

Registered number 02597025

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COMPANIES HOUSE

THE COMPANIES ACT 1985 AND 2006

PRIVATE COMPANY LIMITED BY SHARES

OMV SUPPLY & TRADING LIMITED

(the "Company")

Written resolution of the Company

We, the undersigned sole member of the Company, being the member who at the date hereof would be entitled to attend and vote at a general meeting of the Company, hereby resolve as follows

SPECIAL RESOLUTION

THAT

- 1 (a) the articles of association (the "Articles") of the Company be amended by deleting all the provisions of the Company's memorandum of association which, by virtue of Section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles, and

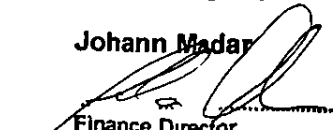
(b) the articles of association (the "New Articles") in the form annexed hereto be and are hereby adopted as the New Articles of the Company in substitution for, and to the exclusion of, the existing Articles

Signed as authorised signatories of OMV SUPPLY & TRADING AG

Clemens Eder


Managing Director
OMV Supply & Trading AG

Johann Madar


Finance Director
OMV Supply & Trading AG

Date January 2, 2015

Registered number 02597025

THE COMPANIES ACT 1985 AND 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

OMV SUPPLY & TRADING LIMITED

(as adopted on January 2, 2015)

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THE COMPANIES ACT 1985 AND 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

OMV SUPPLY & TRADING LIMITED

(as adopted on January 2, 2015)

INTRODUCTION

1 Interpretation

1.1 The following definitions and rules of interpretation shall apply in these Articles

Act means the Companies Act 2006,

Articles means the company's articles of association for the time being in force,

Business Day means a day other than a Saturday, Sunday or public holiday in England on which banks in London are open for business,

Conflict means a situation in which a director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company,

Controlling Shareholder means a registered holder for the time being of not less than 75% in nominal value of the equity share capital of the company from time to time,

Eligible Director means a director who would be entitled to vote on the matter at a meeting of directors (but excluding any director whose vote is not to be counted in respect of the particular matter),

Group means the company, any subsidiary or any holding company of the company from time to time, and any subsidiary from time to time of a holding company and **member of the Group** shall mean any of them,

holding company has the meaning given in Article 1 6,

Model Articles means the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (*SI 2008/3229*), as amended prior to the date of adoption of these Articles, and reference to a numbered **Model Article** is a reference to that article of the Model Articles,

subsidiary has the meaning given in Article 1 6

- 1 2 Unless expressly provided otherwise in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles
- 1 3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles
- 1 4 A reference in these Articles to a numbered **Article** is a reference to the relevant article of these Articles unless expressly provided otherwise
- 1 5 Unless expressly provided otherwise in these Articles, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of
- (a) any subordinate legislation made under it, whether before or after the date of adoption of these Articles, and
 - (b) any amendment or re-enactment, whether before or after the date of adoption of these Articles and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts

This Article 1 5 shall not apply to the definition of **Model Articles** in Article 1 1

- 1 6 A reference to a **holding company** or **subsidiary** means a holding company or a subsidiary (as the case may be) as defined in section 1159 of the Act
- 1 7 Any words following the terms **including**, **include**, **in particular** or any similar expression shall be construed as illustrative and shall not limit the sense of the words, description, definition, phrase or term preceding those terms
- 1 8 Where the context permits, **other** and **otherwise** are illustrative and shall not limit the sense of the words preceding them
- 1 9 The Model Articles (in the form amended and annexed to these Articles) shall apply to the company, except in so far as they are modified or excluded by, or are inconsistent with, these Articles

OBJECTS AND CAPITAL

2 **Objects**

Nothing in these Articles shall constitute a restriction on the objects of the company to do (or omit to do) any act and, in accordance with section 31(1) of the Act, the company's objects are unrestricted

3 **Share capital**

The company does not have an authorised share capital

DIRECTORS

4 **Directors' general authority**

Any or all powers of the directors (or any of them) shall be restricted in such respects, to such extent and for such duration as a Controlling Shareholder may from time to time by notice in writing to the company prescribe

5 **Quorum for directors' meetings**

5.1 Subject to Article 5 2, the quorum for the transaction of business at a meeting of directors is any two Eligible Directors

5 2 For the purposes of any meeting (or part of a meeting) held pursuant to Article 7 to authorise a Conflict, if there is only one Eligible Director in office other than the Interested Director(s) (as defined in Article 7 1), the quorum for such meeting (or part of a meeting) shall be one Eligible Director

6 **Transactions or other arrangements with the Company**

6 1 A director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the company

- (a) shall not be an Eligible Director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such existing or proposed transaction or arrangement in which he is interested,
- (b) shall not be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested, and
- (c) shall, save as may otherwise be agreed with the company, be accountable to the company for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment

and any such transaction or arrangement may only be entered into by the company with the prior written consent of the Controlling Shareholder

6.2 The provisions of Article 6.1(a) to Article 6.1(c) (inclusive) are subject, where applicable, to any terms and conditions imposed by the directors in accordance with Article 7.3

7 Directors' conflicts of interest

7.1 The directors may, in accordance with the requirements set out in this Article 7, authorise any Conflict proposed to them by any director which would, if not authorised, involve a director (an **Interested Director**) breaching his duty under section 175 of the Act to avoid conflicts of interest

