date
Signed		Date

BRITOil INDONESIA LIMITED

ROBERT SPEIRS

DIRECTORSHIPS

Alpha Oil (Holdings) Limited  
Jurassic Petroleum Company Limited  
Britoil (Trustees) Limited

RELINQUISHED DIRECTORSHIPS

None within five years

ROBERT COLIN MILLIGAN

DIRECTORSHIPS

Britoil (Trustees) Limited  
Alpha Oil (Holdings) Limited  
Jurassic Petroleum Company Limited

RELINQUISHED DIRECTORSHIPS

None

# G

COMPANIES FORM No. 224

## Notice of accounting reference date (to be delivered within 6 months of incorporation)

# 224

Please do not  
write in  
this margin

Pursuant to section 224 of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

Company number

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107 96
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Name of company

\* BRITOIL INDONESIA LIMITED

\* insert full name  
of company

gives notice that the date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

**Important**  
The accounting  
reference date to  
be entered along-  
side should be  
completed as in the  
following examples:

Day Month

3	1	1	2
---	---	---	---

5 April  
Day Month

0	5	0	4
---	---	---	---

30 June  
Day Month

3	0	0	6
---	---	---	---

31 December  
Day Month

3	1	1	2
---	---	---	---

† Delete as  
appropriate

Signed

*A. L. May*

[Director][Secretary]† Date

16/01/87

Presenter's name address and  
reference (if any):

R.C. CUMMING  
ASSISTANT COMPANY SECRETARY  
BRITOIL plc  
301 ST. VINCENT STREET  
GLASGOW G2 5DP

For official Use  
General Section

Post room

THE COMPANIES ACTS 1985 TO 1989

---

COMPANY LIMITED BY SHARES

---

**RESOLUTIONS**

OF

**BRITOIL INDONESIA LIMITED**

PASSED 30TH OCTOBER. 1992

At the Annual General Meeting of Members of BRITOIL INDONESIA LIMITED held on 30th October 1992 the following Resolutions were passed as ELECTIVE RESOLUTIONS :-

**ELECTIVE RESOLUTIONS**

IT WAS RESOLVED as an ELECTIVE RESOLUTION pursuant to section 379A of the Companies Act 1985 (as amended) that:-

- a) The Company hereby elects (for the purposes of Section 366A of the said Act) to dispense with the holding of Annual General Meetings;
- b) The Company hereby elects (for the purposes of section 252 of the said Act) to dispense with the laying of Accounts and Reports before the Company in general meetings; and
- c) The Company hereby elects (for the purposes of section 386 of the said Act) to dispense with the obligation to appoint Auditors annually.



R D MORRIS

CHAIRMAN

THE COMPANIES ACTS 1985 TO 1989

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COMPANY LIMITED BY SHARES

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**RESOLUTIONS**  
**OF**  
**BRITOIL INDONESIA LIMITED**

PASSED 30TH OCTOBER. 1992

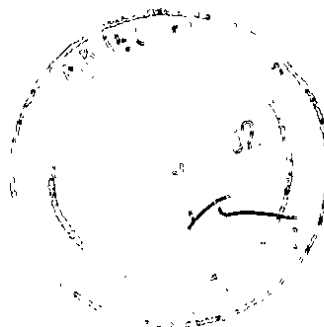
At the Annual General Meeting of Members of BRITOIL INDONESIA LIMITED held on 30th October 1992 the following Resolution was duly passed as a SPECIAL RESOLUTION:-

**ARTICLES OF ASSOCIATION (SPECIAL RESOLUTION)**

"IT WAS RESOLVED as a SPECIAL RESOLUTION that the Articles of Association (as set out in the document produced to the Meeting and initialled for the purposes of identification by the Chairman thereof) be adopted as the new Articles of Association of the Company, in substitution for and to the exclusion of the existing Articles of Association."

  
R D MORRIS

CHAIRMAN





10-7896  
th

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**COMPANY LIMITED BY SHARES**

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**ARTICLES OF ASSOCIATION**

OF

**BRITOIL INDONESIA LIMITED**

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(Adopted pursuant to Special Resolution passed on 30th October 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), and including any statutory modification thereto, or re-enactment thereof for the time being in force.
---------	---

The Company	The company to which these presents relate.
-------------	---

Office	The registered office of the Company for the time being.
--------	--

These presents	These Articles of Association as from time to time amended.
----------------	---

In writing	Written or produced by any substitute for writing or partly one and partly another.
------------	---

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 and, 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 is £100 divided into 100 Ordinary 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 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.

### **POWERS 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 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 the 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. The common seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. Any instrument to which the seal is affixed shall be signed by a director or alternate director and countersigned by the Secretary or by a second director or alternate director. Where the Act so permits, any instrument signed by one director and the Secretary or by two directors 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.

### 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 judgment 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 part) 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.