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Number of
Company } _____

THE COMPANIES ACTS 1948 to 1967

DECLARATION of Compliance with the requirements of the
Companies Act 1948 on application for registration of a Company.

Pursuant to Section 15 (2) of the Companies Act 1948

Insert the
Name of the
Company.

BP SOUTHERN AFRICA HOLDINGS
LIMITED

Presented by

Presentor's Reference AMF/LGL

Shell International Petroleum Company Limited

Shell Centre

London SE1 7NA.

Form No. 41
(No filing fee payable)

The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 15 Hanover Street W1R 9HG;
55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA; 19 & 21 North John Street,
Liverpool L2 5RF; 28-30 John Dalton Street, Manchester M3 6HR; and 14-22 Renfrew Court, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, ANDREW MEASON FLETT

of Shell Centre, London SE1 7NA

Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") engaged
"in the formation"
or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary".

Do solemnly and sincerely declare that I am (") a Solicitor of the
Supreme Court engaged in the formation

of

BP SOUTHERN AFRICA HOLDINGS

Limited,

And that all the requirements of the Companies Act 1948 in respect of
matters precedent to the registration of the said Company and incidental
thereto 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 Shell Centre, London SE1 7NA

the 19th day of May

one thousand nine hundred and

seventy-five

Andrew Meason Flett

Before me,

Walter B. Whitlock

Note.—This margin is reserved for binding and must not be written across.

COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

ENTRANCE 2012 11 050.00

Memorandum of Association

OF

BP Southern Africa Holdings Limited



1. The name of the Company is "BP SOUTHERN AFRICA HOLDINGS LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:—
 - (1) To carry on in all their respective branches all or any of the businesses of acquiring processing refining storing transporting supplying selling trading and dealing in and distributing petroleum and other oils and chemicals and any products thereof.
 - (2) To purchase, take on lease or licence, obtain concessions over or otherwise acquire any petroleum-bearing lands or any interest in such lands, or any rights of or connected with the getting or winning of any petroleum, and to sink wells, make borings, and otherwise search for and get petroleum.
 - (3) To acquire, work, and dispose of and deal in any mines, metals, minerals, clay and other like substances, and to acquire, produce, manufacture, deal in, or otherwise turn to account any mineral, animal or vegetable substances or products.
 - (4) To act as traders, importers, exporters, agents, commission agents and brokers and to carry on all kinds of commercial, mercantile or agency business or any other business, whether manufacturing or otherwise, which may seem to the Company capable of promoting the purposes of the Company.
 - (5) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any of the objects of the Company or calculated to render more valuable any property of the Company.
 - (6) To apply for, purchase, or otherwise acquire any patents, brevets d'invention, licences, trade marks, designs, concessions and the like in any country and to use, exercise, develop, and maintain the same and grant licences in respect thereof or otherwise turn the same to account.

- (7) To acquire and hold shares, debentures or securities of any kind of any other company carrying on a business which the Company is authorised to carry on or the acquisition and holding of which may be beneficial to or promote the purposes of the Company.
- (8) To purchase or acquire and undertake all or any part of the business, property, and liabilities of any company, body, or person carrying on any business which the Company is authorised to carry on or possessing property suitable for the purposes of the Company.
- (9) To acquire property of any kind or any interest therein and rights of any kind; and to turn the same to account and to deal with the same in any way.
- (10) To construct, erect, maintain and improve works of any kind.
- (11) To enter into partnership or any arrangement for sharing profits, union of interest, co-operation, joint adventure, reciprocal concessions, or otherwise with any company or person carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit or promote the purposes of this Company.
- (12) To enter into any arrangements with any Governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise, or comply with any such arrangements, rights, privileges, or concessions.
- (13) To carry on all kinds of insurance except life insurance.
- (14) To pay pensions, allowances and gratuities to persons who are or have been Directors or employees of the Company and to the families and dependants of such persons; to establish and maintain or to participate in establishing or maintaining trusts, funds or schemes for the provision of such payments; to make payments for or towards insurance; and to make payments for any charitable or benevolent or public or useful purposes which in the opinion of the Directors are calculated to advance the interests of the Company or of its officers or employees.
- (15) To promote any company for the purpose of acquiring all or any of the properties and liabilities of this Company, or for any other purpose which may seem, directly or indirectly, calculated to benefit or promote the purposes of this Company.
- (16) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and, in particular, for shares, debentures, or securities of any other company having objects altogether or in part similar to those of this Company.

- (17) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.
- (18) To lend money to such companies and persons and on such terms as may seem expedient, and to guarantee the performance of contracts by any persons.
- (19) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon the undertaking and all or any of the property (both present and future) and the uncalled capital of the Company, and to purchase, redeem, or pay off any such securities.
- (20) To subsidise or otherwise assist any company, whether for consideration or otherwise, and in particular to make subvention payments to any associated company under the provisions of Section 20 of the Finance Act 1953, or any enactment replacing or amending the same.
- (21) To remunerate any company or person for services rendered in or about or for the promotion of the Company's business.
- (22) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (23) To distribute property of the Company in specie among its members.
- (24) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.
- (25) To obtain any legislative, judicial, administrative or other Act, order or authorisation for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest.
- (26) To procure the Company to be registered or recognised in any part of the world.
- (27) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, or otherwise, and either alone or in conjunction with others.
- (28) To do all such other things as may be considered incidental or conducive to the attainment of any of the foregoing objects.

And it is hereby declared that in this Clause the word "company" includes any body corporate or unincorporate, wheresoever existing, and the intention is that the objects specified in each paragraph shall, except when otherwise expressed therein, be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company or by the application of any rule of construction ejusdem generis or otherwise.

4. The liability of the Members is Limited.

5. The Share Capital of the Company is £100 divided into 100 shares of £1 each.

WE, the 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 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

Andrew Flett

SHELL CENTRE

LONDON SE1 7NA

SOLICITOR

One

M. J. Morgan

BRITANNIC HOUSE

LONDON EC2Y 9BU

CHARTERED SECRETARY

One

Dated the 19th day of May 1975

Witness to the above Signatures:--

A. C. H. W.

Britannic House

London EC2Y 9BU.

BP

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as in

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Articles of Association

OF

BP Southern Africa Holdings Limited

PRELIMINARY

1. In these presents, if not inconsistent with the subject or context:—

- (a) "The Act" means the Companies Act, 1948.
- (b) "The Statutes" means the Companies Acts, 1948 to 1967, and every other Act for the time being in force concerning joint stock companies and affecting the Company.
- (c) "These presents" means these Articles of Association as originally framed or as from time to time altered by special resolution.
- (d) "The Office" means the registered office of the Company.
- (e) "The Seal" means the Common Seal of the Company.
- (f) "The United Kingdom" means Great Britain and Northern Ireland.
- (g) "The Board" means the Board of Directors of the Company.
- (h) "Month" means calendar month.
- (i) "Year" means a year from the 1st January to the 31st December inclusive.
- (j) "Paid up" means paid up or credited as paid up.
- (k) "The Secretary" includes a temporary or assistant Secretary and any person appointed by the Board to perform any of the duties of the Secretary of the Company.
- (l) "Dividend" includes a bonus.
- (m) Words importing the singular number only shall include the plural number and vice versa.
- (n) Words importing the masculine gender shall include the feminine gender.
- (o) Words importing persons shall include corporations.
- (p) Expressions referring to writing shall be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Save as aforesaid, words or expressions contained in these presents shall, if not inconsistent with the subject or context, bear the same meanings as in the Statutes.

2. Save as hereinafter provided the regulations contained in Table A in the First Schedule to the Act shall not apply to the Company.

3. The Company is a private company, and accordingly:-

- (a) the right to transfer shares is restricted in the manner hereinafter prescribed;
- (b) the number of Members for the time being of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the determination of such employment to be Members of the Company) is not to exceed fifty:

Provided that for the purposes of this provision where two or more persons hold one or more shares in the Company jointly they shall be treated as a single Member;

- (c) the Company shall not have power to issue share warrants to bearer;
- (d) any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

SHARES

4. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the Company may be issued with such preferred, deferred or other special rights or subject to such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the Company may from time to time by ordinary resolution determine.

5. Subject to the provisions of section 58 of the Act, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed on such terms and in such manner as the Company before the issue of the shares may by special resolution determine.

6. Subject to the provisions of these presents and to any directions given by the Company in general meeting any unissued or new shares of the Company shall be at the disposal of the Board which may allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may determine, but so that no shares shall be issued at a discount except in accordance with section 57 of the Act.

7. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these presents relating to general meetings shall apply, but so that the necessary quorum shall be two persons at least holding, or representing by proxy, one-third of the issued shares of that class and that any holder of a share of the class present in person or by proxy may demand a poll.

8. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

9. The Company may exercise the powers of paying commissions conferred by section 53 of the Act:

Provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said section and the rate of the commission shall not exceed the rate of 10 per cent of the price at which the shares, in respect whereof the same is paid, are issued or an amount equal to 10 per cent of such price (as the case may be).

Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.

10. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these presents or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

11. Every person whose name is entered as a Member in the Register of Members shall be entitled, without payment, to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares, or several certificates each for one or more of his shares, upon payment of such fee (if any) as the Board may determine. Every certificate shall be under the Seal and shall specify the shares to which it relates and the amount paid up thereon:

Provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

12. If a share certificate be defaced, lost or destroyed, it may be renewed on payment of such fee (if any) and on such terms (if any) as to evidence and indemnity and the payment of out-of-pocket expenses of the Company of investigating evidence as the Board thinks fit.

13. The Company shall not give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security, or otherwise, any financial assistance for the purpose of, or in connection with, a purchase or subscription made or to be made by any person of or for any shares in the Company or in its holding company, nor shall the Company make a loan for any purpose whatsoever on the security of its shares or those of its holding company, but nothing in these presents shall prohibit transactions mentioned in the proviso to section 54 (1) of the Act.

14. Regulations 11-21 inclusive and 29-39 inclusive (relating to lien, calls on shares and transmission and forfeiture of shares) contained in Table A in the First Schedule to the Act shall apply to the Company as if they were set out herein with the substitution therein for references to "the directors" and "these regulations" of references to "the Board" and "these presents" respectively and with the omission from Regulation 15 of the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call," and with the substitution in that Regulation of the word "seven" for the word "fourteen".

TRANSFER OF SHARES

15. Subject to such of the restrictions of these presents as may be applicable, a Member may transfer all or any of his shares in manner authorized by or pursuant to the Stock Transfer Act, 1963 or by means of any other instrument in such form and executed in such manner as the Board may from time to time approve. The transferor of a share shall be deemed to remain the holder thereof until the name of the transferee is entered in the Register of Members in respect thereof.

16. The Board may, in its absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

17. The Board may also decline to recognise any instrument of transfer unless the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer.

18. If the Board refuses to register a transfer it shall, within two months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal.

19. The registration of transfers may be suspended at such times and for such periods (not exceeding a total of thirty days in any year) as the Board may from time to time determine.

ALTERATION OF CAPITAL

20. The Company may from time to time by ordinary resolution increase its share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.

21. The new shares shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the shares in the original share capital.

22. The Company may from time to time by ordinary resolution:—

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association subject, nevertheless, to the provisions of section 61 (1) (d) of the Act;



- (c) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

23. The Company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner and with, and subject to, any incident authorized and consent required by law.

GENERAL MEETINGS

24. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next:

Provided that, so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Board shall appoint.

25. All general meetings other than annual general meetings shall be called extraordinary general meetings.

26. The Board may, whenever it thinks fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 132 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two Members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

NOTICE OF GENERAL MEETINGS

27. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given in a manner hereinafter mentioned or in such other manner (if any) as may be prescribed by the Company in general meeting, to such persons as are, under these presents, entitled to receive such notices from the Company:

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in these presents, be deemed to have been duly called if it is so agreed:—

- (a) in the case of a meeting called as the annual general meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.

28. 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

29. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all business that is transacted at an annual general meeting with the exception of declaring a dividend, the consideration of the accounts and balance sheets and the reports of the Board and of the Auditors and the appointment of, and the fixing of the remuneration of, the Auditors.

30. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two Members present in person or by proxy shall be a quorum.

31. If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Board may determine and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting the Member, or Members, present shall be a quorum.

32. The Chairman (if any) of the Board shall preside as Chairman at every general meeting of the Company or, if there is no such Chairman, or if he shall not be present within five minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall choose one of their number to be Chairman of the meeting.

33. If at any meeting no Director is willing to act as Chairman or if no Director is present within five minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be Chairman of the meeting.

34. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

35. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any Member present in person or by proxy. Unless a poll be so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously or carried or not carried by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, shall be

conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

36. Except as provided in Article 38, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

37. In the case of an equality of votes whether on a show of hands or on a poll the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall not have a second or casting vote and the resolution shall be declared to have been lost.

38. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of a poll. The demand for a poll may be withdrawn at any time.

39. Subject to the provisions of the Act, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorized representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Members or duly authorized representatives concerned.

VOTES OF MEMBERS

40. Subject to any rights or restrictions for the time being attached to any class or classes of shares, every Member present in person or by proxy shall on a show of hands have one vote and on a poll have one vote for each share of which he is the holder.

41. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.

42. A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis, or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.

43. No Member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

44. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

51. Any corporation (whether a company within the meaning of the Act or not) which is a Member of the Company may, by resolution of its board of directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members of the Company, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company. A corporation which is a Member of the Company will be deemed to be present in person by its representative duly authorized under this Article.

DIRECTORS

52. (1) Unless and until otherwise determined by the Company in general meeting the Directors shall not be less than two and not more than thirty in number.

(2) The Company in general meeting may appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Without prejudice to the power of the Company in general meeting (but subject to any limitation for the time being on the total number of Directors) a person may also be appointed to be a Director (either to fill a casual vacancy or as an addition to the existing Directors) either by resolution of the Board or by instrument in writing executed by or on behalf of Members of the Company holding a majority of the shares of the Company for the time being carrying the right of voting at general meetings.

53. The remuneration of the Directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board or of any committee of the Board or general meetings of the Company, or in connection with the business of the Company.

54. The shareholding qualification for Directors may be fixed by the Company in general meeting, and unless and until so fixed no qualification shall be required.

55. A Director of the Company may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company unless the Company otherwise directs.

56. Subject to any special provisions of his appointment limiting the term of his tenure of office, every Director for the time being of the Company, howsoever appointed, shall remain a Director until he vacates office pursuant to the provisions of Article 68.

BORROWING POWERS

57. The Board may from time to time at its discretion exercise all the powers of the Company to borrow or raise or secure the payment of any sum or sums of money for the purposes of the Company.

58. The Board may raise, or secure the payment or repayment of, such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and, in particular, by the issue of debentures of the Company charged upon the undertaking and all or any of the property (both present and future) and the uncalled capital of the Company for the time being.

59. The Board shall cause a proper register of charges to be kept in accordance with section 104 of the Act and shall duly comply with the requirements of sections 95, 96 and 97 of the Act in regard to the registration of charges therein specified and otherwise.

POWERS AND DUTIES OF DIRECTORS

60. The management of the business of the Company shall be vested in the Board which, in addition to the powers and authorities by these presents or otherwise expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not hereby or by statute expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Statutes and of these presents and to any regulations, being not inconsistent with the aforesaid provisions, from time to time made by the Company in general meeting:

Provided that no regulations so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

61. The Board may from time to time and at any time by power of attorney appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents) and for such period and subject to such conditions as it may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

62. The Company may exercise the powers conferred by section 35 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Board.

63. The Company may exercise the powers conferred upon the Company by sections 119 to 123 (both inclusive) of the Act with regard to the keeping of a dominion register, and the Board may (subject to the provisions of those sections) make and vary such regulations as it may think fit respecting the keeping of any such register.

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64. (1) A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Board in accordance with section 199 of the Act.
- (2) A Director shall be at liberty to vote in respect of any contract or proposed contract with the Company in which he is directly or indirectly interested, and may be counted in the quorum present at any meeting at which such contract or proposed contract is considered.
- (3) A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Board or a Managing Director or the Company in general meeting may determine, and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.
- (4) A Director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any such office or place of profit under the Company, or whereat the terms of any such appointment are arranged, and he may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof.
- (5) Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director:
- Provided that nothing herein contained shall authorise a Director or his firm to act as Auditor to the Company.

65. All cheques, promissory notes, drafts, bills of exchange and other negotiable and transferable instruments and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.

66. The Board shall cause minutes to be made in books provided for the purpose:—

- (a) of all appointments of officers made by the Board;
- (b) of the names of the Directors present at each meeting of the Board and of any committee of the Board;

72. The Board may elect a Chairman of its meetings and determine the period for which he is to hold office; but if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

73. The Board may delegate any of its powers to committees consisting of such member or members of its body as it thinks fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

74. The meetings and proceedings of any committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by any regulations imposed by the Board under the last preceding Article.

75. A resolution in writing signed by all the Directors for the time being (or by their respective alternates appointed under Article 81 with authority to sign such resolution) or by all the members of a committee for the time being shall be as valid and effectual as if it had been passed at a meeting of the Board, or as the case may be, of such committee duly called and constituted. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or members of the committee concerned.

76. All acts done by any meeting of the Board or of a committee of the Board or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Director or member of such committee or person acting as aforesaid, or that they or any of them were disqualified or had vacated office, be as valid as if every such person had been duly appointed or was not disqualified or had continued in office.

77. The Board may award special remuneration out of the funds of the Company to any Director going or residing abroad in the interests of the Company or undertaking any work additional to that usually required of directors of a company similar to the Company.

MANAGING DIRECTORS

78. The Board may from time to time appoint one or more of its body to the office of Managing Director for such period and on such terms as it thinks fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A Managing Director shall ipso facto cease to be a Managing Director if he ceases for any cause to hold the office of Director.

79. A Managing Director shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Board or the Company in general meeting may determine.

80. The Board may entrust to and confer upon a Managing Director any of the powers exercisable by it upon such terms and conditions and with such restrictions as it may think fit, and either collaterally with or to the exclusion of its own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

ALTERNATE DIRECTORS

81. Any Director may at any time appoint one or more persons, whether Directors or not, to be an alternate Director of the Company in his place and may at any time remove from office any alternate Director so appointed by him. An alternate Director shall not be entitled as such to receive any remuneration from the Company, but he shall be entitled to perform in the place of his appointor such of the functions of his appointor as a Director of the Company as his appointor shall by the instrument of appointment prescribe. The same person may be appointed as an alternate Director by any number of Directors. An alternate Director appointed for the purpose of attending and voting at meetings of the Board shall be entitled to receive notices of all such meetings and any alternate Director (but, in cases where a Director has appointed more than one alternate Director, only one) shall be entitled to attend and be counted in the quorum and vote at any such meeting at which his appointor is not present. An alternate Director shall have a vote in respect of each appointor in whose place he is entitled to vote and (if himself a Director) may exercise such vote or votes in addition to his own vote at a meeting:

Provided always that nothing in this Article shall enable the Chairman or a Managing Director to delegate to an alternate Director any of the special powers or authorities vested in the Chairman or such Managing Director as the case may be by these presents or by the Board or shall enable more than one vote to be cast at any meeting of the Board on behalf of the same appointor.

82. All appointments and removals of alternate Directors shall be effected by instrument in writing under the hand of the Director making or revoking such appointment and shall take effect upon such instrument being left at the Office or on such later date as may be specified in such instrument. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director.

SECRETARY

83. The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed may be removed by the Board.

84. A provision of the Statutes or of these presents requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

THE SEAL

85. The Board shall provide for the safe custody of the Seal. The Seal shall be used only by the authority of the Board or of a Managing Director or committee of Directors authorised in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Director and also by the Secretary or by a second Director or by some other person appointed by the Board for the purpose.

DIVIDENDS AND RESERVE

86. The Company in general meeting may from time to time declare dividends, but no such dividend shall exceed the amount recommended by the Board.

87. The Board may from time to time pay to the Members such interim dividends as appear to the Board to be justified by the profits of the Company.

88. No dividend shall be paid otherwise than out of profits.

89. The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may from time to time think fit. The Board may also, without placing the same to reserve, carry forward any profits which it may think prudent not to divide.

90. Subject to the rights of persons (if any) entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid up on the shares in respect whereof the dividend is paid, but no amount paid up on a share in advance of calls shall be treated for the purpose of this Article as paid up on the share. All dividends shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share be issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

91. The Board may deduct from any dividend payable to any Member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.

92. Any general meeting declaring a dividend may direct payment of such dividend wholly or partly by the distribution of specific assets and, in particular, of paid up shares, debentures or debenture stock of any other company, or in any one or more such ways, and the Board shall give effect to such resolution and where any difficulty arises in regard to such distribution the Board may settle the same as it thinks expedient, and, in particular, may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof, and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Board.

93. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post direct to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the Register of Members or to such person and to such address as the holder or joint holders may in writing from time to time direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable in respect of the shares held by them as joint holders.

94. No dividend shall bear interest against the Company.

ACCOUNTS

95. The Board shall cause proper books of account to be kept with respect to:—

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Company; and
- (c) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

96. The books of account shall be kept at the Office or, subject to the provisions of the Statutes, at such other place or places as the Board thinks fit, and shall always be open to inspection by the Directors.

97. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in general meeting.

98. The Board shall from time to time, in accordance with the provisions of the Statutes, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to therein.

99. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the Auditors' report, shall, in accordance with the provisions of the Statutes, be sent to every person to whom the Company is thereby required to send the same.

CAPITALISATION OF PROFITS

100. The Company in general meeting may, upon the recommendation of the Board, resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution, and, accordingly, that such sum be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend (and in the same proportions) on condition that the same be not paid in cash, but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively, or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such Members in the proportions aforesaid, or partly in the one way and partly in the other, and the Board shall give effect to such resolution:

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Provided that a share premium account and a capital redemption reserve fund may, for the purposes of this Article, be applied only in the paying up of unissued shares to be issued to Members of the Company as fully paid bonus shares.

101. Whenever such a resolution as aforesaid shall have been passed, the Board shall make all appropriations and applications of the sum resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures (if any) and, generally, shall do all acts and things required to give effect thereto, with full power to the Board to make such provision by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the sums resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such Members.

AUDIT

102. Auditors shall be appointed and their duties regulated in accordance with the Statutes.

NOTICES

103. A notice may be given by the Company to any Member either personally or by sending it by post addressed to him at his registered address, or (if his registered address is not within the United Kingdom) at the address (if any) within the United Kingdom supplied by him to the Company for the giving of notice to him.

104. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the Register of Members in respect of the share.

105. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a Member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description at the address (if any) within the United Kingdom supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

106. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected (unless actually received earlier) at the expiration of twenty-four hours after the letter containing the same is posted.

107. Every person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which previously to his name and address being entered on the Register of Members shall be duly given to the person from whom he receives his title to such share.

108. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

- (a) every Member, except those Members whose registered address is not within the United Kingdom and who have not supplied to the Company an address within the United Kingdom for the giving of notices to them; and
- (b) the Auditors for the time being of the Company.

No other person shall be entitled to receive notices of general meetings.

WINDING UP

109. If the Company shall be wound up, the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Statutes, divide amongst the Members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no Member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

110. Every Director, Agent, Auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted, or in connection with any application under section 448 of the Act in which relief is granted to him by the Court.

Andrew Kett
Stell Centre
London SE17 7NA
Solicitor.
U. K. M.
BRITANNIC HOUSE
LONDON EC2Y 9BU
CHARTERED SECRETARY,
Witness to the above Signatures:-
I. C. Kett.



CERTIFICATE OF INCORPORATION

No. 1214291

I hereby certify that

EP SOUTHERN AFRICA HOLDINGS LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the
Company is Limited.

Given under my hand at London the 29TH MAY 1975

A handwritten signature in cursive script, appearing to read 'R. Whipp', with the initials '(R. WHIPP)' printed below it.

Assistant Registrar of Companies

1214291 / 8

EC ACT 72

COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

**BP SOUTHERN AFRICA HOLDINGS
LIMITED**

Incorporated the 29th day of May 1975





CERTIFICATE OF INCORPORATION


No. 1214291

I hereby certify that

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is this day incorporated under the Companies Acts 1948 to 1967 and that the
Company is Limited.

Given under my hand at London the 29TH MAY 1975


(R. WHIPP)

Assistant Registrar of Companies

Memorandum of Association
OF
BP Southern Africa Holdings Limited

1. The name of the Company is "BP SOUTHERN AFRICA HOLDINGS LIMITED".

2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are:—

- (1) To carry on in all their respective branches all or any of the businesses of acquiring processing refining storing transporting supplying selling trading and dealing in and distributing petroleum and other oils and chemicals and any products thereof.
- (2) To purchase, take on lease or licence, obtain concessions over or otherwise acquire any petroleum-bearing lands or any interest in such lands, or any rights of or connected with the getting or winning of any petroleum, and to sink wells, make borings, and otherwise search for and get petroleum.
- (3) To acquire, work, and dispose of and deal in any mines, metals, minerals, clay and other like substances, and to acquire, produce, manufacture, deal in, or otherwise turn to account any mineral, animal or vegetable substances or products.
- (4) To act as traders, importers, exporters, agents, commission agents and brokers and to carry on all kinds of commercial, mercantile or agency business or any other business, whether manufacturing or otherwise, which may seem to the Company capable of promoting the purposes of the Company.
- (5) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any of the objects of the Company or calculated to render more valuable any property of the Company.
- (6) To apply for, purchase, or otherwise acquire any patents, brevets d'invention, licences, trade marks, designs, concessions and the like in any country and to use, exercise, develop and maintain the same and grant licences in respect thereof or otherwise turn the same to account.

- (7) To acquire and hold shares, debentures or securities of any kind of any other company carrying on a business which the Company is authorised to carry on or the acquisition and holding of which may be beneficial to or promote the purposes of the Company.
- (8) To purchase or acquire and undertake all or any part of the business, property, and liabilities of any company, body, or person carrying on any business which the Company is authorised to carry on or possessing property suitable for the purposes of the Company.
- (9) To acquire property of any kind or any interest therein and rights of any kind; and to turn the same to account and to deal with the same in any way.
- (10) To construct, erect, maintain and improve works of any kind.
- (11) To enter into partnership or any arrangement for sharing profits, union of interest, co-operation, joint adventure, reciprocal concessions, or otherwise with any company or person carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit or promote the purposes of this Company.
- (12) To enter into any arrangements with any Governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise, or comply with any such arrangements, rights, privileges, or concessions.
- (13) To carry on all kinds of insurance except life insurance.
- (14) To pay pensions, allowances and gratuities to persons who are or have been Directors or employees of the Company and to the families and dependants of such persons; to establish and maintain or to participate in establishing or maintaining trusts, funds or schemes for the provision of such payments; to make payments for or towards insurance; and to make payments for any charitable or benevolent or public or useful purposes which in the opinion of the Directors are calculated to advance the interests of the Company or of its officers or employees.
- (15) To promote any company for the purpose of acquiring all or any of the properties and liabilities of this Company, or for any other purpose which may seem, directly or indirectly, calculated to benefit or promote the purposes of this Company.
- (16) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and, in particular, for shares, debentures, or securities of any other company having objects altogether or in part similar to those of this Company.

- (17) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.
- (18) To lend money to such companies and persons and on such terms as may seem expedient, and to guarantee the performance of contracts by any persons.
- (19) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon the undertaking and all or any of the property (both present and future) and the uncalled capital of the Company, and to purchase, redeem, or pay off any such securities.
- (20) To subsidise or otherwise assist any company, whether for consideration or otherwise, and in particular to make subvention payments to any associated company under the provisions of Section 20 of the Finance Act 1953, or any enactment replacing or amending the same.
- (21) To remunerate any company or person for services rendered in or about or for the promotion of the Company's business.
- (22) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (23) To distribute property of the Company in specie among its members.
- (24) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.
- (25) To obtain any legislative, judicial, administrative or other Act, order or authorisation for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest.
- (26) To procure the Company to be registered or recognised in any part of the world.
- (27) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, or otherwise, and either alone or in conjunction with others.
- (28) To do all such other things as may be considered incidental or conducive to the attainment of any of the foregoing objects.

And it is hereby declared that in this Clause the word "company" includes any body corporate or unincorporate, wheresoever existing, and the intention is that the objects specified in each paragraph shall, except when otherwise expressed therein, be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company or by the application of any rule of construction ejusdem generis or otherwise.

4. The liability of the Members is Limited.

5. The Share Capital of the Company is £100 divided into 100 shares of £1 each.

WE, the 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 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
A.M. Flett, Shell Centre, London SE1 7NA Solicitor	One Share
M.B. Seymour, Britannic House, Moor Lane, London EC2Y 9BU Chartered Secretary	One Share

Dated the 19th day of May 1975.

Witness to the above Signatures:—

J.C. Potter,
Britannic House,
Moor Lane,
London EC2Y 9BU

Articles of Association

OF

BP Southern Africa Holdings Limited

PRELIMINARY

1. In these presents, if not inconsistent with the subject or context:--

- (a) "The Act" means the Companies Act, 1948.
- (b) "The Statutes" means the Companies Acts, 1948 to 1967, and every other Act for the time being in force concerning joint stock companies and affecting the Company.
- (c) "These presents" means these Articles of Association as originally framed or as from time to time altered by special resolution.
- (d) "The Office" means the registered office of the Company.
- (e) "The Seal" means the Common Seal of the Company.
- (f) "The United Kingdom" means Great Britain and Northern Ireland.
- (g) "The Board" means the Board of Directors of the Company.
- (h) "Month" means calendar month.
- (i) "Year" means a year from the 1st January to the 31st December inclusive.
- (j) "Paid up" means paid up or credited as paid up.
- (k) "The Secretary" includes a temporary or assistant Secretary and any person appointed by the Board to perform any of the duties of the Secretary of the Company.
- (l) "Dividend" includes a bonus.
- (m) Words importing the singular number only shall include the plural number and vice versa.
- (n) Words importing the masculine gender shall include the feminine gender.
- (o) Words importing persons shall include corporations.
- (p) Expressions referring to writing shall be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Save as aforesaid, words or expressions contained in these presents shall, if not inconsistent with the subject or context, bear the same meanings as in the Statutes.

2. Save as hereinafter provided the regulations contained in Table A in the First Schedule to the Act shall not apply to the Company.

ALTERNATE DIRECTORS

81. Any Director may at any time appoint one or more persons, whether Directors or not, to be an alternate Director of the Company in his place and may at any time remove from office any alternate Director so appointed by him. An alternate Director shall not be entitled as such to receive any remuneration from the Company, but he shall be entitled to perform in the place of his appointor such of the functions of his appointor as a Director of the Company as his appointor shall by the instrument of appointment prescribe. The same person may be appointed as an alternate Director by any number of Directors. An alternate Director appointed for the purpose of attending and voting at meetings of the Board shall be entitled to receive notices of all such meetings and any alternate Director (but, in cases where a Director has appointed more than one alternate Director, only one) shall be entitled to attend and be counted in the quorum and vote at any such meeting at which his appointor is not present. An alternate Director shall have a vote in respect of each appointor in whose place he is entitled to vote and (if himself a Director) may exercise such vote or votes in addition to his own vote at a meeting:

Provided always that nothing in this Article shall enable the Chairman or a Managing Director to delegate to an alternate Director any of the special powers or authorities vested in the Chairman or such Managing Director as the case may be by these presents or by the Board or shall enable more than one vote to be cast at any meeting of the Board on behalf of the same appointor.

82. All appointments and removals of alternate Directors shall be effected by instrument in writing under the hand of the Director making or revoking such appointment and shall take effect upon such instrument being left at the Office or on such later date as may be specified in such instrument. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director.

SECRETARY

83. The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed may be removed by the Board.

84. A provision of the Statutes or of these presents requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

THE SEAL

85. The Board shall provide for the safe custody of the Seal. The Seal shall be used only by the authority of the Board or of a Managing Director or committee of Directors authorised in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Director and also by the Secretary or by a second Director or by some other person appointed by the Board for the purpose.

DIVIDENDS AND RESERVE

86. The Company in general meeting may from time to time declare dividends, but no such dividend shall exceed the amount recommended by the Board.

87. The Board may from time to time pay to the Members such interim dividends as appear to the Board to be justified by the profits of the Company.

88. No dividend shall be paid otherwise than out of profits.

89. The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may from time to time think fit. The Board may also, without placing the same to reserve, carry forward any profits which it may think prudent not to divide.

90. Subject to the rights of persons (if any) entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid up on the shares in respect whereof the dividend is paid, but no amount paid up on a share in advance of calls shall be treated for the purpose of this Article as paid up on the share. All dividends shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share be issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

91. The Board may deduct from any dividend payable to any Member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.

92. Any general meeting declaring a dividend may direct payment of such dividend wholly or partly by the distribution of specific assets and, in particular, of paid up shares, debentures or debenture stock of any other company, or in any one or more such ways, and the Board shall give effect to such resolution and where any difficulty arises in regard to such distribution the Board may settle the same as it thinks expedient, and, in particular, may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof, and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Board.

93. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post direct to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the Register of Members or to such person and to such address as the holder or joint holders may in writing from time to time direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable in respect of the shares held by them as joint holders.

94. No dividend shall bear interest against the Company.

ACCOUNTS

95. The Board shall cause proper books of account to be kept with respect to:--

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Company; and
- (c) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

96. The books of account shall be kept at the Office or, subject to the provisions of the Statutes, at such other place or places as the Board thinks fit, and shall always be open to inspection by the Directors.

97. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in general meeting.

98. The Board shall from time to time, in accordance with the provisions of the Statutes, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to therein.

99. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the Auditors' report, shall, in accordance with the provisions of the Statutes, be sent to every person to whom the Company is thereby required to send the same.

CAPITALISATION OF PROFITS

100. The Company in general meeting may, upon the recommendation of the Board, resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account, or otherwise available for distribution, and, accordingly, that such sum be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend (and in the same proportions) on condition that the same be not paid in cash, but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively, or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such Members in the proportions aforesaid, or partly in the one way and partly in the other, and the Board shall give effect to such resolution:

Provided that a share premium account and a capital redemption reserve fund may, for the purposes of this Article, be applied only in the paying up of unissued shares to be issued to Members of the Company as fully paid bonus shares.

101. Whenever such a resolution as aforesaid shall have been passed, the Board shall make all appropriations and applications of the sum resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures (if any) and, generally, shall do all acts and things required to give effect thereto, with full power to the Board to make such provision by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the sums resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such Members.

AUDIT

102. Auditors shall be appointed and their duties regulated in accordance with the Statutes

NOTICES

103. A notice may be given by the Company to any Member either personally or by sending it by post addressed to him at his registered address, or (if his registered address is not within the United Kingdom) at the address (if any) within the United Kingdom supplied by him to the Company for the giving of notice to him.

104. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the Register of Members in respect of the share.

105. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a Member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description at the address (if any) within the United Kingdom supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

106. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected (unless actually received earlier) at the expiration of twenty-four hours after the letter containing the same is posted.

107. Every person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which previously to his name and address being entered on the Register of Members shall be duly given to the person from whom he receives his title to such share

108. Notice of every general meeting shall be given in any manner hereinbefore authorised to:

- (a) every Member, except those Members whose registered address is not within the United Kingdom and who have not supplied to the Company an address within the United Kingdom for the giving of notices to them; and
- (b) the Auditors for the time being of the Company.

No other person shall be entitled to receive notices of general meetings.

WINDING UP

109. If the Company shall be wound up, the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Statutes, divide amongst the Members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trusts upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no Member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

110. Every Director, Agent, Auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted, or in connection with any application under section 448 of the Act in which relief is granted to him by the Court.

Names, Addresses and Descriptions of Subscribers:

A.M. Flett,
Shell Centre,
London SE1 7NA
Solicitor

One

M.B. Seymour,
Britannic House,
Moor Lane,
London EC2Y 9BU
Chartered Secretary

One

Witness to the above Signatures: -

J.C. Potter,
Britannic House,

BP SOUTHERN AFRICA HOLDINGS LIMITED

No 1214291

114

NOTICE is hereby given that the second annual general meeting of the company will be held at Britannic House, Moor Lane, London, EC2Y 9BU, on Friday, 13th January, 1978 at 3.00 p.m. , for the transaction of the following business:-

1. To consider and adopt the report of the directors for the year ended 31st December 1976 and the balance sheet at that date.
2. To re-appoint Whinney Murray & Co. as auditors.

By order of the Board

C. STEVENS

Assistant
Secretary

Britannic House,
Moor Lane, London, EC2Y 9BU
13th January, 1978

A member entitled to attend and vote is entitled to appoint a proxy to attend and to vote instead of him. A proxy need not be a member of the company.

Secretary

Registered Office

Auditors

J.E. WEDGEBURY

BRITANNIC HOUSE, MOOR LANE, LONDON, EC2Y 9BU

WHINNEY MURRAY & CO.

13



BP SOUTHERN AFRICA HOLDINGS LIMITED

REPORT OF THE DIRECTORS

The directors submit their report for the period ended 31st December 1976 and balance sheet at that date.

Board of Directors

G. S. Forsyth
W. P. C. Grassick
D. A. G. Sarre

Mr. G.S. Forsyth, Mr. W.P.C. Grassick and Mr. D.A.G. Sarre were directors of the company throughout the financial year.

The interests of the directors, and their families, in the stock and debentures of The British Petroleum Company Limited were as set out below:-

	Type of Stock	1st January 1976 or date of appointment	31st December 1976
		£ Units	£ Units
G.S. Forsyth	ordinary	572	572
W.P.C. Grassick		Nil	Nil
D.A.G. Sarre	ordinary	161	161

The company has not engaged in trading activities during 1976.

Whinney Murray & Co. who are willing to continue in office offer themselves for re-appointment.

By order of the Board
Assistant
C. STEVENS , Secretary

Britannic House,
Moor Lane, London, EC2Y 9BU
13th January , 1978

BP SOUTHERN AFRICA HOLDINGS LIMITED

Balance Sheet at 31st December 1976

	<u>1976</u>	<u>1975</u>
	£	£
Amount due by holding company	<u>100</u>	<u>100</u>
Share capital - authorised and issued 100 shares of £1 each	<u>100</u>	<u>100</u>

D.A.G. Sarne D.A.G. SARNE Director
G.S. Forsyth G.S. FORSYTH Director

Notes to accounts

1. Accounting policies

The accounts are prepared under the historical cost convention.

2. No trading has taken place during the year ended 31st December 1976.

3. None of the directors received any fees or remuneration in respect of their duties as directors of this company.

4. The ultimate holding company is The British Petroleum Company Limited, a company incorporated in England.

REPORT OF THE AUDITORS TO THE MEMBERS

We have examined the accounts of BP Southern Africa Holdings Limited set out above.

In our opinion the accounts give, under the accounting convention stated above, a true and fair view of the state of affairs at 31st December 1976, and comply with the Companies Acts, 1948 and 1967.

WHINNEY MURRAY & CO.

Chartered Accountants

London

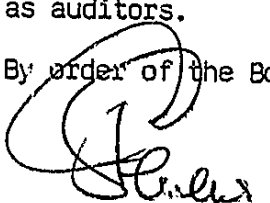
13th January ,1978

BP SOUTHERN AFRICA HOLDINGS LIMITED

NOTICE is hereby given that the annual general meeting of the company will be held at Britannic House, Moor Lane, London, EC2Y 9BU, on 15th July, 1981 for the transaction of the following business:-

1. To consider and adopt the report of the directors for the year ended 31 December 1980 and the balance sheet at that date.
2. To reappoint Ernst & Whinney as auditors.

By order of the Board


Secretary

C. STEVENS

Britannic House,
Moor Lane,
London, EC2Y 9BU.

15th July, 1981

A member entitled to attend and vote is entitled to appoint a proxy to attend and to vote instead of him. A proxy need not be a member of the company.

Secretary:

R.C. GRAYSON

Registered Office:

BRITANNIC HOUSE, MOOR LANE,
LONDON, EC2Y 9BU.

Auditors:

ERNST & WHINNEY



No. 1214291 ¹²⁷

THE COMPANIES ACTS 1948 TO 1981
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
OF
BP SOUTHERN AFRICA HOLDINGS LIMITED

Passed 15th June 1982

At the ANNUAL GENERAL MEETING of BP Southern Africa Holdings Limited held on 15th June 1982 the following Resolution was passed as a SPECIAL RESOLUTION:-

That, in accordance with the provisions of Section 12 of the Companies Act 1981, Section 14(1) of the Companies Act 1976 shall be excluded from applying to the Company and that accordingly no auditors shall be appointed.



C STEVENS
Secretary

Britannic House
Moor Lane
London
EC2Y 9BU



No. 1214291

13.2.84



THE COMPANIES ACTS 1948 TO 1983

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

BP SOUTHERN AFRICA HOLDINGS LIMITED

Passed 30th January, 1984

At an EXTRAORDINARY GENERAL MEETING of BP Southern Africa Holdings Limited held on 30th January, 1984, the following Resolution was passed as a SPECIAL RESOLUTION namely:-

that the name of the Company be changed to
BP CHEMICALS SERVICES LIMITED

C. Stevens
Secretary



Britannic House,
Moor Lane,
London EC2Y 9BU



N.W.
048324
£80. P/2.

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1214291/33

I hereby certify that

BP SOUTHERN AFRICA HOLDINGS
LIMITED

having by special resolution changed its name, is now
incorporated under the name of

BP CHEMICALS SERVICES LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 28TH FEBRUARY 198

M. Saunders
M. SAUNDERS (MRS)
an authorised officer

No 1214291

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

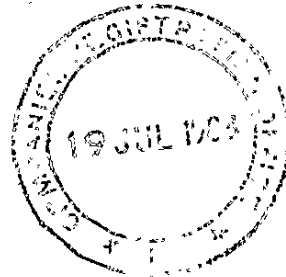
BP CHEMICALS SERVICES LIMITED

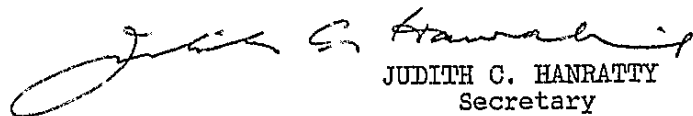
Passed 6th July, 1988

At an EXTRAORDINARY GENERAL MEETING of BP CHEMICALS SERVICES LIMITED held on 6th July, 1988, the following Resolution was passed as a SPECIAL RESOLUTION, namely:-

That the name of the Company be changed to
BP MARINE LIMITED

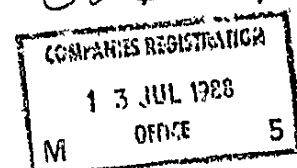
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JUDITH C. HANRATTY
Secretary

Britannic House
Moor Lane
London
EC2Y 9BU

N.W. £40
024687



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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1214291

I hereby certify that

BP CHEMICALS SERVICES LIMITED

having by special resolution changed its name,
is now incorporated under the name of

BP MARINE LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 28 JULY 1988

Clive Lester
CLIVE LESTER

an authorised officer

No. 1214291

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

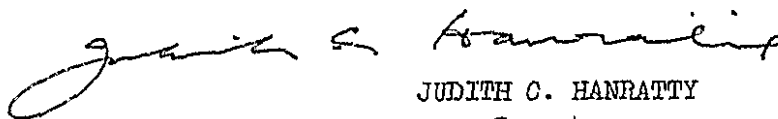
BP CHEMICALS SERVICES LIMITED

Passed 6th July, 1988

At an EXTRAORDINARY GENERAL MEETING of BP CHEMICALS SERVICES LIMITED held on 6th July, 1988, the following Resolutions were passed as a SPECIAL RESOLUTION, namely:-

That the objects clause contained in the attached printed document be adopted as the new Clause 3 of the Memorandum of Association of the Company in substitution for, and to the exclusion of, the existing Clause 3;

That the regulations contained in the attached printed document be adopted as the new Articles of Association of the Company in substitution for and to the exclusion of, the existing Articles of Association.


JUDITH C. HANRATTY
Secretary

Britannic House
Moor Lane
London EC2Y 9BU

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

BP CHEMICALS SERVICES LIMITED

1. The name of the Company is
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) To carry on in all their respective branches the businesses of producing refining storing transporting supplying selling and distributing petroleum and other oils asphalt ozokerite bitumen and any products thereof and lubricants and lubricating articles and substances of all kinds whether products of petroleum or not.
 - (B) To purchase or otherwise acquire and to manufacture import store export trade and deal in any kind of oil whether mineral animal or vegetable.
 - (C) To carry on all or any of the businesses of consignees and agents for sale of dealers in and refiners of petroleum and other oils asphalt ozokerite bitumen and similar substances and any products thereof and all other fuels and other kindred businesses wharfingers manufacturers merchants carriers shipowners and charterers shipbuilders lightermen bargeowners factors and brokers in all or any of their branches and to treat and turn to account in any manner whatsoever any petroleum or other oil or asphalt or ozokerite or bitumen or any product thereof.
 - (D) To purchase build charter affreight hire and let out for hire or for chartering and affreightment and to otherwise obtain the possession of and use and dispose of and employ or turn to account ships lighters launches boats and vessels of all kinds (including tank vessels) and locomotives wagons tank cars and other rolling stock and to otherwise provide for the conveyance of oil asphalt ozokerite bitumen and movable property of all kinds and to purchase or otherwise acquire any shares or interests in any ships or vessels or in any companies possessed of or interested in any ships or vessels.

- (E) To purchase take on lease or licence or otherwise acquire any petroleum or oil bearing lands or any interest in any such lands or any rights of or connected with the getting or winning of any petroleum or other oil and to sink wells to make borings and otherwise to search for and get petroleum and other oils and the products thereof.
- (F) To acquire construct improve maintain work manage carry out or control any roads ways tramways railways docks wharves piers bridges viaducts aqueducts canals watercourses tanks wells reservoirs stations and pump services accumulation services and distribution services pipes pipelines and other apparatus in connection with oil asphalt ozokerite bitumen and other similar substances telegraphs telephones gasworks electric lighting and power works factories workshops warehouses shops stores fuel stores fuel stations guard towers dwelling-houses and other buildings works and conveniences which may seem calculated directly or indirectly to advance the Company's interests and to contribute to subsidise or otherwise assist or take part in the construction improvement maintenance working management carrying out or control thereof and to take any lease or enter into any working agreement in respect thereof.
- (G) To acquire work and dispose of and deal in any mines metals minerals clay and other like substances and to acquire refine prepare for market produce manufacture deal in or otherwise turn to account any mineral animal or vegetable substances or products.
- (H) To carry on any other business whether manufacturing or otherwise which in the opinion of the Directors may seem capable of being conveniently carried on in connection with any of the objects specified herein or calculated directly or indirectly to enhance or preserve the value of or render profitable or more profitable any of the Company's property or rights.
- (I) To apply for purchase or otherwise acquire any patents brevets d'invention licences concessions and the like conferring an exclusive or non-exclusive or limited right to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use exercise develop grant licences in respect of or otherwise turn to account the property rights and information so acquired.

- (J) To amalgamate or enter into partnership or any arrangement for sharing profits union of interests co-operation joint adventure reciprocal concessions or otherwise with any company body or person carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and to lend money to guarantee the contracts of or otherwise subsidise or assist any such company body or person and to purchase take or otherwise acquire shares and securities of any such company and to sell hold re-issue with or without guarantee or otherwise deal with the same and to purchase or otherwise acquire and undertake all or any part of the business property and liabilities of any person body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of this Company.
- (K) To subsidise or contribute to or otherwise assist in or take part in the construction maintenance improvement management working control or superintendence of any operations or works or buildings useful or expedient or convenient or adaptable for the purposes of the Company which may be constructed by or may belong to or be worked by or be under the control or superintendence of others.
- (L) To subscribe for underwrite purchase or otherwise acquire and to hold dispose of and deal with the shares stock securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government authority corporation or body or by any company or body of persons any any options or rights in respect thereof and to buy and sell foreign exchange.
- (M) To enter into any arrangement with any Governments or authorities supreme municipal local or otherwise which may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority any rights privileges and concessions which in the opinion of the Directors it may seem desirable to obtain and to carry out exercise or comply with any such arrangements rights privileges or concessions.
- (N) To carry on business as concessionaires bankers and financiers and to undertake carry on and execute any kinds of financial commercial trading trust exploitation agency and other operations and to advance or provide money with or without security to concessionaires inventors patentees and others for the purpose of improving and developing or assisting to improve and develop any concessions lands or others or of experimenting testing or developing any invention design or process industrial or otherwise.

- (O) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business or the relations connections or dependants of any such persons and to establish or support associations institutions clubs funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate and to carry into effect any scheme for sharing the profits of the Company with its employees or any of them.
- (P) To subscribe or guarantee money for any national charitable benevolent public general or useful object or for any exhibition or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (Q) To promote any company for the purpose of acquiring all or any of the properties and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (R) Generally to purchase take on lease or exchange hire or otherwise acquire any real and personal property and any rights or privileges which may be thought necessary or convenient for the purposes of its business and to sell improve manage develop exchange lease mortgage dispose of turn to account or otherwise deal with any such property rights or privileges.
- (S) To invest and deal with the moneys of the Company not immediately requiring investment in such manner as may from time to time be determined.
- (T) To lend money to and guarantee the performance of the contracts or obligations of any company firm or person and the payment and repayment of the capital and principal of and dividends interests or premiums payable on any stock shares and securities of any company whether having objects similar to those of this Company or not and to give all kinds of indemnities.

- (U) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled Capital of the Company or by the creation and issue on such terms and conditions as may be thought expedient of debentures debenture stock or other securities of any description.
- (V) To draw make accept indorse discount negotiate execute and issue and to buy sell and deal in promissory notes bills of exchange bills of lading warrants debentures and other negotiable or transferable instruments.
- (W) To sell lease grant licences easements and other rights over and in any manner deal with or dispose of the undertaking property assets rights and effects of the Company or any part thereof for such consideration as may be thought fit and in particular for stocks shares or securities of any other company whether fully or partly paid up.
- (X) To distribute among the Members of the Company in specie any property of the Company.
- (Y) To take any steps in Parliament or with the authorities national local municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or obtaining powers or privileges for the Company effecting any modification in the constitution of the Company or furthering the interests of its members and to oppose any such steps taken by any other company firm or person which may be considered likely directly or indirectly to prejudice the interests of the Company or its members.
- (Z) To procure the Company to be registered or recognised in any part of the world.
- (ZA) To do all or any of the above things in any part of the world and as principals agents contractors trustees or otherwise and by or through trustees agents or otherwise and either alone or in conjunction with others.
- (ZB) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the word "Company" in this clause shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in Great Britain or elsewhere and the intention is that the objects specified in each paragraph shall except when otherwise expressed in such paragraph be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or by the application of any rule of construction ejusdem generis or otherwise or the name of the Company.

4. The liability of the Members is Limited.

5. The Share Capital of the Company is £100 divided into 100 shares of £1 each.

WE, the 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 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
A.M. Flett, Shell Centre, London SE1 7NA Solicitor	One Share
M.B. Seymour, Britannic House, Moor Lane, London EC2Y 9BU Chartered Secretary	One Share

Dated the 19th day of May 1975

Witness to the above Signatures:—

J.C. Potter,
Britannic House,
Moor Lane,
London EC2Y 9BU.

These are the Articles of Association submitted to the Extraordinary General Meeting held on 7th July 1988 and for the purposes of identification signed by the Chairman of the Meeting

A. Chroym

CHAIRMAN

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

BP CHEMICALS SERVICES LIMITED

Preliminary

No regulations appearing in Table 'A' (as prescribed by regulations made by the Secretary of State) shall apply to the Company.

INTERPRETATION

1. In these articles;

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

"the articles" means the articles of the company.

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"executed" includes any mode of execution.

"office" means the registered office of the company.

"the holder" in relation to shares means the member whose name is entered in the register of members as the holder of the shares.

"the seal" means the common seal of the company.

"secretary" means the secretary of the company or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant, deputy or deputy assistant secretary.

"the United Kingdom" means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the company.

SHARE CAPITAL

2. The share capital of the company at the date of the adoption of these articles is £100 divided into 100 ordinary shares of £1 each.

3. 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 resolution determine.

4. Subject to the provisions of the Act, shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the company or the holder. The terms and manner of the redemption will be determined by the resolution authorising the issue.

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 exercise the powers of paying commissions conferred by the Act. Subject to the provisions of the Act, any such commission may be satisfied by the payment of cash or by the allotment of full or partly paid shares or partly in one way and partly in the other.

7. Except as required by law, no person shall be recognised by the company as holding any share upon any trust and (except as otherwise provided by the articles or by law) the company shall not be bound by or recognise any interest in any share except an absolute right to the entirety thereof in the holder.

SHARE CERTIFICATES

8. Every member, upon becoming the holder of any shares, shall be entitled without payment to one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first of such reasonable

sum as the directors may determine. Every certificate shall be sealed with the seal and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid up thereon. The company shall not be bound to issue more than one certificate for shares held jointly by several persons and delivery of a certificate to one joint holder shall be a sufficient delivery to all of them.

9. If a share certificate is defaced, worn-out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of the expenses reasonably incurred by the company in investigating evidence as the directors may determine but otherwise free of charge, and (in the case of defacement or wearing-out) on delivery up of the old certificate.

LIEN

10. The company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share. The directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The company's lien on a share shall extend to any amount payable in respect of it.

11. The company may sell in such manner as the directors determine any shares on which the company has a lien if a sum in respect of which the lien exists is presently payable and is not paid without fourteen clear days after notice has been given to the holder of the share or to the person entitled to it in consequence of the death of bankruptcy of the holder, demanding payment and stating that if the notice is not complied with the shares may be sold.

12. To give effect to a sale the directors may authorise some person to execute an instrument of transfer of the shares sold to, or in accordance with the directions of, the purchaser. The title of the transferee to the shares shall not be affected by any irregularity in or invalidity of the proceedings in reference to the sale.

13. The net proceeds of the sale, after payment of the costs, shall be applied in payment of so much of the sum for which the lien exists as is presently payable, and any residue shall (upon surrender to the company for cancellation of the certificate for the shares sold and subject to a like lien for any moneys not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES AND FORFEITURE

14. Subject to the terms of allotment, the directors may make calls upon the members in respect of any moneys unpaid on their shares (whether in respect of nominal value or premium) and each member shall (subject to receiving a least fourteen clear days' notice specifying when and where payment is to be made) pay to the company as required by the notice the amount called on his shares. A call may be required to be paid by instalments. A call may, before receipt by the company of any sum due thereunder, be revoked in whole or part and payment of a call may be postponed in whole or part. A person upon whom a call is made shall remain liable for calls made upon him notwithstanding the subsequent transfer of the shares in respect whereof the call was made.

15. A call shall be deemed to have been made at the time when the resolution of the directors authorising the call was passed.

16. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

17. If a call remains unpaid after it has become due and payable the person from whom it is due and payable shall pay interest on the amount unpaid from the day it became due and payable until it is paid at the rate fixed by the terms of allotment of the share or in the notice of the call, or if no rate is fixed, at the appropriate rate (as defined by the Act) but the directors may waive payment of the interest wholly or in part.

18. An amount payable in respect of a share on allotment or at any fixed date, whether in respect of nominal value or premium or as an instalment of a call, shall be deemed to be a call and if it is not paid the provisions of the articles shall apply as if that amount had become due and payable by virtue of a call.

19. Subject to the terms of allotment, the directors may make arrangements on the issue of shares for a difference between the holders in the amounts and times of payment of calls on their shares.

20. If a call remains unpaid after it has become due and payable the directors may give to the person from whom it is due not less than fourteen clear days' notice requiring payment of the amount unpaid together with any interest which may have accrued. The notice shall name the place where payment is to be made and shall state that if the notice is not complied with the shares in respect of which the call was made will be liable to be forfeited.

21. If the notice is not complied with any share in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the directors and the forfeiture shall include all dividends or other moneys payable in respect of the forfeited shares and not paid before the forfeiture.

22. Subject to the provisions of the Act, a forfeited share may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the directors determine either to the person who was before the forfeiture the holder or to any other person and at any time before the sale, re-allotment or other disposition, the forfeiture may be cancelled on such terms as the directors think fit. Where for the purposes of its disposal a forfeited share is to be transferred to any person the directors may authorise some person to execute an instrument of transfer of the share to that person.

23. A person any of whose shares have been forfeited shall cease to be a member in respect of them and shall surrender to the company for cancellation the certificate for the shares forfeited but shall remain liable to the company for all moneys which at the date of

forfeiture were presently payable by him to the company in respect of those shares with interest at the rate at which interest was payable on those moneys before the forfeiture or, if no interest was so payable, at the appropriate rate (as defined in the Act) from the date of forfeiture until payment but the directors may waive payment wholly or in part or enforce payment without any allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal.

24. A statutory declaration by a director or the secretary that a share has been forfeited on a specified date shall be conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the share and the person to whom the share is disposed of shall not be bound to see to the application of the consideration, if any, nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings in reference to the forfeiture or disposal of the share.

TRANSFER OF SHARES

25. 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 and, unless the share is fully paid, by or on behalf of the transferee.

26. The directors may refuse to register the transfer of a share which is not fully paid to a person of whom they do not approve and they may refuse to register the transfer of a share on which the company has a lien. They may also refuse to register a transfer unless:-

- (a) it is lodged at the office or at such other place as the directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer;

(b) it is in respect of only one class of shares; and

(c) it is in favour of not more than four transferees.

27. If the directors refuse to register a transfer of a share, they shall within two months after the date on which the transfer was lodged with the company send to the transferee notice of refusal.

28. The registration of transfers of shares or of transfers of any class of shares may be suspended at such times and for such periods (not exceeding thirty days in any year) as the directors may determine.

29. No fee shall be charged for the registration of any instrument of transfer or other document relating to or affecting the title to any share.

30. The company shall be entitled to retain any instrument of transfer which is registered, but any instrument of transfer which the directors refuse to register shall be returned to the person lodging it when notice of the refusal is given.

TRANSMISSION OF SHARES

31. If a member dies the survivor or survivors where he was a joint holder, and his personal representatives where he was a sole holder or the only survivor of joint holders, shall be the only person recognised by the company as having any title to his interest; but nothing herein contained shall release the estate of a deceased member from any liability in respect of any share which had been jointly held by him.

32. A person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as the directors may properly require, elect either to become the holder of the share or to have some person nominated by

him registered as the transferee. If he elects to have another person registered he shall execute an instrument of transfer of the share to that person. All the articles relating to the transfer of shares shall apply to the notice or instrument of transfer as if it were an instrument of transfer executed by the member and the death or bankruptcy of the member had not occurred.

33. A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall have the rights to which he would be entitled if he were the holder of the share, except that he shall not, before being registered as the holder of the share, be entitled in respect of it to attend or vote at any meeting of the company or at any separate meeting of the holders of any class of shares in the company.

ALTERATION OF SHARE CAPITAL

34. The company may by ordinary resolution:-

- (a) increase its share capital by new shares of such amount as the resolution prescribes;
- (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (c) subject to the provisions of the Act, sub-divide its shares, or any of them, into shares of smaller amount and the resolution may determine that, as between the shares resulting from the sub-division, any of them may have any preference or advantage as compared with the others; and
- (d) cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

35. Whenever as a result of a consolidation of shares any member would become entitled to fractions of a share, the directors may, on behalf of those members, sell the shares representing the fractions for the best price reasonably obtainable to any person (including, subject to the provisions of the Act, the company) and distribute the net proceeds of sale in due proportion among those members, and the directors may authorise some person to execute an instrument of transfer of the shares to, or in accordance with the directions of, the purchaser. The transferee shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity in or invalidity of the proceedings in reference to the sale.

36. Subject to the provisions of the Act, the company may by special resolution reduce its share capital, any capital redemption reserve and any share premium account in any way.

PURCHASE OF OWN SHARES

37. Subject to the provisions of the Act, the company may purchase its own shares (including any redeemable shares) and, if it is a private company, make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the company or the proceedings of a fresh issue of shares.

GENERAL MEETINGS

38. All general meetings other than annual general meetings shall be called extraordinary general meetings.

39. The directors may call general meetings and on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the company may call a general meeting.

NOTICE OF GENERAL MEETINGS

40. 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 at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:-

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent, in nominal value of the shares giving that right.

The notice shall specify the time 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.

Subject to the provisions of the articles and to any restriction imposed on any shares, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors.

41. 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

42. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

43. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine.

44. The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.

45. If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

46. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the company.

47. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

48. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:-

- (a) by the chairman; or
- (b) by at least two members having the right to vote at the meeting; or
- (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (d) by a member or members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right;

and a demand by a person as proxy for a member shall be the same as a demand by the member.

49. Unless a poll is duly demanded a declaration that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

50. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

51. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

52. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

53. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

54. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

55. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present 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.

VOTES OF MEMBERS

56. Subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to a vote, shall have one vote and on a poll every member shall have one vote for every share of which he is the holder.

57. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and seniority shall be determined by the order in which the names of the holders stand in the register of members.

58. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

59. No member shall vote at any general meeting or at any separate meeting of the holders of any class of shares in the company, either in person or by proxy, in respect of any share held by him unless all moneys presently payable by him in respect of that share have been paid.

60. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

61. On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion.

62. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):-

"

PLC/Limited

I/We,

, of

, being a

member/members of the above-named company, hereby appoint

of

, or failing him,

of

, as my/our proxy to vote in my/our name[s]

and on my/our behalf at the annual/extraordinary general meeting

of the company to be held on

19

, and at any

adjournment thereof.

"

Signed on

19 .

63. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):-

"

PCL/Limited

I/We,

, of

, being a

member/members of the above-named company, hereby appoint

of

, or failing him

of

, as my/our proxy to vote in my/our name[s]

and on my/our behalf at the annual/extraordinary general meeting

of the company, to be held on

19

, and at any

adjournment thereof.

This form is to be used in respect of the resolutions mentioned
below as follows:

Resolution No. 1 *for *against

Resolution No. 2 *for *against.

* Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit
or abstain from voting.

Signed this day of 19 ."

64. An instrument appointing a proxy (and, where it is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office) at least one hour before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or be delivered to the secretary (or the chairman of the meeting) on the day and at the place of, but in any event before the time appointed for holding, the meeting or adjourned meeting or poll. An instrument of proxy shall not be treated as valid until such delivery shall have been effected.

65. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

NUMBER OF DIRECTORS

66. The directors shall not be less than two nor more than twelve in number.

ALTERNATE DIRECTORS

67. 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 appointor ceases to be a director.

68. An alternate director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the directors and of any committee of the directors of which his appointor 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 appointor is not personally present and generally at such meeting to perform all functions of his appointor as a director and for the purposes of the proceedings at such meeting the provisions of these articles shall apply as if he 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 articles.

69. 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 mutatis mutandis as if he were a director but he shall not be entitled to receive from the company in respect of his appointment as alternate director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the company from time to time direct.

POWER OF DIRECTORS

70. Subject to the provisions of the Act, the memorandum and the articles 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 articles 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 regulation shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

71. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the company for such 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

72. 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 two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

APPOINTMENT AND RETIREMENT OF DIRECTORS

73. No person shall be appointed a director at any general meeting unless:-

- (a) he is recommended by the directors; or
- (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the company of the intention to propose that person for appointment stating the particulars which would, if he were so appointed, be required to be included in the company's register of directors together with notice executed by that person of his willingness to be appointed.

74. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the directors for appointment as a director at the meeting or in respect of whom notice has been duly given to the company of the intention to propose him at the meeting or appointment as a director. The notice shall give the particulars of that person which would, if he were so appointed, be required to be included in the company's register of directors.

75. The directors may authorise the co-option to a committee of persons other than directors and for such co-opted members to have voting rights as members of the committee but so that:-

- (a) the number of co-opted members shall be less than one-half of the total number of members of the committee; and
- (b) no resolution of the committee shall be effective unless a majority of the members of the committee present at the meeting are directors.

76. Subject as aforesaid, the company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.

77. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

78. The office of a director shall be vacated if:-

- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) he is, or may be, suffering from mental disorder and either:-
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis, or other person to exercise powers with respect to his property or affairs; or

- (d) he resigns his office by notice to the company; or
- (e) he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated; or
- (f) he shall in writing offer to resign and the directors shall resolve to accept such offer; or
- (g) he shall have served upon him a notice in writing signed by all his co-directors (being at least two in number) removing him from office as director, but so that in the case of a managing director such removal shall be deemed an act of the company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the company.

REMUNERATION OF DIRECTORS

79. The directors shall be entitled to such remuneration as the company may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day. Any director who serves on any committee or who otherwise performs services which in the opinion of the directors are outside the scope of the ordinary duties of a director, may be paid such extra remuneration by way of salary, commission or otherwise as the directors may determine.

DIRECTORS' EXPENSES

80. The directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holders of any class of shares or of debentures of the company or otherwise in connection with the discharge of their duties.

DIRECTORS' APPOINTMENTS AND INTERESTS

81. Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the company and may enter into an agreement or arrangement with any director for his employment by the company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the company.

82. Subject to the provisions of the Act and provided that he has disclosed to the directors the nature and extent of any material interest of his, 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.

83. For the purposes of regulation 82:-

- (a) 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; and
- (b) 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.

DIRECTORS' GRATUITIES AND PENSIONS

84. The directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or a predecessor in business of the company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

PROCEEDINGS OF DIRECTORS

85. Subject to the provisions of the articles, 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 appointor to a separate vote on behalf of his appointor in addition to his own vote.

86. 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 appointor is not present, be counted in the quorum.

87. 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.

88. 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.

89. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, 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, 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.

90. 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 appointor 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.

91. Save as otherwise provided by the articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, 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;

- (d) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purposes of this article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the company), connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

92. 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

93. Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

MINUTES

94. The directors shall cause minutes to be made in books kept for the purpose:-

- (a) of all appointments of officers made by the directors; and
- (b) of all proceedings at meetings of the company, of the holders of any class of shares in the company, and of the directors, and of committees of directors, including the names of the directors present at each such meeting.

THE SEAL

95. The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director or alternate director and countersigned by the secretary or by a second director or alternate director.

DIVIDENDS

96. Subject to the provisions of the Act, the company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the directors.

97. 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. If the share capital is divided into different classes, the directors may pay interim dividends on shares which confer deferred or non-preferred rights with regard to dividends as well as on shares which confer preferential rights with regard to dividend, but no interim dividend shall be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear. The directors may also pay at intervals settled by them any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment. Provided the directors act in good faith they shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on any shares having deferred or non-preferred rights.

98. Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amounts paid up on the shares on which the dividend is paid. All dividends shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid; but, if any share is issued on terms providing that it shall rank for dividend as from a particular date, that share shall rank for dividend accordingly.

99. A general meeting declaring a dividend may, upon the recommendation of the directors, direct that it shall be satisfied wholly or partly by the distribution of assets and, where any difficulty arises in regard to the distribution, the directors may settle the same and in particular may issue fractional certificates and fix the value for distribution of any assets and may determine that cash shall be paid to any member upon the footing of the value so fixed in order to adjust the rights of members and may vest any assets in trustees.

100. Any dividend or other moneys payable in respect of a share may be paid by cheque sent by post to the registered address of the person entitled or, if two or more persons are the holders of the share or are jointly entitled to it by reason of the death or bankruptcy of the holder, to the registered address of that one of those persons who is first named in the register of members or to such person and to such address as the person or persons entitled may in writing direct. Every cheque shall be made payable to the order of the person or persons entitled or to such other person as the person or persons entitled may in writing direct and payment of the cheque shall be a good discharge to the company. Any joint holder or other person jointly entitled to a share as aforesaid may give receipts for any dividend or other moneys payable in respect of the share.

101. No dividend or other moneys payable in respect of a share shall bear interest against the company unless otherwise provided by the rights attached to the share.

102. Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the directors so resolve, be forfeited and cease to remain owing by the company.

ACCOUNTS

103. No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by the directors or by ordinary resolution of the company.

CAPITALISATION OF PROFITS

104. The directors may with the authority of an ordinary resolution of the company:-

- (a) subject as hereinafter provided, resolve to capitalise any undivided profits of the company not required for paying any preferential dividend (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;
- (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 regulation, only be applied in paying up unissued shares to be allotted to members credited as fully paid;

- (c) make such provision by the issue of fractional certificates or by payment in cash or otherwise as they determine in the case of shares or debentures becoming distributable under this article in fractions; and
- (d) authorise any person to enter on behalf of all the members concerned into an agreement with the company providing for the allotment to them respectively, credited as fully paid, of any shares or debentures to which they are entitled upon such capitalisation, any agreement made under such authority being binding on all such members.

NOTICES

105. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.

106. The company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.

107. A member present, either in person or by proxy, at any meeting of the company or of the holders of any class of shares in the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

108. 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.

109. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

110. A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending or delivering it, in any manner authorised by the articles for the giving of notice to a member, addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt or by any like description at the address, if any, within the United Kingdom supplied for that purpose by the persons claiming to be so entitled. Until such an address has been supplied, a notice may be given in any manner in which it might have been given if the death or bankruptcy had not occurred.

WINDING UP

111. 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 may, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, 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.

INDEMNITY

112. 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 judgement 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.

OVERRIDING PROVISIONS

113. Whenever The British Petroleum Company p.l.c. or any company which is for the time being a subsidiary thereof (hereinafter called 'the parent company') shall be the holder of 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 articles:-

- (a) the parent company may at any time and from time to time appoint any person to be a director or remove from office any director howsoever appointed but so that in the case of a managing director his removal from office shall be deemed an act of the company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and 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;

(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 any two of its directors or by any one of its directors and its 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.

Section 89(3) The Insolvency Act 1986
 Members' Voluntary Winding Up
 Declaration of Solvency Embodying
 a Statement of Assets and Liabilities
 Pursuant to Section 89(3) of the Insolvency Act 1986

S.89(3)

For official use

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To the Registrar of Companies

Company Number

1224291

Name of Company

Insert full name of
company

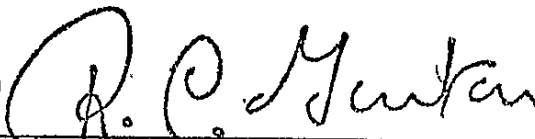
(1)	TOWERSTAVE
	Limited

Insert full name(s)
address(es)

We (2) M Malin of 17 Lake View Court, Leeds and
 M Weir of 82 Blackmoor Road, Leeds

attach a declaration of solvency embodying a statement of Assets and Liabilities

Signed



Date 21. 2. 89

Enter's name,
ess and reference
y)

INS/RCT/SAL/VB

Spicer & Oppenheim & Partners
 Clumber Avenue
 Sherwood Rise
 Nottingham
 NG5 1AH

For Official Use

Liquidation Section	Post Room
	Out 24. 2. 1989 47

Section 89(3) **The Insolvency Act 1986**
Members' Voluntary Winding Up
Declaration of Solvency
Embodying a Statement of
Assets and Liabilities

Company Number **1224291**
 Name of Company **TOWERSTAVE**

Limited

Presented by **SPIGER & OPPENHEIM & PARTNERS**

Declaration of Solvency

(1) Insert names and addresses

We (1) **M Malin of 17 Lake View Court, Leeds and**

M Weir of 82 Blackmoor Road, Leeds

(2) Delete as applicable

being (2) [all the] ~~the majority of the~~ directors of (3) **TOWERSTAVE LIMITED** do solemnly and sincerely declare that we have made a full enquiry into the affairs of this company, and that, having done so, we have formed the opinion that this company will be able to pay its debts in full together with interest at the official rate within a period of (4) **12** months, from the commencement of the winding up.

(3) Insert name of company

(4) Insert a period of months not exceeding 12

(5) Insert date

We append a statement of the company's assets and liabilities as at (5) **13 Feb 1989** being the latest practicable date before the making of this declaration.

We make this solemn declaration, conscientiously believing it to be true, and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at

this

17th

day of

February

19 80.

Before me,

K. H. Trenchard

A Solicitor/Commissioner for Oaths (6)

M. Malin

M. Weir

Statement as at 13 FEBRUARY 1989

19 89

showing Assets at estimated realisable values and Liabilities expected to rank.

ASSETS AND LIABILITIES										Estimated to realise or to rank for payment (to nearest £)
ASSETS:—										£
Balance at Bank	..	..	..	..	..	..	..	..	..	7267
Cash in Hand	..	..	..	..	..	..	..	..	..
Marketable Securities	..	..	..	..	..	..	..	..	..
Bills Receivable	..	..	..	..	..	..	..	..	..
Trade Debtors	..	..	..	..	..	..	..	..	..
Loans and Advances	..	..	..	..	..	..	..	..	..
Unpaid Calls	..	..	..	..	..	..	..	..	..
Stock in Trade	..	..	..	..	..	..	..	..	..
Work in Progress	..	..	..	..	..	..	..	..	..
.....	
.....	
.....	
Freehold Property	..	..	..	..	..	..	..	..	..
Leasehold Property	..	..	..	..	..	..	..	..	..
Plant and Machinery	..	..	..	..	..	..	..	..	..
Furniture, Fittings, Utensils, etc.	..	..	..	..	..	..	..	..	..
Patents, Trade Marks, etc.	..	..	..	..	..	..	..	..	..
Investments other than marketable securities	..	..	..	..	..	..	..	..	..
Other property, viz.: ..	..	..	..	..	..	..	..	..	..
.....	
.....	
.....	
Estimated realisable value of Assets £										
LIABILITIES:—										
Secured on specific assets, viz.:—										
.....	
Secured by Floating Charge(s)	..	..	..	..	..	..	..	..	..
Estimated Cost of Liquidation and other expenses including interest accruing until payment of debts in full	..	..	..	..	..	..	..	..	..
Unsecured Creditors (amounts estimated to rank for payment):—						£		£		1250
Trade Accounts	..	..	..				
Bills Payable	..	..	..				
Accrued Expenses	..	..	..				
Other Liabilities:—	..	..	..				
.....							
.....							
Contingent Liabilities:—										
.....							
.....							
Estimated Surplus after paying Debts in full	..	..	..	..	..	£				6017

Remarks:

NOTE.—This margin is reserved for binding, and must not be written across.

G

COMPANIES FORM No. 242

Notice of claim to extension of period allowed for laying and delivering accounts — overseas business or interests

242

Pursuant to section 242 of the Companies Act 1985

Please do not write in this margin

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

* insert full name of company

† delete as appropriate

To the Registrar of Companies
(Address overleaf)

For official use

Company number

--	--	--	--

1214291

Name of company

* BP MARINE LIMITED

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company [ending][which ended on]†

Day Month Year

3	1	1	2	1	9	8	8
---	---	---	---	---	---	---	---

Signed

Gillian Young

[Director][Secretary]† Date 25.10.89

Notes

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 242(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 242(2).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 242(2).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

0	5	0	4	1	9	8	5
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Presentor's name address and reference (if any):

For official Use
General Section

Post room

COMPANIES HOUSE	
28 OCT 1989	
M	76

Notice of claim to extension of period allowed for laying and delivering accounts — overseas business or interests

Pursuant to section 242 of the Companies Act 1985

242

Please do not write in this margin

To the Registrar of Companies
(Address overseas)

For official use

Company number

Name of company

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

Insert full name of company

*** BP MARINE LIMITED**

1214291

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company [ending][which ended on]t

Day Month Year

3 1 1 2 1 9 8 9

Signed

William Tong

Director (Secretary)† Date 4th October, 1990

Notes

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 242(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 242(2).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 242(2).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

0 5 0 4 1 9 8 5

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

Miss G. E. Young
BP Oil
Britannic House
Moor Lane
London EC2Y 9BU

For official Use
General Section

Post 10000

COMPANIES HOUSE
15 OCT 1990
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No. 1214291

THE COMPANIES ACT 1985 TO 1989

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS

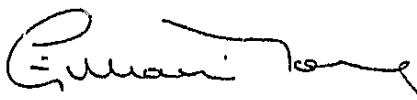
OF

BP MARINE LIMITED

Passed 3rd September, 1992

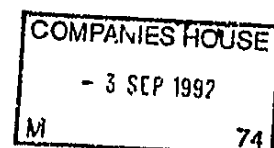
At the Annual General Meeting of BP Marine Limited held on 3rd September, 1992, it was Resolved, as Elective Resolutions, that pursuant to Section 379A of the Company Act 1985 (as amended):

- (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;
- (c) the Company hereby elects (for the purposes of Section 386 of the said Act) to dispense with the obligation to appoint auditors annually; and
- (d) the Company hereby elects (for the purposes of Sections 369 and 378(3) of the said Act) that the provisions of the said sections shall have effect in relation to the Company as if for the references to 95 per cent there were to be substituted references to 90 per cent.



GILLIAN YOUNG
Secretary

Britannic Tower
Moor Lane
London EC2Y 9BU



No. 1214291

THE COMPANIES ACT 1985 TO 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

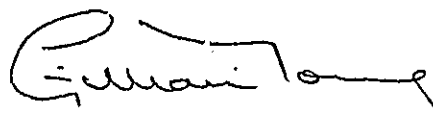
OF

BP MARINE LIMITED

Passed 3rd September, 1992

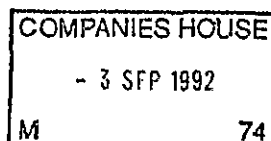
At the Annual General Meeting of BP Marine Limited held on 3rd September, 1992, the following Resolution was passed as a Special Resolution:-

That the regulations contained in the attached printed document be adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.



GILLIAN YOUNG
Secretary

Britannic Tower
Moor Lane
London EC2Y 9BU



1214291

These are the Articles of Association submitted to the Annual General Meeting of BP Marine Limited held on 3rd September, 1992 and for the purpose of identification signed by the Chairman of the Meeting.

COMPANY LIMITED BY SHARES

Chairman

ARTICLES OF ASSOCIATION

OF

BP MARINE LIMITED

(Adopted by Special Resolution on 3rd September, 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), 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.

COMPANIES HOUSE

- 3 SEP 1992

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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, 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 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 it 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.

POWER 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 such 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 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 of 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 judgement 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.