7.2 Any authorisation under this Article 7 will be effective only if

- (a) the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine,
- (b) any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director, and
- (c) the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted

7.3 Any authorisation of a Conflict under this Article 7 may (whether at the time of giving the authorisation or subsequently) impose on the Interested Director such conditions or limitations, or be granted subject to such terms, as the directors may think fit for the purposes of dealing with the Conflict and the Interested Director will be obliged to conduct himself in accordance with any such terms and conditions

7.4 The directors may revoke or vary such authorisation at any time, but this will not affect anything done by the Interested Director, before such revocation or variation, in accordance with the terms of such authorisation

7.5 A director, notwithstanding his office, may be a director or other officer of, employed by, or otherwise interested (including by the holding of shares) in, any member of the Group and no further authorisation under Article 7.1 shall be necessary in respect of any such interest

7.6 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the company for any remuneration, profit or other benefit that he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors in accordance with these Articles, by the company or by these Articles (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

8 Records of decisions to be kept

Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in a form that enables the directors to retain a copy of such decisions

9 Number of directors

The number of directors shall not be subject to any maximum but shall not be less than two

10 Appointment and removal of directors

10 1 A Controlling Shareholder may at any time and from time to time by notice in writing to the company appoint one or more persons to be a director or directors of the company and to remove any director or directors from office (whether or not appointed pursuant to this Article 10)

10 2 Any removal of a director pursuant to Article 10 1 shall be without prejudice to any claim for breach of contract under any employment agreement between the company and the director so removed

11 Secretary

The directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and on such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors

SHARES AND SHAREHOLDERS

12 Issue of new shares

The directors shall not exercise any power of the company to allot shares or other securities in, or to grant rights to subscribe for, or convert into, shares or other securities of, the company without the prior written consent of a Controlling Shareholder (if any) Without limitation, the powers of the directors under section 550 of the Act are limited accordingly

13 Quorum for general meetings

13 1 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting unless a quorum is present at the commencement of the meeting and also when that business is voted on

13 2 Where the company has only one shareholder for the time being, one qualifying person (as defined in section 318 of the Act) present at the meeting shall be a quorum In any other case, the quorum shall be

- (a) a Controlling Shareholder present in person, by proxy or by authorised representative, or
- (b) if the company does not have a Controlling Shareholder for the time being, any two shareholders present in person, by proxy or by authorised representative

ADMINISTRATIVE ARRANGEMENTS

14 Means of communication to be used

14 1 Subject to Article 14 2, any notice, document or other information shall be deemed served on, or delivered to, the intended recipient

- (a) if delivered by hand, on signature of a delivery receipt or at the time the notice, document or other information is left at the address, or
- (b) if sent by fax, at the time of transmission, or
- (c) if sent by pre-paid United Kingdom first class post, recorded delivery or special delivery to an address in the United Kingdom, at 9 00 am on the third Business Day after posting, or
- (d) if sent by pre-paid airmail to an address outside the country from which it is sent, at 9 00 am on the fifth Business Day after posting, or
- (e) if sent by reputable international overnight courier to an address outside the country from which it is sent, on signature of a delivery receipt or at the time the notice, document or other information is left at the address, or
- (f) if sent or supplied by e-mail, one hour after the notice, document or information was sent or supplied, or
- (g) if deemed receipt under the previous paragraphs of this Article 14 1 would occur outside business hours (meaning 9 00 am to 5 30 pm Monday to Friday on a day that is not a public holiday in the place of deemed receipt), at 9 00 am on the day when business next starts in the place of deemed receipt For the purposes of this article, all references to time are to local time in the place of deemed receipt

14 2 To prove service, it is sufficient to prove that

- (a) if delivered by hand or by reputable international overnight courier, the notice was delivered to the correct address, or
- (b) if sent by fax, a transmission report was received confirming that the notice was successfully transmitted to the correct fax number, or
- (c) if sent by post or by airmail,]the envelope containing the notice was properly addressed, paid for and posted, or
- (d) if sent by e-mail, the notice was properly addressed and sent to the e-mail address of the recipient

15 **Indemnity and insurance**

15 1 Subject to Article 15 2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled

- (a) each relevant officer shall be indemnified out of the company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer

- (i) in the actual or purported execution and/or discharge of his duties, or in relation to them, and
- (ii) in relation to the company's (or any associated company's) activities as trustee of an occupational pension scheme (as defined in section 235(6) of the Act),

including (in each case) any liability incurred by him in defending any civil or criminal proceedings, or regulatory investigation or action, in which judgment is given in his favour or in which he is acquitted or the proceedings are, or the investigation or action is, otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the company's (or any associated company's) affairs, and

- (b) the company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings, investigation, action or application referred to in Article 15 1(a) and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure

15 2 This Article 15 does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law and any such indemnity is limited accordingly

15 3 The directors may not purchase or maintain insurance, at the expense of the company, for the benefit of any relevant officer in respect of any relevant loss as this is arranged by the Controlling Shareholder

15 4 In this Article 15

associated company means any member of the Group and **associated companies** shall be construed accordingly,

a **relevant loss** means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company, and

a **relevant officer** means any director or other officer or former director or other officer of the company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act) , but excluding in each case any person engaged by the company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor)