

Number of  
Company

1260228

Form No. 41  
(No registration fee payable)

## 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

FLEXODRILLING (HOLDINGS) ✓ LIMITED

Presented by

Presentor's Reference TGF/NPB/GJA

SLAUGHTER AND MAY

35 Basinghall Street,

London EC2V 5DB.



Oyez Publishing Limited, Oyez House, 237 Long Lane, London SE1 4PU, a subsidiary of The Solicitors' Law Stationery Society Limited.

Companies 6C

F21221 3.573

★ ★ ★ ★

{P.T.O.

I, NIGEL PATRICK GRAY BOARDMAN

of 35 Basinghall Street, London EC2V 5DB

(a) 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 Flexodrilling (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 17, Throgmorton St.  
London EC2

the 5<sup>th</sup> day of May ✓

one thousand nine hundred and

seventy-six

Nigel Boardman.

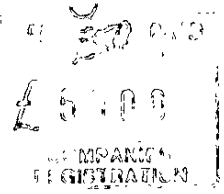
Before me,

G. S. Giller

Solicitor  
A Commissioner for Oaths (\*)

(b) Or  
Notary Public or  
Justice of the  
Peace as the case  
may be.

1260228



THE COMPANIES ACTS

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

FLEXODRILLING (HOLDINGS) LIMITED

1. The name of the Company is "FLEXODRILLING (HOLDINGS) LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :-
  - (A) To invest the funds of the Company and to acquire and hold shares, stocks, debentures and debenture stock, bonds, obligations and securities issued or guaranteed by any individual person or by any company, association or partnership, whether with limited or unlimited liability, constituted or carrying on business in any part of the world, and any right or interest therein, and debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any government, sovereign, ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad, and any right or interest therein, and from time to time to vary any such investments; and in particular, but without prejudice to the generality of the foregoing, to acquire in exchange for Ordinary Shares in the Company an interest in a company incorporated in France as Foraflex S.A. together with the benefit of all or any loans made to that company.
  - (B) To carry on business as designers, manufacturers and suppliers of any materials for use in the petroleum and petrochemical and other industries; and in particular, but without prejudice to the generality of the foregoing, of flexible pipes for the transmission of liquids, gases, energy and data, together with all materials connected or accessory to such pipes or their assemblage.
  - (C) To acquire and assume for any estate or interest and to take options over, construct develop or exploit any property, real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person and to act and carry on business as a holding company.
  - (D) To manufacture, process, import, export, deal in and store any goods and other things and to carry on the business of manufacturers, processors, importers, exporters and storers



of and dealers in any goods and other things.

- (E) To acquire and exploit lands, mines and mineral rights and to acquire, explore for and exploit any natural resources and to carry on any business involving the ownership or possession of land or other immovable property or buildings or structures thereon and to construct, erect, instal, enlarge, alter and maintain buildings, plant and machinery and to carry on business as builders, contractors and engineers.
- (F) To provide services of all descriptions and to carry on business as advisers, consultants, brokers and agents of any kind.
- (G) To advertise, market and sell the products of the Company and of any other person and to carry on the business of advertisers or advertising agents or of a marketing and selling organisation or of a supplier, wholesaler, retailer, merchant or dealer of any kind.
- (H) To provide technical, cultural, artistic, educational, entertainment or business material, facilities or services and to carry on any business involving any such provision.
- (I) To lend money, and grant or provide credit and financial accommodation, to any person and to carry on the business of a banking, finance or insurance company.
- (J) To invest money of the Company in any investments and to hold, sell or otherwise deal with such investments, and to carry on the business of a property or investment company.
- (K) To acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company.
- (L) To enter into any arrangements with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out exercise and comply with same.
- (M) To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by the creation and issue of securities.
- (N) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligations or

commitments of, and the repayment or payment of the principal amounts of and any premiums interest dividends and other moneys payable on or in respect of any securities or liabilities of, any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company.

- (O) To amalgamate or enter into partnership or any profit-sharing arrangement with, and to co-operate or participate in any way with, and assist or subsidise, any person.
- (P) To accept, draw, make, create, issue, execute, discount, indorse, negotiate and deal in bills of exchange, promissory notes, and other instruments and securities, whether negotiable or otherwise.
- (Q) To apply for and take out, purchase or otherwise acquire any trade and service marks and names, designs, patents, patent rights, inventions and secret processes and to carry on the business of an inventor, designer or research organisation.
- (R) To sell, exchange, mortgage, charge, let on rent, share of profit, royalty, or otherwise, grant licences, easements, options, servitudes and other rights over, and in any other manner deal with, or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company for any consideration and in particular (without prejudice to the generality of the foregoing) for any securities.
- (S) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.
- (T) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of, any securities of the Company or in or about the formation of the Company or the conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to carry on the business of company, fund, trust or business promoters or managers and of underwriters or dealers in securities, and to act as director of and as secretary, manager, registrar or transfer agent for any other company and to act as trustee of any kind and to undertake and execute any trust.
- (U) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company, and to procure the registration or incorporation of the Company in or under the laws of any place

outside England.

- (V) To grant pensions, annuities, or other allowances, including allowances on death, to any directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or of any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or who the Company considers have any moral claim on the Company or to their relations, connections or dependants, and to establish or support any associations, institutions, clubs, schools, building and housing schemes, funds and trusts, and to make payments towards insurances or other arrangements likely to benefit any such person or otherwise advance the interests of the Company or of its Members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of the Company or of its Members or for any national, charitable, benevolent, educational, social, public, general or useful object.
- (W) To cease carrying on or wind up any business or activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory.
- (X) To distribute any of the property of the Company among its creditors and Members in specie or kind.
- (Y) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (Z) To carry on any other business or activity and do anything of any nature which in the opinion of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking property or assets or otherwise to advance the interests of the Company or of its Members.
- (AA) To do all such other things as in the opinion of the Company are or may be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that "company" in this clause, except where used in reference to this Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere, "person" shall include any company as well as any other legal or natural person, "securities" shall include any fully, partly or nil paid share, stock, unit, debenture, debenture or loan stock, deposit receipt,

bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible, and the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the Members is limited. ✓

5. The share capital of the Company is £1,000 divided into 1,000 Ordinary Shares of £1 each, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions. ✓

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
<i>T Freshwater</i> ✓ TIMOTHY GEORGE FRESHWATER ✓ 35 Basinghall Street London EC2V 5DB ✓ Solicitor ✓	One ✓
<i>Nigel Boardman</i> NIGEL PATRICK GRAY BOARDMAN ✓ 35 Basinghall Street London EC2V 5DB ✓ Solicitor ✓	One ✓

DATED the *5th* day of *May* 1976 ✓

WITNESS to the above signatures :-

*Graham John Airs*  
GRAHAM JOHN AIRS  
35 Basinghall Street  
London EC2V 5DB

Solicitor's Articled Clerk



THE COMPANIES ACTS

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

FLEXODRILLING (HOLDINGS) LIMITED

- Table A. 1. The Company is a private company and subject as hereinafter provided and except where the same are excluded or varied by or are inconsistent with these Articles, the Regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 as amended by the Companies Act, 1967 (hereinafter called "Table A") shall apply to the Company. Except as otherwise stated references herein to Regulations in Table A shall be construed as referring to those contained in Part I thereof.
- Variation of Rights 2. If any such separate general meeting as is referred to in Regulation 4 of Table A shall be adjourned by reason of there being no quorum present and if at any adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting then the holder or holders of shares of the class who are present or represented shall be a quorum.
- Shares 3. Subject to any direction to the contrary that may be given by the Company in general meeting all the shares of the Company for the time being unissued shall be at the disposal of the Directors who may offer, 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 Directors may determine, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Companies Act, 1948 (hereinafter called "the Act").
- Transfer of Shares 4. The instrument of transfer of a share shall be signed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof; Provided that in the case of a partly paid share the instrument of transfer must also be signed by the transferee. Regulation 22 of Table A as amended by the Companies Act, 1967 shall not apply.
- General Meetings 5. Subject to the provisions of the Act, a resolution in writing signed by all the Members of the Company who would be entitled to receive notice of and to attend and vote at a general meeting at which such resolution was to be proposed or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their

attorneys, and signature in the case of a body corporate which is a Member shall be sufficient if made by a director thereof or by its duly authorised representative. Regulation 5 of Part J of Table A shall not apply.

Exclusion of Chairman's Casting Vote      6. In the case of an equality of votes at a general meeting, the Chairman of the meeting shall not be entitled to a second or casting vote. Regulation 60 of Table A shall not apply.

Errors in Counting Votes      7. If at any general meeting of the Company any vote shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting and not in that case unless in the opinion of the Chairman of the meeting it shall be of sufficient magnitude to vitiate the result of the voting.

Directors      8. Unless and until otherwise determined by the Company in general meeting there shall be at least two Directors. The names of the first Directors shall be determined in writing by the subscribers of the Memorandum of Association. Regulation 75 of Table A shall not apply.

Corporate Directors      9. Any corporation which is a Director of the Company may by resolution of its Directors authorise such person as it thinks fit to act as its representative at any meeting of the Directors and the person so authorised 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 Director of the Company.

Remuneration of Directors      10. The Directors shall be entitled to such remuneration (if any) as 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 (including alternate Directors) shall also be entitled to be paid their reasonable travelling hotel and incidental expenses of attending and returning from meetings of the Directors or committees of the Directors or general meetings or otherwise incurred while engaged on the business of the Company. Regulation 76 of Table A shall not apply.

Special Services      11. Any Director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as the Directors may determine.

Alternate Directors      12. Each Director shall have the power to appoint either another Director, or any person approved for that purpose by a resolution of the Directors, to act as alternate Director in his place during his absence and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall, except as regards remuneration and the power to appoint an alternate be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents. Any Director acting as alternate shall have an additional vote for each

Director for whom he acts as alternate. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director. All appointments and removals of alternate Directors shall be effected by instrument in writing delivered at the Registered Office of the Company and signed by the appointor.

No Share Qualification      13. A Director or alternate Director need not be a Member of the Company but nevertheless shall be entitled to attend and speak at any general Meeting of the Company. Regulation 77 and paragraph (a) of Regulation 88 of Table A shall not apply.

Power to Borrow      14. The Directors may exercise all the powers of the Company to borrow or raise money, to give guarantees, and to mortgage or charge the Company's undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party. Regulation 79 of Table A shall not apply.

Interest of Directors      15. A Director shall be capable of contracting or of participating in the profits of any contract with the Company in the same manner as if he were not a Director, subject to his complying with the provisions of Section 199 of the Act. A general notice to the Board given by a Director to the effect that he is a member, director or officer of a specified company or a member of a specified firm and is to be regarded as interested in all transactions with such company or firm shall be sufficient declaration of interest under this Article, and after such general notice it shall not be necessary to give any special notice relating to any subsequent transaction with such company or firm, provided that either the notice is given at a meeting of the Board or the Director giving the same takes reasonable steps to secure that it is brought up and read at the next Board Meeting after it is given. A Director may vote on any contract or proposed contract in which he is interested and may be reckoned in estimating a quorum when any such contract or proposed contract is under consideration. Paragraphs (2) and (4) of Regulation 84 of Table A shall not apply.

Appointment and Removal of Directors      16. At any time or from time to time either the holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at general meetings of the Company by memorandum in writing signed by or on behalf of him or them and left at or sent to the Registered Office of the Company, or the Company in general meeting, may appoint any person to be a Director or remove any Director from office. Any removal of a Director from office hereunder shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

Appointment by Directors      17. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall (subject to paragraphs (b) to (f), inclusive, of Regulation 89 of Table A) hold office until he is removed pursuant to the last preceding Article.

Pensions and Allowances 18. The Directors may grant retirement pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as Managing Director, Manager or in any other executive office or employment in the Company or indirectly as an executive officer or employee of any subsidiary or associated company of the Company or of any predecessor in business of the Company notwithstanding that he may be or may have been a Director, and may make payments towards insurance or trusts for such purposes in respect of any such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person. Regulation 87 of Table A shall not apply.

Age of Directors 19. No person shall be disqualified from being appointed or re-appointed a Director of the Company and no Director of the Company shall be required to retire from that office by reason only of the fact that he has attained any particular age, nor need the age of any such person or Director or the fact that any such person or Director has attained any particular age be stated in any Notice or Resolution relating to his appointment or re-appointment, nor shall it be necessary to give special notice under Section 185 of the Act of any resolution appointing re-appointing or approving the appointment of a Director.

Exclusion of Regulations 89 to 97 of Table A 20. Regulations 89 to 97 (inclusive) of Table A shall not apply.

Committees 21. The Directors may delegate any of their powers to committees whether consisting wholly or partly of Directors or otherwise as they think fit. Any committee so formed shall, in exercise of the powers so delegated, conform with any regulations that may be imposed on it by the Directors. Regulation 102 of Table A shall not apply.

Proceedings of Directors 22. A resolution in writing signed by all the Directors for the time being or by all the members of a committee of Directors for the time being shall be as valid and effectual as a resolution passed at a meeting of the Directors or, as the case may be, of such committee, duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors, and signature in the case of a body corporate which is a Director shall be sufficient if made by a director of such body corporate or by its duly authorised representative. Regulation 106 of Table A shall not apply.

Executive Directors 23. The Directors may from time to time appoint one or more of their number to an executive office (including that of Managing Director or Manager or any other salaried office) for such period and on such terms as they shall think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. Subject to the terms of any such agreement the appointment of any Director as Managing Director shall ipso facto be determined if he cease to be a Director. Regulation 107 of Table A shall not apply.

Remuneration and Powers of Executive Directors 24. A Director appointed to any executive office as aforesaid shall reserve such remuneration (either by way of salary, commission, participation in profits or pension or otherwise howsoever, whether similar to the foregoing or not) as the Directors

may determine. Regulations 108 and 109 of Table A shall not apply. The Directors may entrust to and confer upon any Director so appointed any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, either collaterally with or to the exclusion of their own powers and may from time to time (subject to the terms of any agreement entered into in any particular case) revoke, withdraw, alter or vary all or any of such powers.

The  
Seal

25. The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Director or by some other person appointed by the Director for the purpose and shall be countersigned by the Secretary or by a second Director or by some other person as aforesaid. Regulation 113 of Table A shall not apply.

Dividend

26. The payment of any unclaimed dividend, interest or other sum payable on or in respect of a share or shares of the Company into a separate account shall not constitute the Company a trustee in respect thereof and any dividend unclaimed after a period of twelve years from the date of declaration of such dividend shall be forfeited and shall revert to the Company.

Notices

27. Any notice to be given by the Company to any Member, Director or alternate Director shall be given either personally or by sending it by post to him at his registered address (whether within or outside the United Kingdom). In the event of any Member, Director or alternate Director having a registered address outside the United Kingdom, all notices shall be sent to such address by airmail and shall be deemed served at the expiration of seventy-two hours after posting. Regulations 131, 133 and 134 of Table A shall be modified accordingly and the last sentence of Regulation 98 shall be deleted.

Indemnity

28. Every Director, alternate Director, Managing Director or other executive officer, agent and Auditor 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, brought against him in such capacity and 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

---

*T G Freshwater*  
TIMOTHY GEORGE FRESHWATER  
35 Basinghall Street  
London EC2V 5DB

Solicitor

*Nigel Boardman*  
NIGEL PATRICK GRAY BOARDMAN  
35 Basinghall Street  
London EC2V 5DB

Solicitor

---

DATED the *5<sup>th</sup>* day of *May* 1976

WITNESS to the above signatures :-

*Graham John Atrs*  
GRAHAM JOHN ATRS  
35 Basinghall Street  
London EC2V 5DB

Solicitor's Articled Clerk



## CERTIFICATE OF INCORPORATION

No. 1260228

I hereby certify that

**FLEXODRILLING (HOLDINGS) LIMITED**

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

Given under my hand at Cardiff this **25TH MAY 1976**

*Assistant Registrar of Companies*

THE COMPANIES ACT

---

COMPANY LIMITED BY SHARES

---

ORDINARY RESOLUTION

-of-

FLEXODRILLING (HOLDINGS) LIMITED

(Passed 23rd May 1977)

At an EXTRAORDINARY GENERAL MEETING of the above Company duly convened and held at 12 Tokenhouse Yard London EC2R 7AN on Monday 23rd day of May 1977 the following Resolution was duly passed as an Ordinary Resolution.

