

Company no. 5225759

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

PDM OILSENSE LIMITED

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PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

PDM OILSENSE LIMITED

1. The name of the Company is **PDM OILSENSE LIMITED** (hereinafter called the "**Company**").
2. The registered office of the Company is to be situated in England and Wales.
3. The objects for which the Company is established are:
 - 3.1 to carry on business as a general commercial company and any trade or business whatsoever and any lawful purpose pursuant to the Companies Act 1985 (hereinafter called the "**Act**") as amended, extended or applied by or under any other enactment or as re-enacted, and without prejudice thereto and in furtherance thereof;
 - 3.2 to carry on any other trade or business whatsoever which can in the opinion of the members or directors of the Company be conveniently or advantageously or profitably carried on in connection with or ancillary to any of the businesses of the Company or calculated directly or indirectly to enhance the value or render more profitable any of the Company's assets;
 - 3.3 to assume the obligations or any of them arising from the formation of the Company and without prejudice to the generality thereof to pay all costs, charges and expenses incurred or sustained in or about the promotion or establishment of the Company or which the directors may consider to be in the nature of preliminary expenses, and to novate or otherwise assume any contracts entered into prior to incorporation of the Company as the directors may think fit;

- 3.4 to undertake or acquire all or any part of the business, assets and liabilities of or any share in any company, partnership or person carrying on or proposing to carry on all or any of the objects for the time being of the Company, or to amalgamate, enter into partnership, share profits, co-operate, or engage in mutual assistance with any such company, partnership or person or for subsidising or otherwise assisting any such company, partnership or person, and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage, charge and deal with any shares, debentures, debenture stock or securities however received, and to conduct and carry on, liquidate or wind up any such business;
- 3.5 to apply for, subscribe, take, purchase or otherwise acquire, hold and deal with shares, debentures, bonds, options or other interests in or securities of any other company so as to benefit directly or indirectly the Company or enhance the value of its property, and to co-ordinate, finance, manage, supervise or control the business and operations of any company in which the Company may hold such interest;
- 3.6 to purchase, lease, exchange, hire, hold, develop or to acquire and take options over and deal with the whole or any part of any property whatsoever, including without limitation any shares in the capital of the Company, and any rights or privileges of any kind over or in respect of any property, or any estate or interest in any real or personal property and on such terms as may be considered expedient;
- 3.7 to promote, form, finance or assist any other company or business for the purpose of acquiring the whole or any part of the business, property, undertaking or liabilities of the Company or of any other company or business, property, undertaking or liabilities of the Company or of any other company or business, property, undertaking or liabilities which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to subscribe for, purchase or otherwise acquire or place or guarantee the placing of or underwrite all or any part of the shares, debentures, bonds or securities of any such company as aforesaid;

- 3.8 to sell, hire out, grant leases or licences, grant assured short hold tenancies, exchange, dispose of, turn to account, grant, options, rights or privileges in respect of, mortgage, charge or otherwise deal with all or any part of the business or property of whatever nature (whether or not as a going concern) of the Company, and to deal as aforesaid with the same or any part thereof either together or in portions for such consideration whether shares, debentures, options, cash or real or personal property of any other nature without limit, as the members or the directors of the Company may think fit;
- 3.9 to erect, build, manufacture, improve, manage, construct, repair, maintain, alter or develop any real or personal property;
- 3.10 to invest and deal with any moneys of the Company not immediately required for the purposes of the business in any manner, and to hold, alter, dispose of or otherwise without limit deal with any investments so made;
- 3.11 to receive money on deposit or loan, and to borrow or raise money or credit as may seem expedient without limit and whether with or without any security or guarantee therefor, and to issue any debentures or debenture stock whether perpetual, irredeemable or otherwise;
- 3.12 to issue or grant any mortgage, charge, standard security, lien or other security upon all or any part of the property or assets whether present or future and including but without limit the uncalled capital of the Company, and also by any such means to secure and guarantee the performance by the Company, any holding, subsidiary or associated company of the Company, or any other person, firm or company of any obligation undertaken by the Company or any of them as the case may be, and to stand security or guarantor for or otherwise support any obligation of any other person, firm or company whether by personal covenant, mortgage, charge, standard security or lien upon the whole or any part of the undertaking, property and assets of the Company whether present or future including but without limit its uncalled capital;
- 3.13 to advance or lend money or give any credit to any person, firm or company as the directors or members may think fit;

- 3.14 to the extent permitted by law and in accordance with the procedure set out in the Act to give financial assistance for the purpose of the acquisition or redemption of any shares, debentures, option rights or other security of the Company or any company which is for the time being the Company's holding company or subsidiary or another subsidiary of any such holding company or for the purpose of reducing or discharging a liability incurred for the purpose of such an acquisition and to give such assistance by means of a gift, loan, guarantee, indemnity, the provision of security or otherwise;
- 3.15 to draw, issue, accept, endorse, discount, negotiate, make or deal with as may seem expedient cheques, bills of exchange or lading, promissory notes, warrants, coupons, debentures, and other negotiable or transferable notes or instruments;
- 3.16 to seek any permission, order, privilege, charter, concession, decree, right, or licence from any government department, national, local or other statutory authority or official body in any part of the world where the Company does or may do business or other official sanctions for enabling the Company to pursue any of its objects for the time being or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and comply with the same, and to oppose or defend any proceedings or application which may seem directly or indirectly to advance or prejudice the Company's interests as the case may be;
- 3.17 to seek in any part of the world and deal with, grant or obtain licences in respect of, manufacture under, operate, test, improve, or experiment on any invention, discovery, copyright, patent, brevet d'invention, licence, secret process, trade mark, service mark, design, registration, protection and concession as may seem expedient or beneficial, and to register, re-register, disclaim, alter, modify, use, and turn to account the same or any of them;
- 3.18 to act as principal, nominee, agent (whether disclosed or undisclosed), broker, trustee, factor, contractor or sub-contractor in any part of the world;
- 3.19 to pay, reward or remunerate anyone supplying goods or services to the Company by cash, goods, services or any securities of the Company;

- 3.20 to give to any charitable, benevolent or public cause or object which may be for the benefit of the Company or any holding, subsidiary or associated company of the Company or any directors or employees thereof, and to provide or pay towards any pension, annuity, gratuity, insurance, superannuation or other allowance or benefit, and generally to provide advantages, facilities and services for any persons who are or have been directors of, employed by, or serving the Company or any holding, subsidiary or associated company of the Company or any predecessor thereof and to the members of the family, dependants, personal representatives or nominated beneficiaries of any such persons, and to set up, establish, maintain, provide, contribute towards and lend in favour of any incentive, profit-sharing, option, or savings related scheme for the benefit of the employees of the Company or any holding, subsidiary or associated company as aforesaid;
- 3.21 to distribute among the members of the Company in specie or otherwise any property of the Company of whatever nature, including but without limit the shares, debentures or other securities of any other company taking over the whole or any part of the undertaking, assets or liabilities of the Company, and to purchase or assist the purchase of or redeem the shares for the time being (including any redeemable shares) or reduce the capital of the Company in any manner permitted under Part V of the Act;
- 3.22 to establish and maintain or process the establishment and maintenance of any pension, superannuation funds or retirement benefit schemes (whether contributory or otherwise) for the benefit of any persons who are or who were at any time in the employment or service of the Company or who are or have been directors or officers of the Company;
- 3.23 to establish and maintain or procure the establishment and maintenance of, any pension superannuation funds or retirement benefit schemes (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances, emoluments and any other relevant benefits to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary or holding company of the Company or which is a subsidiary of any such holding company or is allied to or associated with the Company, or

any such subsidiary or any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well being of, the Company or of any other company as aforesaid, or of any such persons aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any other such company as aforesaid and without prejudice to the generality of the foregoing to act either alone or jointly as trustee or administrator for the furtherance of any of the aforesaid purposes;

- 3.24 to establish, on and subject to such terms as may be considered expedient, a scheme or schemes for or in relation to the purchase of, or subscription for, any fully or partly paid shares in the capital of the Company by, or by trustees for, or otherwise for the benefit of, employees of the Company or of its subsidiary or associated companies;
- 3.25 to carry on any of the objects for the time being of the Company in any part of the world either as principal, agent, contractor, trustee or otherwise and either by or through agents, trustees, brokers, sub-contractors or otherwise and either alone or with any other person, firm or company; and
- 3.26 to do all things specified for the time being in the articles of association of the Company.

The objects in each preceding sub-clause shall be regarded as independent objects and shall not be in any way limited or restricted by reference to or inference from the terms of any other sub-clause herein except as may be expressly stated, or by the name, place or date of incorporation of the Company. The Company shall have as full a power to exercise all or any of the objects and powers in each sub-clause herein as if each sub-clause contained the objects of a separate company. Reference to any company herein shall be deemed to include any body whether

- incorporated or not and wherever in any part of the world set up, established or registered.
- 4. The liability of the members is limited.
- 5. The share capital of the Company is £10,000 divided into 10,000 ordinary shares of £1.00 each.