



FEDERAL REPUBLIC OF NIGERIA

Certificate of the Incorporation of a Company

I hereby certify that MOBIL PRODUCING NIGERIA UNLIMITED

(previously called MOBIL PRODUCING NIGERIA

which name was changed by Special Resolution and with my Authority on the 18TH day
of MARCH, One thousand nine hundred and NINETY-ONE)
was incorporated under the COMPANIES DECREE, 1968

as a Limited Company, on the 16TH day of JUNE,
One thousand nine hundred and SIXTY-NINE

Given under my hand at ABUJA, this 25TH day of OCTOBER,
One thousand nine hundred and NINETY-ONE


U.F. ABDULLAHI,
Registrar of Companies

Certificate No. 6284

EXTRA COPY
THE FEDERAL REPUBLIC OF NIGERIA

COMPANIES AND ALLIED MATTERS ACT CAP C20

LAWS OF THE FEDERATION OF NIGERIA 2004

UNLIMITED COMPANY HAVING SHARE CAPITAL

1029
17/12/13

Memorandum

And

Articles of Association



MOBIL PRODUCING NIGERIA ULTD.

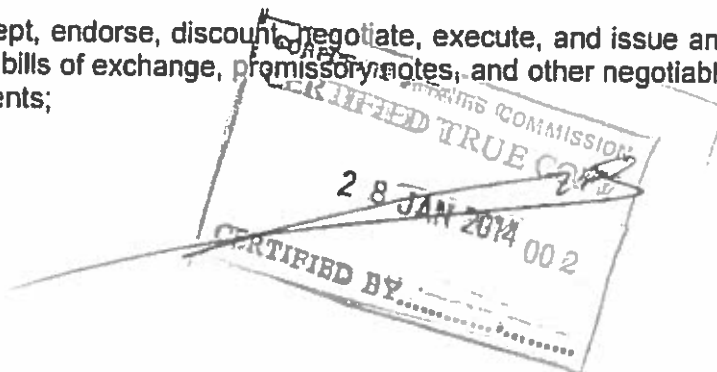
THE FEDERAL REPUBLIC OF NIGERIA
COMPANIES AND ALLIED MATTERS ACT CAP C20
LAWS OF THE FEDERATION OF NIGERIA 2004
UNLIMITED COMPANY HAVING A SHARE CAPITAL

Memorandum of Association
OF

MOBIL PRODUCING NIGERIA UNLIMITED

1. The name of the Company is "MOBIL PRODUCING NIGERIA UNLIMITED".
2. The Principal office of the Company will be situated in Nigeria.
3. The objects and purposes for which the Company is established are:-
 - (a) Pursuant to Part X of the Companies Decree, 1968 to succeed to by operation of law and continue as a going concern the business heretofore carried on in Nigeria by Mobil Exploration Nigeria Inc., a corporation organized under the laws of the State of Delaware, United States of America, and all or any of the assets and liabilities of that corporation used in connection therewith or belonging thereto;
 - (b) To engage in and carry on the petroleum business and the various branches thereof, including the prospecting and exploration for and production and exploitation of oil, gas and other hydrocarbons, the storage thereof, the transportation thereof by pipeline or in any other manner for itself or for hire, the purchase and sale of oil, gas and other hydrocarbons and their products and by-products, the refining, treating, processing, compounding and preparation thereof for market, and the marketing thereof; and also to engage in prospecting and exploring for and production and exploitation of any other minerals of any kind whatsoever, and to carry on the general business of mining and the various branches thereof;
 - (bb) To engage in and carry on the business of electric power and various branches thereof, including constructing, owning, operating and maintaining an electric power generation station for the purposes of generation, transmission and supply of electricity, and building a transmission line and engaging in all other activities related to the electric power business;
- (c) To manufacture all kinds of products and derivatives of petroleum, gas and other hydrocarbons, as well as related products;

- (d) To buy and sell, to transport and store, and to import and export, any and all of the aforesaid substances, products in any way associated with said substances, products and derivatives;
- (e) To apply for, acquire and hold licences, leases and other rights in furtherance of any of the objects of the Company and to do such acts and things and carry on such operations as shall be convenient or proper in connection therewith;
- (f) To establish and maintain offices and agencies, and to carry on all or any of its operations and business, in any part of the world either alone or in conjunction with others;
- (g) To purchase, lease, rent, hire or otherwise acquire real and personal property of every kind and description or any interest therein, and, to sell, lease, let or hire, or otherwise dispose of the same or any interest therein (including the business of the Company or any part thereof) for such consideration as may be considered appropriate;
- (h) To purchase or otherwise acquire and take over all or any of the assets, business, property, privilege, contracts, rights, obligations and liabilities of any other company corporation, firm or person carrying on any business which the Company is authorized to carry on or possess any property suitable for the purposes of the Company;
- (i) To build, construct, maintain, alter, enlarge, pull down, and remove or place any buildings, offices, factories, mills, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices or watercourses, and to clear sites for the same or to join with any person, firm, corporation or company in doing any of the things aforesaid, and to work, manage and control the same or join with others in so doing;
- (j) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the company;
- (k) To invest and deal with the monies of the company in such manner as may from time to time be determined;
- (l) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the company in such manner as may be considered appropriate and in particular by mortgages and charges upon the business and all or any of the property and assets (present and future) of the company;
- (m) To draw, make, accept, endorse, discount, negotiate, execute, and issue and to buy, sell and deal in bills of exchange, promissory notes, and other negotiable or transferable instruments;



- (n) To enter into partnership or any profit-sharing arrangement with and to co-operate in any way with or assist or subsidize any company, corporation, firm, or person;
- (o) To lend money (with or without security) to any company, corporation, firm or person and to give guarantees and indemnities of every type and description;
- (p) To distribute among the members of the company any property of the company in accordance with the articles of association of the company;
- (q) To do all or any of the things and matters aforesaid in any part of the world;
- (r) To engage in any and all activities incidental, conducive, convenient or proper to the attainment of any of the objects or purposes of the company;

And it is hereby declared that the objects and purposes of the company as specified in each of the foregoing paragraphs of this clause (except only if, and so far as, otherwise expressly provided in any paragraph) shall be separated and distinct objects of the company and shall not be in any way limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

- 4. The liability of the members is unlimited.
- 5. The share capital of the Company is N20,000,000:00 divided into 2,000 non-transferable ordinary shares (Class A) of N5,000:00 each and 2,000 transferable ordinary shares (Class B) of N5,000:00 each.



We, the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance hereof.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

MOBIL EXPLORATION NIGERIA INC.

60, Yakubu Gowon Street, Lagos,
Nigeria.

OIL EXPLORATION AND PRODUCING COMPANY.

(Signed) George Wendell Smith
Authorised Representative

MOBIL DEVELOPMENT NIGERIA INC.

100 West 10th Street, Wilmington,
Delaware, U.S.A.

OIL EXPLORATION AND PRODUCING COMPANY.

(Signed) James Donald Charlton
Authorised Representative

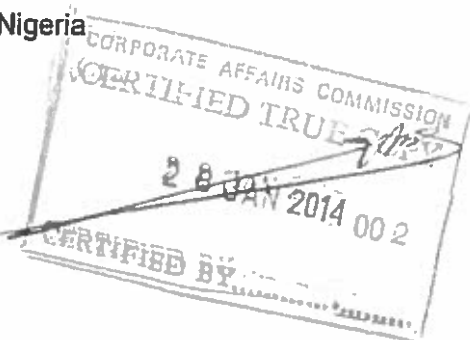
DATED THE 17th day of May, 1969

WITNESS to the above Signatures:

Name: CHIEF BAYO KUKU, LL.B (HONS) LONDON M.C.L (CALIF.), B.L

Profession: Legal Practitioner & Notary Public.

Address: 60, Yakubu Gowon Street, Lagos, Nigeria



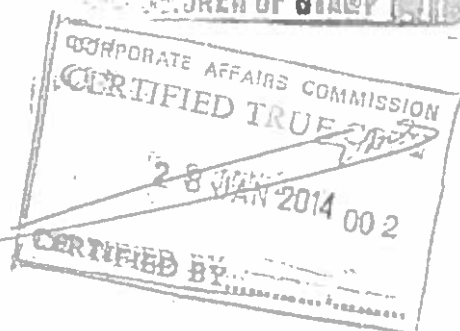
NAMES OF SHAREHOLDERS	PREVIOUS SHAREHOLDING STRUCTURE	PRESENT SHAREHOLDING STRUCTURE	TYPE OF SHARES
MOBIL EXPLORATION NIGERIA INC. (OIL EXPLORATION AND PRODUCING COMPANY) Corporation Service Company, 2711 Centerville Road Suite 400, Wilmington DE 19808, United States.	1,000	2,000	1,000 Non-Transferable Ordinary Shares (Class A) 1,000 Transferable Ordinary Shares (Class B)
MOBIL DEVELOPMENT NIGERIA INC. (OIL EXPLORATION AND PRODUCING COMPANY) Corporation Service Company, 2711 Centerville Road Suite 400, Wilmington DE 19808, U.S.A	1,000	2,000	1,000 Non-Transferable Ordinary Shares (Class A) 1,000 Transferable Ordinary Shares (Class B)

Certified this 20th day of November, 2013

(Sgd.) E. I. KACHIKWU
Director

(Sgd.) S. A. ADAMU
Secretary

THE WITHIN INSTRUMENT IS IN THE
OPINION OF THE COMMISSIONER OF
STAMP DUTIES CHARGEABLE WITH A
DUTY OF ₦250
AND DUTY THEREON HAS BEEN
PAID ACCORDINGLY.
COMMISSIONER OF STAMP DUTIES



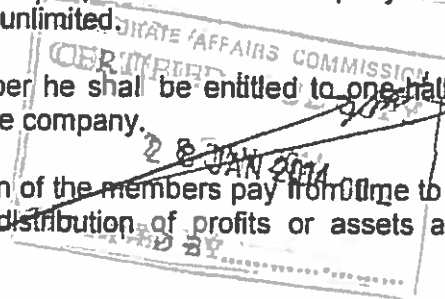
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Articles of Association

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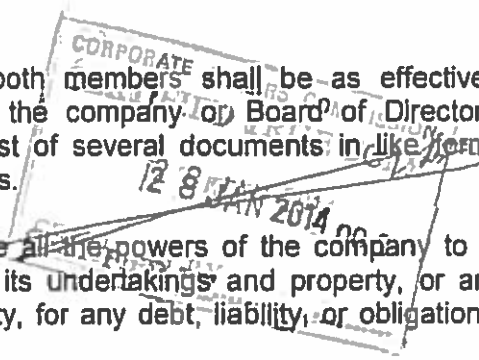
MOBIL PRODUCING NIGERIA UNLIMITED

1. The number of members with which the company shall be registered is two and the only members shall be the subscribers to the Memorandum of Association.
2. In the event either member of the company shall cease to be a member, the company shall forthwith be wound up as hereinafter provided.
3. Either member may cease to be a member of the company by giving not less than thirty days prior notice in writing to the company and to the other member and upon the expiration of such notice such member shall cease to be a member and the provisions of Article 2 shall take effect. A member shall automatically cease to be a member if it shall be adjudged bankrupt or be placed in liquidation.
4. That the rights or other interests of each member in the Class A shares of the Company shall be personal and non-transferable; and that the rights or other interests of each member in the Class B shares of the Company shall be transferable.
5. Every member of the company shall be bound to observe the provision of these presents and of the Memorandum of Association.
6. Each member shall pay in equal proportions to the company such sums as may be required for financing the business and the activities of the company.
7. The profits and net assets of the company shall belong to the members in equal shares notwithstanding that on the insolvent liquidation of the company the liability of the members is joint and several and unlimited.
8. On a member's ceasing to be a member he shall be entitled to one half of the undistributed profits and net assets of the company.
9. The company may by ordinary resolution of the members pay from time to time to the members such sums by way of distribution of profits or assets as such resolution may prescribe.



10. An annual general meeting shall be held each calendar year, at such time and place as may be determined by the Board of Directors. All other general meetings shall be called extraordinary general meetings. The Board of Directors may whenever it thinks fit, and shall on requisition by a member in accordance with the Decree, convene an extraordinary general meeting.
11. (a) The affairs of the company shall be managed by a Board of Directors, which shall not be less than three and not more than eight in number.

(b) The Directors shall have power from time to time and at any time to appoint one or more of them as Managing Directors and may assign to such Managing Directors all or any of the powers vested in them by these presents or by any order, Act or Decree.
12. Each member of the company shall by resolution of its Directors authorize such person as it thinks fit to act as its representative at any meeting of the company or of the Board of Directors, and the person so authorised shall be entitled to exercise the same powers on behalf of the member which he represents as that member could exercise if it were an individual.
13. The Board of Directors may meet together for the dispatch of business, adjourn and otherwise regulate its meeting as it thinks fit. The Board of Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons to be the attorney or attorneys of the Company for such purposes and with such powers, authorised and discretions (not exceeding those vested in or exercisable by the Board of Directors under these articles) and for such period and subject to such conditions as it thinks fit.
14. No member of the Board of Directors shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise either on his own behalf or as a Director of another company or corporation or member of a firm or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the company in which such member shall be in any way interested be avoided, nor shall any such member be liable to account to the company for any profit arising from any such office or place of profit or realized by any such contract or arrangement by reason only of such member holding that office or of the fiduciary relations thereby established, nor shall any member be disqualified from being counted in a quorum or from voting in respect of any contract or arrangement in which it is either for itself or as a director of another company or corporation or member of a firm or otherwise so interested as aforesaid.
15. A resolution in writing signed by both members shall be as effective as a resolution passed at a meeting of the company or Board of Directors duly convened and held, and may consist of several documents in like form each signed by one or more of the members.
16. The Board of Directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertakings and property, or any part thereof whether outright or as security, for any debt, liability, or obligation of the



company or of any third party, whether by way of debentures, notes, stocks, treasury bills, or any certificates.

17. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Decree.
18. The Board of Directors shall appoint the Secretary of the company on such terms and conditions as it shall decide.
19. Any notice or document may be served by the company on any member either personally or by sending it through the post in a prepaid letter or by telegram or telex addressed to such member at its registered address as appearing in the register of members or to such other address as it may supply to the company for the giving of notices to it, and any notice so served shall be deemed to have been duly served.
20. Any notice or document served by post shall be deemed to have been served at the expiration of 72 hours after the letter, telegram or telex containing the same is dispatched, and in proving such service it shall be sufficient to show that the letter, telegram or telex containing the notice or document was properly addressed, and in the case of a letter also stamped and posted.
21. Subject to the provisions of the Decree every member of the Board of Directors, auditor, secretary or other officer of the company shall be entitled to be indemnified by the company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.
22. The members of the company shall have the power to windup the company, subject to the provisions of the Companies and Allied Matters Decree 1990.
23. That the expression Board of Directors shall be substituted for the Council whenever it appears in the Articles of Association.
24. The Seal shall not be affixed to any instrument, except by the general or special authority of a resolution of the Directors, and in the presence of at least two Directors, or of one Director and the Secretary or some other person authorised by the Directors, and such two Directors, or such one Director and the Secretary or other person as aforesaid, as the case may be, shall sign every instrument to which the Seal shall be so affixed in their presence; and in favour of any purchaser or persons bona fide dealing with the Company, such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.



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DATED THE 17th day of May, 1969

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Profession: Legal Practitioner & Notary Public.

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