

The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
of
CARIBX (UK) LIMITED

At an Extraordinary General Meeting of the holders of the Ordinary Shares, duly convened, and held at 6/7 Pollen Street London W1S 1NJ at 11 00 am on Friday 23 May 2014 the following Resolutions were passed as Special Resolutions -

SPECIAL RESOLUTION

THAT -

- 1 that Clause 3(a) of the Memorandum be deleted and that a new Clause 3(a) should be inserted as follows

"3(a) to carry on or invest in the business of exploration for and production of oil and gas onshore or offshore anywhere in the world "

- 2 that Clause 5 of the Memorandum of Association be deleted
- 3 that the revised Memorandum of Association tabled at the meeting and annexed hereto be adopted

Dated 23 May 2014



C Matchette-Downes
Chairman

SATURDAY



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24/05/2014

#190

COMPANIES HOUSE

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THE COMPANIES ACT 1985 to 2006
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF

CaribX (UK)¹ Limited
(as amended up to 23 May 2014)

- 1 The company's name is CaribX (UK)¹ Limited
- 2 The Company's registered office is to be situated in England and Wales
- 3 The Company's objects are
 - (a) to carry on or invest in the business of exploration for and production of oil and gas onshore or offshore anywhere in the world²
 - (b) To acquire by purchase, lease, exchange, hire or otherwise and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property of any kind
 - (c) To acquire by purchase, application, registration or otherwise and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, licences, secret processes, trade marks, designs, protections and concessions or any other intellectual property rights and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same
 - (d) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and undertake all or any of the liabilities of such person, firm or company as part of the consideration for such acquisition, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, 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 and deal with any shares, debentures, debenture stock or securities so received
 - (e) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company
 - (f) To invest and deal with the monies of the Company not immediately required and to hold or otherwise deal with any investments made in such manner as the Company may from time to time determine
 - (g) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon and terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid)

¹ Name changed by Special Resolution dated 15 May 2010

² Object clause amended by Special Resolution dated 23 May 2014

(h) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it

(i) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, warrants, debentures, and other negotiable or transferable instruments

U) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department for Business Enterprise and Regulatory Reform or other authority 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 calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests

(k) To acquire by subscription or otherwise, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, or any other securities issued or guaranteed by any company constituted or carrying on business in any part of the world, and any such securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world

(l) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest

(m) To promote any other company for the purpose of acquiring the whole or any part of the business or property of undertaking or any of the liabilities of the Company, or of undertaking any business or operations 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 place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid

(n) To sell or otherwise dispose of the whole or any part of the business or property of the Company for such consideration as the Company may think fit

(o) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts

(p) To remunerate any person, firm or company rendering services to the Company either by cash payment or otherwise

(q) To distribute among the Members of the Company in kind any property of the Company properly distributable amongst the members

(r) To pay or procure the payment of all or any expenses incurred in connection with the promotion, formation and incorporation of the Company

(s) To give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors or employees of the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants

of such persons, to make payments towards insurance including insurance for any Director, officer or Auditor against any liability incurred by such persons in respect of any act or omission by them in relation to the carrying out of their obligations and duties in relation to the Company

(t) Subject to, and in compliance with, the provisions of the Companies Act, to give, whether directly or indirectly, any kind of financial assistance (as defined in the Act)

(u) To procure the Company to be registered or recognised in any part of the world

(v) To do all or any of the things authorised in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others

(w) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's object or of any of the powers given to it by the Act or by this Clause

AND so that

(1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company

(2) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether incorporated, registered, resident or domiciled in the United Kingdom or elsewhere

(3) In this Clause the expression "the Act" means the Companies Act 1985 to 2006, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force

4 The liability of the Members is limited

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