RESOLUTION

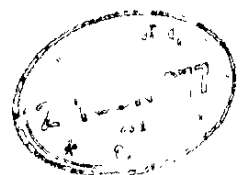
That the authorised share capital of the Company be increased to £500,000 by the creation of a further 499,000 Ordinary Shares of £1 each.

I certify that this is a true copy of the above mentioned Resolution.

SCOTTISH CANADIAN OIL & TRANSPORTATION  
COMPANY LIMITED.

Secretaries.

L.T. SMITH





No. of Company.....1260228

Form No. 10

# THE COMPANIES ACTS 1948 to 1967

## Notice of Increase in Nominal Capital

To THE REGISTRAR OF COMPANIES

Insert name  
of Company;  
delete "Limited"  
if not applicable

FLEXODRILLING ( HOLDINGS)

†State whether  
Ordinary or  
Extraordinary  
or Special  
Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,  
that by ~~a~~ Ordinary Resolution of the Company dated the  
Twenty Third day of May 1977 the nominal capital of the  
Company has been increased by the addition thereto of the sum of £ 499,000  
beyond the registered capital of £ 1,000

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
499,000	ORDINARY	£1

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)  
subject to which the new shares have been, or are to be, issued are as follows:—

If any of the new  
shares are  
Preference Shares  
state whether they  
are redeemable or  
not. If this space is  
insufficient the  
conditions should  
be set out  
separately by way  
of annexure.

*Rankie pan pan*

for SCOTTISH CANADIAN OIL &   
TRANSPORTATION COMPANY LIMITED

Signature ..... L. F. SMITH

State whether Director or Secretary) SECRETARIES

Dated the 24 day of MAY 1977

Presented by

Presentor's Reference LTS/SAP

SCOTTISH CANADIAN OIL & TRANSPORTATION CO. LTD

9 Henrietta House,

Henrietta Place, London W1M 9AG



Number of  
Company 1260228 *17*

Form No. 103  
(No registration fee payable)

## THE COMPANIES ACTS 1948 to 1967

### Notice of Place where Register of Members is kept or of any Change in that Place

(Pursuant to section 110 (3) of the Companies Act 1948)

Insert the  
Name of  
the Company

FLEXODRILLING (HOLDINGS) LIMITED

Section 110 of the Companies Act 1948 provides that :—

\* \* \* \* \*

(3) Every company shall send notice to the registrar of companies of the place where its register of members is kept and of any change in that place :

Provided that a company shall not be bound to send notice under this subsection where the register has, at all times since it came into existence or, in the case of a register in existence at the commencement of this Act, at all times since then, been kept at the registered office of the company.

(4) Where a company makes default in complying with subsection (1) of this section or makes default for fourteen days in complying with the last foregoing subsection, the company and every officer of the company who is in default shall be liable to a default fine.

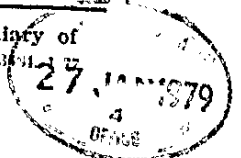
Presented by

Presenter's Reference... *LTS/pjh*

LONDON & SCOTTISH MARINE OIL COMPANY LIMITED

BASTION HOUSE, 140 LONDON WALL

LONDON EC2Y 5DN.



Notice of Place where Register of Members is kept or of any  
Change in that Place.

To the REGISTRAR OF COMPANIES.

.....  
..... FLEXODRILLING (HOLDINGS) ..... LIMITED

hereby gives you notice, in accordance with subsection (3) of section 110  
of the Companies Act 1948, that the register of members of the Company  
is kept at BASTION HOUSE, 140 LONDON WALL,

.....  
..... LONDON EC2Y 5DN. ....

for Scottish Canadian Oil and Transportation Co. Ltd

Signature ..... 

L.T. SMITH

(State whether  
Director or Secretary) ..... SECRETARIES

Dated the 24th day of January ..... 1979 .

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

1260228

19

THE COMPANIES ACT

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

-of-

FLEXODRILLING (HOLDINGS) LIMITED

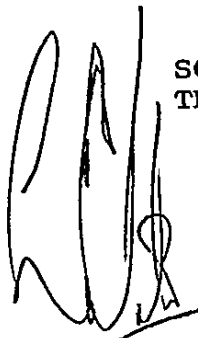
(Passed 25th May, 1979)

At an EXTRAORDINARY GENERAL MEETING of the above Company duly convened and held at Bastion House, 140 London Wall, London, EC2Y 5DN on Friday, 25th May, 1979, the following Resolution was duly passed as an Ordinary Resolution.

RESOLUTION

That the authorised share capital of the Company be increased from £500,000 to £604,788 by the creation of 104,788 additional Ordinary Shares of £1 each.

We certify that this is a true copy of the above mentioned resolution.



L.T. SMITH

SCOTTISH CANADIAN OIL &  
TRANSPORTATION COMPANY LIMITED.

Secretaries. ✓



No. of Company.....1260228 / 20

**THE COMPANIES ACTS 1948 to 1976****Notice of Increase in Nominal Capital**

To THE REGISTRAR OF COMPANIES

Insert name  
of Company;  
delete "Limited"  
if not applicable

Flexodrilling (Holdings)

†State whether  
Ordinary or  
Extraordinary  
or Special  
Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,  
that by an Ordinary Resolution of the Company dated the  
twenty fifth day of May 19 79 the nominal capital of the  
Company has been increased by the addition thereto of the sum of £ 104,788  
beyond the registered capital of £ 500,000

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
104,788	Ordinary Shares	£1

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)  
subject to which the new shares have been, or are to be, issued are as follows:—

The Ordinary Shares of the Company to be issued rank pari  
passu in all respects with the existing issued Ordinary  
Shares.

If any of the new  
shares are  
Preference Shares  
state whether they  
are redeemable or  
not. If this space is  
insufficient the  
conditions should  
be set out  
separately by way  
of annexure.

for and on behalf of  
SCOTTISH CANADIAN OIL &  
TRANSPORTATION COMPANY LIMITED.

Signature .....

L.T. SMITH

State whether Director  
or Secretary) SECRETARIES

Dated the 5th day of JUNE 1979

Presented by

Presentor's Reference LTS/dmo

SCOTTISH CANADIAN OIL &amp; TRANSPORTATION CO. LTD.

Bastion House,

140 London Wall,  
London. EC2Y 5DN.

(see notes overleaf)



**G****THE COMPANIES ACTS 1948 TO 1976****Notice of place where register of members is kept or of any change in that place****103**Pursuant to section 110(3) of the Companies Act 1948  
as amended by the Companies Act 1976Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use Company number

[0] [2] [8]

1260228

Name of company

FLEXODRILLING (HOLDINGS)

Limited\*

\*delete if  
inappropriatehereby gives you notice in accordance with section 110(3) of the Companies Act 1948 that the  
register of members is now kept at:C.N. SERVICES LTD  
57 LONDON WALL,  
LONDON, EC2M 5TP

In lieu of\*

14 KING STREET,  
LONDON, EC2V-8EA

where it was previously kept

Director

For C. N. SERVICES LTD.,

Signed

Secretary to the Company

[Director] [Secretary]† Date 29<sup>th</sup> December 1982†delete as  
appropriatePresentor's name, address and  
reference (if any):C.N. Services Ltd,  
57 London Wall,  
London, EC.2For official use  
General section

Postroom



# G

## COMPANIES FORM No. 353

# 353

### Notice of place where register of members is kept or of any change in that place

Note: This notice is not required where the register is and has, since 1 July 1948, always been kept at the Registered Office

Please do not write in this margin

Pursuant to section 353 of the Companies Act 1985

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

\* insert full name of company

To the Registrar of Companies

For official use

Company number

[Initials]

1260228

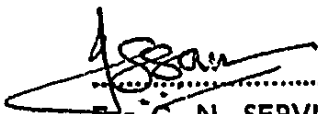
Name of company

\* FLEXODRILLING (HOLDINGS) LIMITED

gives notice that the register of members is [now] kept at:

14/20 CHISWELL STREET, LONDON	
Postcode	EC1Y 4TY

† delete as appropriate

  
..... Director  
Signed For C. N. SERVICES LTD.,  
Secretary to the Company.

[Director] [Secretary] † Date 24<sup>th</sup> September 1985

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

C.N. Services Ltd,  
14/20 Chiswell Street,  
London, EC1Y 4TY

For official Use  
General Section

Post room

28 SEP 1985

# G

COMPANIES FORM No. 225(1)

## Notice of new accounting reference date given during the course of an accounting reference period

# 225(1)

Please do not  
write in this  
margin

Pursuant to section 225(1) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

1260228
---------

Name of company

* FLEXODRILLING (HOLDINGS) LIMITED
------------------------------------

\* insert \* in name  
of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

**Note**  
Please read notes  
1 to 4 overleaf  
before completing  
this form

Day Month

3	1	0	3
---	---	---	---

\* delete as  
appropriate

The current accounting reference period of the company is to be treated as ~~(shortened)~~~~(extended)~~† and ~~(is to be treated as having come to an end)~~~~(will come to an end)~~† on

Day Month Year

3	1	0	3	1	9	8	8
---	---	---	---	---	---	---	---

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of \_\_\_\_\_  
\_\_\_\_\_, company number \_\_\_\_\_  
the accounting reference date of which is \_\_\_\_\_

Signed

*Roger Luard*

[Director][Secretary]† Date 7 MARCH 1988

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

For official Use  
General Section

Post room



# G

COMPANIES FORM No. 225(1)

## Notice of new accounting reference date given during the course of an accounting reference period

# 225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

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

1. To the Registrar of Companies  
(Address overleaf—Note 6)

Company number

1260228

Name of company

• FLEXODRILLING HOLDINGS LIMITED

\*Insert full name of company.

**Note**  
Details of day and month in 2, 3 and 4 should be the same.

Please read notes 1 to 5 overleaf before completing this form.

†Delete as appropriate.

2. Gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

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

3. The current accounting reference period of the company is to be treated as [shortened] ~~extended~~† and ~~extended~~† (will come to an end)† on

Day Month Year

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

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] [parent]† undertaking of \_\_\_\_\_

\_\_\_\_\_, company number \_\_\_\_\_

the accounting reference date of which is \_\_\_\_\_

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on \_\_\_\_\_ and it is still in force.

6. Signer:

Designation:

SECRETARY

Date 21.12.92

Presenter's name, address, telephone number and reference (if any).

For official use  
D E B

Post room

COMPANIES HOUSE  
24 DEC 1992  
M 70

†Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

# Touche Ross



The Secretary  
Flexodrilling Holdings Ltd  
The Quadrangle  
Imperial Square  
Cheltenham  
Gloucestershire  
GL50 1YX

## Chartered Accountants

**Touche Ross & Co**  
Hill House  
1 Little New Street  
London EC4A 3TR

Telephone National 071 936 3000  
International +44 71 936 3000  
Telex 884739 TRLNDN G  
Fax (Gp 3) 071 583 8517  
LDE DX 599

126022P

Our Ref: LE05GAB4/JM

8 July 1994

Dear Sir

## Flexodrilling Holdings Ltd

This is notice of our intention not to seek re-appointment as auditors of the company at the conclusion of our term of office.

There are no circumstances connected with our not seeking re-appointment which should be brought to the attention of the members or creditors of the company.

Yours faithfully

Tandré Ross a. 10.



**\*AIPA42VE\***

1515 RECEIPT DATE: 12/07/94

**Deloitte Touche  
Tohmatsu  
International**

Aberdeen Bath Belfast Birmingham Bournemouth Bracknell Bristol Cambridge Cardiff  
Coleraine Crawley Dartford Edinburgh Glasgow Leeds Leicester Liverpool London  
Manchester Milton Keynes Newcastle upon Tyne Nottingham and Southampton

Principal place of business at which a list of partners' names is available  
Peterborough Court, 133 Fleet Street, London EC4A 2TB

Authorised by the Institute of Chartered Accountants in England and Wales to carry on investment business