

Company no 3115420

THE COMPANIES ACT 1985

and

THE COMPANIES ACT 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

NOVUS UK (KAKAP 2) LIMITED

Passed on ~~31~~ August 1996

By a written resolution of Novus UK (Kakap 2) Limited dated 13 August 1996 the following resolution was passed as a SPECIAL RESOLUTION:-

SPECIAL RESOLUTION

THAT:

(i) the objects of the company be altered by deleting clause 3 of the memorandum of association and substituting therefor the new clause 3 set out in the draft document marked A signed by way of identification by the secretary and annexed hereto.

(ii) the new articles of association set out in the draft document marked B signed by way of identification by the secretary and annexed hereto be adopted as the articles of association of the company to the exclusion of all previous articles of association.

K. J. Goodwin
.....
Director



EDX *EBAT100T* 88
COMPANIES HOUSE 12/9/96

COMPANIES HOUSE 19/08/96

NOVUS UK (KAKAP 2) LIMITED

**COMPANY NUMBER 3115420
INCORPORATED ON 18 OCTOBER 1995**

**THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM AND ARTICLES OF ASSOCIATION**

Company number 3115420

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

NOVUS UK (KAKAP 2) LIMITED

1. The Company's name is "NOVUS UK (KAKAP 2) LIMITED".*
2. The Company's registered office is to be situated in England and Wales.
3. The objects for which the Company is established are:-
 - (1) (i) On its own behalf and on behalf of any other person, to negotiate and enter into any agreements and arrangements with any person for the granting to or transfer to the Company or to any other person of any leases, concessions, options, rights, licences, permits and other authorisations for effecting the exploration, development, acquisition, or working of petroleum or solid, liquid or gaseous hydrocarbons or other mineral rights or deposits in any part of the world.
 - (ii) To prospect, examine, explore, survey and develop the petroleum and solid, liquid and gaseous hydrocarbons and other mineral rights and deposits of any territories, estates or properties in any part of the world, and with a view thereto to finance, organise, employ, equip and dispatch expeditions, commissions, engineering, mining and other experts and agents, and to prepare or cause to be prepared or assist in or subscribe towards the preparation of any place, examination, survey report and specification of any kind and nature whatsoever.
 - (iii) To carry on the business of searching for, acquiring, developing, producing, transporting, refining, storing, distributing and dealing in petroleum and solid, liquid and gaseous hydrocarbons and other minerals and their products and by-products.
- (2) To acquire and hold any kind of interest in, or provide any form of capital for, any enterprise, concern or person, to carry on business as a holding and investment company, and, generally and in addition, to carry out, or through subsidiaries or otherwise be interested or participate in, all kinds of financial, commercial, transport, industrial, technological and other transactions and activities.

* The name of the Company was changed from PRECIS (1400) LIMITED on 7 March 1996 and from MARATHON OIL PETROLEUM U.K. KAKAP LIMITED on 21 March 1996 and from MARATHON PETROLEUM U.K. KAKAP LIMITED on 20 May 1996.

- (3) To acquire, dispose of, deal in and enter into every other kind of transaction in relation to land, buildings, plant, machinery, equipment, vehicles, ships, rigs, aircraft, merchandise, goods and other assets.
- (4) To undertake any manufacturing, processing, assembly or similar business.
- (5) To carry out, commission or co-ordinate any construction or engineering works or projects on land or otherwise.
- (6) To acquire, dispose of, make a market or deal in, issue, borrow, lend and enter into every other kind of transaction in relation to shares, debentures, securities and investments of every kind (including, but without limitation, those issued by the government of any country or territory, any public authority or any international organisation) and to carry out, manage, underwrite or arrange any issue, offering or distribution of any securities or investments of any kind.
- (7) To receive money on deposit or otherwise, to provide or arrange advances or any other form of credit or finance, to enter into or arrange transactions of every kind in relation to foreign exchange, bullion, commodities, futures, options and similar instruments and to engage in all forms of arbitrage.
- (8) To carry on all kinds of insurance business and all kinds of business connected with insurance.
- (9) To act as trustee, personal representative, director or agent of any kind and for any purposes, and to establish, operate or otherwise act in relation to any unit trust, investment trust or collective investment scheme.
- (10) To provide management, administrative, advisory, professional technical services of any kind and in any manner.
- (11) To undertake any kind of scientific or technical research and development and acquire, develop, register, protect and renew patents, trade-marks, copyrights, designs, inventions, processes and intellectual, technical and similar rights and all forms of know-how.
- (12) To undertake any business or transaction which the directors consider can be profitably or advantageously undertaken in conjunction or concurrently with any other business or transaction being or proposed to be undertaken by the Company, and to turn to account any of the Company's assets in any manner which the directors consider expedient.
- (13) To enter into all forms of distributorship, franchise, licensing and agency transactions.
- (14) To enter into any partnership, joint venture, co-operation and similar transactions, to carry out any form of take-over, acquisition, merger, amalgamation, demerger or reorganisation, to acquire or assume all or any part of the undertaking, assets, liabilities and obligations of any person, and to sell, transfer or otherwise dispose of all or any part of the undertaking, assets, liabilities and obligations of the Company.
- (15) To borrow or raise money by any method and to obtain any form of credit or finance.

