

Company No: 12597062

**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**MURZUQ OIL SERVICES LIMITED**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following resolutions are passed as special resolutions as detailed below.

**SPECIAL RESOLUTION**

**THAT** the Articles of Association set out in the document produced to this meeting and initialled by the Chairman of the meeting for the purposes of identification be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.

Dated: 28<sup>TH</sup> NOVEMBER 2022

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the resolutions.

We, the undersigned, being persons entitled to vote on the above resolutions, irrevocably agree to such resolutions:

**Name of Shareholder**

**Signature**

**Date of Signature**

**Mediterranean Oil Services  
Company**



Nov 28, 2022

**Najme M. A. Karim  
Chairman of the Board of  
Directors  
Mediterranean Oil Services  
Company**

Authorised Signatory

SATURDAY



A18 \*ABI3FUJF\* 03/12/2022 #132  
COMPANIES HOUSE

## NOTES

1. Shareholders who wish to agree to such resolutions should signify their agreement in one of the following ways:

- signing and returning this document to 8th Floor 100 Bishopsgate, London, United Kingdom, EC2N 4AG marked for the attention of the Directors; or
- if sent via DocuSign, electronically signing and clicking "Finish" to return this document to the Company via the platform,

If you do not agree to the resolutions, you do not need to do anything; you will not be deemed to agree if you fail to reply.

2. If sufficient agreement is not received within 28 days of the date of these resolutions the resolutions will lapse and shareholders will not be able to indicate agreement after that date. If you agree to the resolutions, please ensure your agreement reaches us before that date.
3. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.

Company No: 12597062

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**RESOLUTIONS IN WRITING**  
**of**  
**MURZUQ OIL SERVICES LIMITED**  
**("Company")**

**Passed the            day of            2022**

By a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the resolution the following resolutions of the Company were duly passed:

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Dated: 28TH NOVEMBER 2022

Signed .....

  
**Director**

Dated 28TH NOVEMBER 2022

Company No: 12597062

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**Signature**

**Date of Signature**

**Mediterranean Oil Services  
Company**



Nov 28, 2022

**Najme M. A. Karim  
Chairman of the Board of  
Directors  
Mediterranean Oil Services  
Company**

Authorised Signatory

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**MURZUQ OIL SERVICES LIMITED (the "Company")**

**Minutes of a meeting of the board of directors of the Company**

**held at** Bashir El Saadawi, P.O. Box 2655, Tripoli, Libya  
**on** 21 November 2022  
**commencing at** 11:30 am

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**PRESENT:** Khalfalla Muftah Ebrahim Khalfalla (Chairman)

Imad Abdalatif Salem Ben Rajab

Magdl Gabriel Amsaad Eldarisi

Ibrahim Abduljalil Elghumari Elghumari

Khalifa Rajab Mohammed Abdulsadek

**IN ATTENDANCE:** Andrew Walker (Finance Manager)

By MS Teams from  
London

Eamon Nally (Managing Director and Principal,  
InTax Accountancy Limited, Chartered  
Accountants) By MS Teams from  
London

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**1. NOTICE AND QUORUM**

1.1 A quorum being present, **IT WAS RESOLVED** that Dr. Khalfalla M. E. Khalfalla Chair the meeting.

1.2 The Chair declared the meeting open and it was confirmed that notice of the meeting had been given to each director.

**2. PURPOSE OF THE MEETING**

2.1 The Chair reported that the purpose of the meeting was to consider and, if deemed fit, recommend to the sole member of the Company that the Company adopts new Articles of Association (the "**Proposal**").

2.2 In approving the Proposal the Chair reminded the directors of their statutory duty to promote the success of the Company for the benefit of its members and their statutory duties generally.

**3. DIRECTORS' INTERESTS**

All the directors present confirmed that they had no interests to disclose in the Proposal or any other matters to be transacted in the meeting in accordance with sections 177 or 182 Companies Act 2006 ("**2006 Act**") and the Articles of Association of the Company.

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**4. NEW ARTICLES**

It was noted that the purpose of the Proposal was for the Company to adopt new Articles of Association containing the following restricted objects of the Company:

- I. The provision of oil and gas consultancy services to its clients.
- II. The provision of oil and gas business services to its clients.
- III. The undertaking of exploration and production activities on behalf its clients, including:
  - a. exploring for oil and gas;
  - b. developing oil and gas fields; and
  - c. operating such fields.
- IV. The carrying out of business services activities whether within or without the UK, ancillary or complementary to the aforementioned objects, as well as establishing business entities with other parties and entering into agreements (inter alia joint venture and shareholder agreements) with other parties to assist it achieve its goals.

**5. SHAREHOLDER RESOLUTIONS**

- 5.1 It was agreed to recommend to the sole member of the Company that it passes a resolution to adopt new Articles of Association in the form of the draft attached to these resolutions.
- 5.2 A written resolution to effect the above was considered and approved and any Director was authorised and requested to send a copy of it together with a statement as to how a member can signify agreement to the resolution and the end date by which the resolution must be passed to the member (with a copy to the auditors, such copy to be sent at or before the time the resolution was sent to the member for consideration):

**6. ADJOURNMENT**

The meeting then adjourned to enable the written resolution to be considered.

**7. RESUMPTION**

Upon resumption of the meeting, the Chair reported that the written resolution referred to above had been duly passed.

**8. DOCUMENTS FOR REGISTRATION**

It was agreed to arrange for the following to be delivered to the Registrar of Companies as soon as practicable:

- 8.1 a print of the resolution passed at the general meeting referred to above, duly signed by a Director;
- 8.2 a copy of the new Articles of Association; and
- 8.3 Companies House Form CC04.

9. **CLOSE OF MEETING**

There being no further business, the Chair declared the meeting closed.

*On 11-30-11*  
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Dr. Khalfalla M. E. Khalfalla

**Chairman of the Board of Directors**

**MURZUQ OIL SERVICES LIMITED**