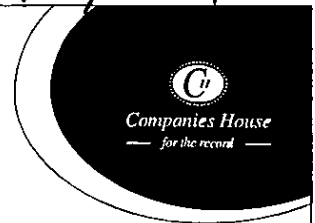


MG01

Particulars of a mortgage or charge



020197/117

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
particulars of a charge for a
company. To do this, please use
form MG01s

THURSDAY



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07/02/2013

#73

COMPANIES HOUSE

1 Company details

Company number 0 0 2 1 2 7 2 9

Company name in full Novus UK (Indonesian Holdings) Limited (the "Chargor")

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 d 0 5 m 0 2 y 2 0 y 1 3

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 The debenture dated 5 February 2013 (the "Debenture") between among others the Chargor and
the Security Agent as defined below

4 Amount secured

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

Amount secured Please refer to attached Continuation Sheets headed "Amount
secured"

Continuation page

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

MG01

Particulars of a mortgage or charge

5

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

Please give the name and address of the mortgagee(s) or person(s) entitled to the charge

Name	DSB Bank Ltd (the "Security Agent")									
Address	12 Marina Boulevard, Level 45, DBS Asia Central @ MBFC Tower 3									
	Singapore									
Postcode	0	1	8	9	8	2				
Name										
Address										
Postcode										

Continuation page

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

6

Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

Please refer to attached Continuation Sheets "Short particulars of all the property mortgaged or charged"

Continuation page

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

MG01

Particulars of a mortgage or charge

7

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

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

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

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

Commission allowance or discount

N/A

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 870).

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 866). 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 *Milbank Tweed Hadley & McCay LLP*

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

MG01

Particulars of a mortgage or charge



Presenter information

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

Contact name **Michelle Gilmore**

Company name **Milbank Tweed Hadley & McCloy LLP**

Address **10 Gresham Street**

Post town **London**

County/Region

Postcode **E C 2 V 7 J D**

Country **United Kingdom**

DX

Telephone **0207 615 3071**



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

4	Amount secured	
	Please give us details of the amount secured by the mortgage or charge	
Amount secured	US\$60,000,000	

All liabilities and all other present and future obligations at any time due, owing or incurred by the Chargor or certain other companies to the persons referred to as "Secured Parties" under (i) a senior term loan facility agreement dated 1 February 2013 made between (among others) Star Energy Kakap Holdings Limited and Star Energy (Kakap) Ltd as borrowers and the Security Agent and (ii) the other documents referred to in such facility agreement as "Finance Documents", whether present or future, actual or contingent and whether incurred solely or jointly or as principal or surety or in any other capacity

6	Short particulars of all the property mortgaged or charged	
	Please give the short particulars of the property mortgaged or charged	
Short particulars		

By way of assignment or fixed charge, all the Chargor's right, title and interest in and to (i) a Gas Supply Agreement dated 15 January 1999, an Operating Agreement dated 23 November 1977, a SembGas Coordination Agreement dated 15 January 1999, as amended on 31 October 2008, a West Natuna Transportation System JV Agreement dated 15 January 1999, an Agreement for the reception, transportation and redelivery of gas from the WNG supply group in the West Natuna transportation system dated 15 January 1999, a West Natuna Trustee and Paying Agent Agreement dated 15 January 1999 and a Kerapu Crude Oil SPA dated 29 January 1997 (in each case relating to a the oil and gas field in Indonesia known as the "Kakap Block"), (ii) all insurance policies relating to production and sale of oil and gas from the Kakap Block, (iii) all its book and other debts, (iv) all its freehold and leasehold property (and all associated buildings, fixtures, fittings, fixed plant or machinery), (v) all its plant, machinery and other chattels (other than those forming part of its stock in trade or work in progress or having a value of less than US\$1,000), (vi) all its present and future intellectual property, (vi) its present and future goodwill, uncalled capital and consents, permits, approvals, resolutions, licences and other authorisations, together with, in each case, all proceeds of sale or use and other present and future moneys and proceeds attributable to any of the same (but excluding property which it may only encumber with the consent of a third party or after satisfying some other term or condition so long as that consent has not been obtained or that other term or condition has not been satisfied)

By way of floating charge (until converted into a fixed charge as provided in the Debenture) the whole of its undertaking and assets, present and future (other than certain identified accounts and assets otherwise effectively charged or assigned) (but excluding property which it may only encumber with the consent of a third party or after satisfying some other term or condition so long as that consent has not been obtained or that other term or condition has not been satisfied)

The Chargor has agreed in the Debenture that (among other things) (a) it will not (without the Security Agent's prior written consent or as thereby specifically permitted) create or permit to subsist any mortgage, charge, pledge, encumbrance, lien or other security interest securing any obligation of any person (or any other agreement or arrangement having a similar effect mortgage) over all or any of the property thereby encumbered and (b) it would execute all such deeds and other documents and otherwise do all such things as the Security Agent may reasonably require to (among other things) create, perfect or protect the security intended to be created by the Debenture



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 212729
CHARGE NO. 4**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 5 FEBRUARY
2013 AND CREATED BY NOVUS UK (INDONESIAN HOLDINGS)
LIMITED FOR SECURING US\$60,000,000 AND ALL MONIES DUE
OR TO BECOME DUE AND ALL OTHER MONIES DUE OR TO
BECOME DUE FROM THE COMPANY OR CERTAIN OTHER
COMPANIES TO THE SECURED PARTIES ON ANY ACCOUNT
WHATSOEVER 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 7 FEBRUARY 2013

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11 FEBRUARY
2013

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Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES