

COMPANIES FORM No. 155(6)a

Declaration in relation to
assistance for the acquisition
of shares.

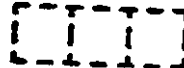
155(6)a

Pursuant to section 155(6) of the Companies Act 1986

To the Registrar of Companies

For official use

Company number



707927

Name of company

• Oryx U.K. (Kakap) Limited

For/We/ Robert Charles Williams of 903 The Connaught, 187 Liverpool Street,
Sydney, NSW 2000, James Trevor Hornabrook of Middle Lutton, Uppottery,
Honiton, Devon, England EX14 9PA and Phillip Arthur Vingoe of
Bluebell Corner, Deadhearn Lane, Chalfont St. Giles, Bucks HP8 4BG

~~(the sole director)~~ (all the directors) of the above company do solemnly and sincerely declare that:
The business of the company is:

~~(a) that of a recognised bank licensed institution within the meaning of the Banking Act 1979;~~
~~(b) that of a person authorised under section 3 of the Insurance Companies Act 1982 to carry on~~
~~insurance business in the United Kingdom;~~

(c) something other than the above

The company is proposing to give financial assistance in connection with the acquisition of shares in the
~~company~~ company's holding company Oryx U.K. (Indonesian Holdings)
Limited

The assistance is for the purpose of ~~that acquisition~~ ~~the acquisition of shares in the~~ ~~company~~ ~~the acquisition of shares in the~~
~~company~~ ~~the acquisition of shares in the~~ ~~company~~ ~~the acquisition of shares in the~~

The number and class of the shares acquired or to be acquired is: 106,100 ordinary shares

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

For official use
General Section



The assistance is to be given to: (note 2) Novus Petroleum Limited and/or Novus Finance Pty Ltd

Please do not
write in
this margin

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

The assistance will take the form of:

the entering into of a deed of guarantee and indemnity (the "Indemnity") with Indosuez Australia Limited ("Indosuez") and others to guarantee to Indosuez, inter alia, the due and punctual payment and satisfaction of the Secured Moneys (as defined in the Indemnity) by Novus Finance Pty Ltd ("NFPL").

The person who has acquired ~~and acquired~~ the shares is:
Novus Petroleum Limited

*Delete as
appropriate

The principal terms on which the assistance will be given are:

as set out in the Indemnity and principally that the Company enter into the Indemnity in favour of Indosuez.

~~The amount of cash to be advanced to the person assisted is £~~

~~The value of any asset to be advanced to the person assisted is £~~

The date on which the assistance is to be given is on or before 7 August 1995

Rate either (a) or (b) appropriate

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account—see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.

PRIVATE AND CONFIDENTIAL

The Directors
Oryx UK (Kakap) Limited
Middle Luxton
Upottery
Devon
EX14 9PA

20 June 1995

CSD2/EC/HCC

Dear Sirs

REPORT OF THE AUDITORS TO THE DIRECTORS OF ORYX UK (KAKAP) LIMITED PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

We have examined the attached statutory declaration of the directors in connection with the financial assistance proposed to be given by Oryx UK (Kakap) Limited ("the company") for the purchase of ordinary shares in Oryx UK (Indonesia Holdings) Limited.

BASIS OF OPINION

We have enquired into the state of affairs of the company so far as necessary for us to review the bases for the statutory declaration.

OPINION

We are not aware of anything to indicate that the opinion expressed by the directors in the attached declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Ernst & Young

Registered auditors

Company number
707927

KL0
COMPANIES HOUSE 03/07/95

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

ORYX U.K. (KAKAP) LIMITED

We, the persons whose names appear below, being all the members of the Company entitled to vote at General Meetings of the Company, hereby resolve upon the following resolution which shall be as valid and effectual as if it had been passed as a Special Resolution at a General Meeting of the Company duly convened and held:-

SPECIAL RESOLUTION

THAT:

- (A) subject to compliance with Sections 155-158 of the Companies Act 1985 (the "Act"), the entering into by the Company of a deed of guarantee and indemnity (the "Indemnity") with Indosuez Australia Limited ("Indosuez") and others to guarantee to Indosuez, inter alia, the due and punctual payment and satisfaction of amounts owing to it under a term loan agreement dated 18th May, 1995 between Indosuez and Novus Finance Pty Ltd is hereby approved;
- (B) the entering into of the Indemnity is in the best interests of the Company and the approval to the Company to enter into such Indemnity is given notwithstanding that the Company might be held to be giving financial assistance for the purposes of Sections 151 and 152 of the Act;
- (C) the Directors provide for the entry into on behalf of the Company of an Indemnity in the form of the draft produced to the meeting initialled by the Chairman for the purposes of

identification with such amendments as persons authorised to execute the same may approve;
and

- (D) this resolution shall have effect notwithstanding any provision of the Company's Articles of Association."

SIGNED by Robert Williams)
for and on behalf of Oryx U.K.)
(Indonesian Holdings) Limited)



SIGNED by
Robert Williams)



Dated 20 June, 1995

COMPANIES FORM No. 155(6)a

**Declaration in relation to
assistance for the acquisition
of shares.****155(6)a**

Pursuant to section 155(6) of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

[] [] [] [] [] []

707927

Name of company

• Oryx U.K. (Kakap) Limited

By/Wet Robert Charles Williams of 903 The Connaught, 187 Liverpool Street,
Sydney, NSW 2000, James Trevor Hornabrook of Middle Loxton, Uppottery,
Honiton, Devon, England EX14 9PA and Phillip Arthur Vingoe of
Bluebell Corner, Deadhearn Lane, Chalfont St. Giles, Bucks HP8 4BG

~~(The sole director)~~ all the directors of the above company do solemnly and sincerely declare that:

The business of the company is:

~~(a) that of a recognised bank, financial institution or within the meaning of the Banking Act 1979;~~
~~(b) that of a person authorised under section 3 of the Insurance Companies Act 1982 to carry on~~
~~insurance business in the United Kingdom;~~

(c) something other than the above:

The company is proposing to give financial assistance in connection with the acquisition of shares in the
~~company's~~ company's holding company Oryx U.K. (Indonesian Holdings)
 Limited

The assistance is for the purpose of ~~that acquisition~~ ~~reducing or discharging a liability incurred for the~~
~~purpose of that acquisition~~.

The number and class of the shares acquired or to be acquired is: 106,100 ordinary shares

Presentor's name, address and
reference (if any):For official use
General Section

The assistance is to be given to: (note 2) Novus Petroleum Limited and/or Novus Finance Pty Ltd

Please do not
write in
this margin

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

The assistance will take the form of:

the entering into of a deed of guarantee and indemnity (the "Indemnity") with Indosuez Australia Limited ("Indosuez") and others to guarantee to Indosuez, inter alia, the due and punctual payment and satisfaction of the Secured Moneys (as defined in the Indemnity) by Novus Finance Pty Ltd ("NFPL").

The person who ~~has acquired~~ ~~will acquire~~² the shares is:
Novus Petroleum Limited

² Delete as
appropriate

The principal terms on which the assistance will be given are:

as set out in the Indemnity and principally that the Company enter into the Indemnity in favour of Indosuez.

~~The amount of cash to be transferred to the person assisted is £~~

~~The value of any asset to be transferred to the person assisted is £~~

The date on which the assistance is to be given is on or before 7 August 1995

Please do not
write in
this margin

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

Delete either (a) or
(b) as appropriate

~~1/~~ We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

(a) ~~1/~~ We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date (note 3)

~~2/~~ ~~We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date (note 3)~~
~~3/~~ ~~We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date (note 3)~~
~~4/~~ ~~We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date (note 3)~~

And we 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 London
Leicester

the 20 day of June

One thousand nine hundred and twenty five

before me [Signature]

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

Declarants to sign below

[Signature]

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account—see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.

PRIVATE AND CONFIDENTIAL

The Directors
Oryx UK (Kakap) Limited
Middle Luxton
Upottery
Devon
EX14 9PA

20th June 1995

CSD2/EC/HCC

Dear Sirs

**REPORT OF THE AUDITORS TO THE DIRECTORS OF ORYX UK (KAKAP)
LIMITED PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985**

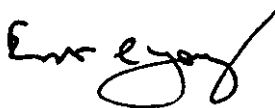
We have examined the attached statutory declaration of the directors in connection with the financial assistance proposed to be given by Oryx UK (Kakap) Limited ("the company") for the purchase of ordinary shares in Oryx UK (Indonesia Holdings) Limited.

BASIS OF OPINION

We have enquired into the state of affairs of the company so far as necessary for us to review the bases for the statutory declaration.

OPINION

We are not aware of anything to indicate that the opinion expressed by the directors in the attached declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.



Ernst & Young

Registered auditors

155(6)a

Pursuant to section 155(6) of the Companies Act 1985

Company number

707927

7/Wet Robert Charles Williams of 903 The Connaught, 187 Liverpool Street,
Sydney, NSW 2000, James Trevor Hornabrook of Middle Lutton, Uppottery,
Honiton, Devon, England EX14 9PA and Phillip Arthur Vingoe of
Bluebell Corner, Deadhearn Lane, Chalfont St. Giles, Bucks HP8 4HG

~~not that of a recognised bank licensed institution within the meaning of the Banking Act 1939;
not that of a person authorised or licensed under section 4 of the Insurance Companies Act 1938 to carry on
insurance business in the United Kingdom;~~

COMPANIES WHICH ARE

The assistance is to be given to: (note 2) Novus Petroleum Limited and/or Novus Finance Pty Ltd

Please do not
write in
this margin

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

The assistance will take the form of:

the entering into of a deed of guarantee and indemnity (the "Indemnity") with Indosuez Australia Limited ("Indosuez") and others to guarantee to Indosuez, inter alia, the due and punctual payment and satisfaction of the Secured Moneys (as defined in the Indemnity) by Novus Finance Pty Ltd ("NFPL").

The person who [has acquired] ~~[will acquire]~~ the shares is:

Novus Petroleum Limited

*Delete as
appropriate

The principal terms on which the assistance will be given are:

as set out in the Indemnity and principally that the Company enter into the Indemnity in favour of Indosuez.

~~The amount of cash to be transferred to the person assisted is £~~

~~The value of any asset to be transferred to the person assisted is £~~

The date on which the assistance is to be given is on or before 7 August 1995

do not
in
margin

complete
ably, preferably
black type, or
black lettering

either (a) or
as appropriate

~~1/~~ We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

(a) ~~1/~~ We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date. (note 3)

~~1/~~ This is intended to be a statement of the period of the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts in full within 12 months of the commencement of the winding up of the company.

And I ~~do~~ 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 The Manor House,
Honiton, Devon EX14 8EF.

the 20th day of June

One thousand nine hundred and ninety five.

before me M. J. J. J.

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

Declarants to sign below

[Handwritten signature]

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account—see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.

PRIVATE AND CONFIDENTIAL

The Directors
Oryx UK (Kakap) Limited
Middle Luxton
Upottery
Devon
EX14 9PA

20th June 1995

CSD2/EC/HCC

Dear Sirs

REPORT OF THE AUDITORS TO THE DIRECTORS OF ORYX UK (KAKAP) LIMITED PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

We have examined the attached statutory declaration of the directors in connection with the financial assistance proposed to be given by Oryx UK (Kakap) Limited ("the company") for the purchase of ordinary shares in Oryx UK (Indonesia Holdings) Limited.

BASIS OF OPINION

We have enquired into the state of affairs of the company so far as necessary for us to review the bases for the statutory declaration.

OPINION

We are not aware of anything to indicate that the opinion expressed by the directors in the attached declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Ernst & Young

Registered auditors