- (16) To secure the payment of any moneys, the discharge of any liabilities and the observance or performance of any kind of obligations by the Company by any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, wherever situate, including its uncalled capital, and, without prejudice to the generality of the preceding words, to enter into any such transaction in relation to any instruments or securities which have been or may be issued by the Company.
- (17) To guarantee in any manner the payment of any moneys, the discharge of any liabilities and the observance or performance of any kind of obligations by any person wherever situate, resident, formed or incorporated, including, but without limitation, any corporation which is a holding company, a subsidiary or a fellow subsidiary of the Company, to enter into any kind of indemnity or other engagement in relation to the foregoing, to secure any such guarantee, indemnity or engagement or the payment, discharge, observance and performance of any such moneys, liabilities and obligations by any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, wherever situate, including its uncalled capital, and, without prejudice to the generality of the preceding words, to enter into any such transaction in relation to any instruments or securities which have been or may be issued by any person.
- (18) To enter into all forms of indemnity in relation to claims, losses and contingencies of every kind and, for that or any similar purpose, to create any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, wherever situate, including its uncalled capital.
- (19) To make, draw, accept, issue, execute, indorse, avalise, negotiate and deal with instruments and securities of every kind, whether or not negotiable or transferable.
- (20) To employ, accept on secondment, retain and appoint managers, employees, professional and technical staff and personnel and advisers of every kind, and to enter into any arrangement for payment or other remuneration (including all forms of benefits) in respect of the services of such persons.
- (21) To provide or arrange for pensions, lump sums payments, gratuities, life, health, accident and other insurances and other benefits (pecuniary or otherwise) of every kind to or for the benefit of any individuals who are or have been directors of, or employed by, or who provide or have provided personal services to or for, the Company or any company which is or has been a subsidiary, holding company or fellow subsidiary of the Company or otherwise connected with the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary or connected company and to or for the benefit of the wives, widows, children and other relatives and dependants of such individuals and other persons who have or formerly had with any such individuals any relationship of such a kind as the directors may approve; and for those purposes to establish or participate in any fund or scheme, to effect or contribute to any form of insurance and to enter into any other arrangements of any kind which the directors may approve.
- (22) To establish, maintain and participate in profit sharing, share holding, share option, incentive or similar schemes for the benefit of any of the directors or employees of the Company or of any such subsidiary, holding or fellow subsidiary or connected company and of any other person falling within any category approved by the directors, and to

lend money to any such directors, employees or persons or to trustees on their behalf to enable any such schemes to be established or maintained.

- (23) To support and subscribe to any charitable or public object whatsoever and to any institution or association which may be for the benefit of the Company or its directors or employees or connected with any town or place where the Company carries on business.
- (24) To distribute among the members of the Company in kind any assets of the Company.
- (25) To pay any expenses connected with the promotion, formation and incorporation of the Company, to contract with any person to pay the same, and to pay commissions, fees and expenses or issue securities of the Company for underwriting, placing, distributing, or entering into any other kind of transaction in relation to, any securities of the Company.
- (26) To exercise any power of the Company for any consideration of any kind or for no consideration whatsoever.
- (27) To exercise any power of the Company in any country or territory and by or through agents, trustees, sub-contractors or otherwise and either alone or in conjunction with others.
- (28) To do all other things (whether similar to any of the foregoing or not) which may be considered incidental or conducive to the attainment of the Company's objects or any of them.

And it is hereby declared -

- (a) that this clause shall be interpreted in the widest and most general manner and without regard to the ejusdem generis rule or any other restrictive principle of interpretation,
- (b) that each of the subclauses of this clause shall, unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other subclause,
- (c) that each of those subclauses shall be without prejudice to, or to the generality of, any other subclause and shall be in no way limited or restricted by reference to or inference from any other subclause,
- (d) that in this clause -
 - (i) "assets" includes property, rights and interests of every description, whether present or future, actual or contingent,
 - (ii) "dispose of", in relation to an asset, includes surrendering or extinguishing it, and also creating or granting it or any interest or right out of or in respect of it,
 - (iii) "liabilities" includes debts and obligations of every description, whether present or future, actual or contingent,

- (iv) "person" includes any partnership, corporation and unincorporated body and any country, territory, public authority and international organisation,
 - (v) "transaction" includes any scheme, arrangement and project.
4. The liability of the members is limited.
 5. * The share capital of the Company is £100 divided into one hundred shares of £1 each.

* The share capital of the company was increased to £100 and \$12,000,000 divided into 100 ordinary shares of £1 each and 12,000,000 ordinary shares of \$1 each by an ordinary resolution passed on 26 February 1996.

Company number 3115420

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

of

NOVUS UK (KAKAP 2) LIMITED

PRELIMINARY

1. Except as otherwise provided in these Articles, the regulations contained or incorporated in Table A shall apply to the Company. For the purposes of these Articles, Table A means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985, as amended by the Companies (Tables A to F) (Amendment) Regulations 1985.
2. These Articles and the regulations incorporated in them shall take effect subject to the requirements of the Act and of every other Act for the time being in force affecting the Company (together "the Statutes").
3. In these Articles, unless the contrary intention appears, words importing the singular number include the plural number and vice versa, words importing one gender include all genders, words importing persons include corporations and the expression "paid up" includes credited as paid up.

SHARE CAPITAL

4. (1) The directors are generally and unconditionally authorised (for the purposes of section 80 of the Act) at any time or times during the period of five years from the date of the adoption of these Articles as the Articles of Association of the Company to allot, or to grant any right to subscribe for or to convert any security into, shares in the authorised share capital of the Company at that date.
(2) At the expiry of the period of five years, the authority contained in paragraph (1) shall expire, but the Company may make an offer or agreement before the expiry of the authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority.
(3) Section 89(1) of the Act (which regulates the power to allot equity securities, as defined in section 94 of the Act) is excluded.

SHAREHOLDERS' RESOLUTIONS

5. A resolution in writing signed by or on behalf of all the members of the Company who would be entitled to vote on it if it had been proposed at a general meeting or at a meeting of any class of members of the Company shall (subject to sections 113 and 114

of the Companies Act 1989) be as valid and effectual as if it had been passed at a general meeting or at such class meeting (as the case may be) duly convened and held. The resolution may be contained in one document or in several documents each stating the terms of the resolution accurately and signed by or on behalf of one or more of the members. Regulation 53 of Table A shall not apply.

6. (1) A general meeting or a meeting of any class of members of the Company may consist of a conference between members some or all of whom are in different places provided that each member who participates is able:
 - (a) to hear each of the other participating members addressing the meeting; and
 - (b) if he so wishes, to address all of the other participating members simultaneously,whether directly, by conference telephone or by any other form of communications equipment (whether in use when this Article is adopted or developed subsequently) or by a combination of those methods.
- (2) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of members required to form a quorum.
- (3) A meeting held in this way is deemed to take place at the place where the largest group of participating members is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.
- (4) A resolution put to the vote of a meeting shall be decided by each member indicating to the chairman (in such manner as the chairman may direct) whether the member votes in favour of or against the resolution or abstains. Regulation 46 of Table A shall be amended accordingly.
- (5) References in this Article to members shall include their duly appointed proxies and, in the case of corporate members, their duly authorised representatives.

VOTES OF MEMBERS

7. A proxy appointed by a member of the Company under section 372 of the Act may vote on a show of hands as well as on a poll, but no person present shall be entitled to more than one vote on a show of hands except as provided in Regulation 50 of Table A. Regulation 54 of Table A shall be amended accordingly.

DIRECTORS

8. (1) The holders of a majority of the ordinary shares in the Company in issue may appoint any person as a director of the Company and may remove any director. Any appointment or removal shall be made in writing signed by the holders of the majority of the ordinary shares in the Company in issue and, in the case of a body corporate holding any of those shares, the signature of any one of its directors or its duly appointed representative shall suffice. Any appointment or removal shall take effect when it is lodged at the registered office of the Company.

- (2) In addition to the circumstances set out in Regulation 81 of Table A the office of a director shall be vacated if he is removed from that office in accordance with this Article.
 - (3) The directors may appoint any person who is willing to act to be a director, either to fill a casual vacancy or as an additional director.
 - (4) The directors shall not be subject to retirement by rotation and Regulations 73 to 80 (inclusive) and the last sentence of Regulation 84 of Table A shall not apply.
9. (1) No director shall vacate his office or be ineligible for re-appointment as a director, nor shall any person be ineligible for appointment as a director, by reason only of his having attained a particular age.
- (2) No special notice is required of any resolution appointing or approving the appointment of such a director nor is any notice required to state the age of the person to whom the resolution relates.

ALTERNATE DIRECTORS

10. (1) In addition to the persons mentioned in Regulation 65 of Table A, any director may appoint a director of any holding company of the Company or of any other subsidiary of that holding company or any person approved by a majority of the other directors to act as an alternate director.
- (2) Any person appointed as an alternate director shall vacate his office as an alternate director:
- (a) if and when the director by whom he has been appointed ceases to be a director; or
 - (b) if the director by whom he has been appointed removes him by written notice to the company; or
 - (c) in the event of any circumstances which, if he were a director, would cause him to vacate that office.

Regulation 67 of Table A shall not apply.

POWERS OF DIRECTORS

11. (1) The powers of the directors mentioned in Regulation 87 of Table A shall be exercisable as if the word "executive" (which appears before the word "office") were deleted.
- (2) Without prejudice to any other of their powers, the directors may exercise any of the power conferred by the Statutes to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or any of its subsidiaries.

PROCEEDINGS OF DIRECTORS

12. (1) A director who is in any way, whether directly or indirectly interested in any contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company shall declare the nature of his interest at a meeting of the directors in accordance with the Statutes.
- (2) Subject to such disclosure, a director may vote as a director on a resolution concerning any matter in which he has, directly or indirectly, an interest or duty and, if he votes, his votes shall be counted and he shall be counted in the quorum when that resolution or matter is under consideration. Regulations 94 to 96 (inclusive) of Table A shall not apply.
13. Notices of meetings of the directors shall be given to all directors and to any alternate directors appointed by them. Regulations 66 and 88 of Table A shall be amended accordingly.
14. Regulation 93 of Table A (written resolutions of directors) shall apply as if the word "signed" included "approved by letter, facsimile or telex".
15. (1) A meeting of the directors may consist of a conference between directors some or all of whom are in different places provided that each director who participates is able:
 - (a) to hear each of the other participating directors addressing the meeting; and
 - (b) if he so wishes, to address all of the other participating directors simultaneously,whether directly, by conference telephone or by any other form of communications equipment (whether in use when this Article is adopted or developed subsequently) or by a combination of those methods.
- (2) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of directors required to form a quorum, subject to the provisions of Article 12.
- (3) A meeting held in this way is deemed to take place at the place where the largest group of participating directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.

SEAL

16. The directors shall provide for the safe custody of the seal and of any official seal for use abroad in accordance with the Statutes. The seals shall only be used with the authority of the directors or of a committee of the directors authorised by the directors for that purpose. Every instrument to which the seal is affixed shall be signed by a director and countersigned by the Secretary or by a second director or by some other person appointed for the purpose by the directors or the committee. Regulation 101 of table A shall not apply.

NOTICES

17. Regulation 112 of Table A shall apply as if the last sentence were deleted and Regulation 116 shall apply as if the words "within the United Kingdom" did not appear.
18. Proof that:
 - (a) an envelope containing a notice was properly addressed, prepaid and posted (by first class post, where available); or
 - (b) a telex or facsimile transmission setting out the terms of a notice was properly despatched

shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiry of 24 hours after the envelope containing it was so posted or, in the case of telex or facsimile transmission, when despatched. Regulation 112 of Table A shall be amended accordingly. Regulation 115 of Table A shall not apply.

INDEMNITY

19. Subject to the provisions of the Statutes, 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, or in relation to, the execution and discharge of his duties, and no director, auditor, secretary or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of or in relation to the duties of his office. Regulation 118 of Table A shall not apply.