

Nr. înregistrare: 29.917/11.08.2022

AVIZAT
Președinte Consiliul de Administrație
Dan Dragoș DRĂGAN**Către: Adunarea Generală Extraordinară a Acționarilor S.N.G.N. ROMGAZ S.A.****Referat privind aprobarea schimbării denumirii ExxonMobil Exploration and Production Romania Limited în ROMGAZ BLACK SEA LIMITED**

Având în vedere faptul că:

i) Art. 12. (6) (d) din Actul Constitutiv al S.N.G.N. ROMGAZ S.A. prevede necesitatea unei decizii a Adunării Generale Extraordinare a Acționarilor S.N.G.N. ROMGAZ S.A. pentru „constituirea de societăți, precum și încheierea sau modificarea actelor constitutive ale societăților la care Societatea are calitatea de asociat”,

ii) la data de 1 August 2022 a avut loc finalizarea tranzacției de achiziție și transferul tuturor acțiunilor emise de (reprezentând 100% din capitalul social al) ExxonMobil Exploration and Production Romania Limited (“EMEPRL”) care deține 50% din drepturile dobândite și din obligațiile asumate prin Acordul Petrolier pentru zona de apă adâncă a perimetrului offshore XIX Neptun din Marea Neagră,

iii) EMEPRL este o companie care funcționează în conformitate cu legile Commonwealth din Bahamas, și care operează prin sucursala sa din România, ExxonMobil Exploration and Production Romania Limited Nassau (Bahamas), Sucursala București,

iv) în contractul de vânzare-cumpărare a acțiunilor emise de (reprezentând 100% din capitalul social al) EMEPRL, S.N.G.N Romgaz S.A, în calitate de cumpărător, are obligația de a modifica denumirea societății achiziționate precum și însemnele acesteia, în termenele prevăzute de acest contract,

S.N.G.N. ROMGAZ S.A are obligația de a demara procedura de rebranding, procedura ce trebuie îndeplinită în termenul precizat în contractul de vânzare-cumpărare a acțiunilor EMEPRL.

Procedura de rebranding implică schimbarea denumirii EMEPRL, respectiv o modificare a Actului Constitutiv al EMEPRL.

Prin urmare, în vederea executării modificărilor impuse, este necesară aprobarea prealabilă a Adunării Generale Extraordinare a Acționarilor S.N.G.N. ROMGAZ S.A, conform prevederilor Actului Constitutiv ROMGAZ, în raport cu:

- a) schimbarea denumirii companiei ExxonMobil Exploration and Production Romania Limited in ROMGAZ BLACK SEA LIMITED
- b) modificarea art. 1 din Actului Constitutiv al ExxonMobil Exploration and Production Romania Limited după cum urmează: “Numele companiei este ROMGAZ BLACK SEA LIMITED”.

Ulterior aprobării Adunării Generale Extraordinare a Acționarilor S.N.G.N. ROMGAZ S.A va fi semnată de către reprezentatul legal al S.N.G.N ROMGAZ S.A. rezoluția prezentată în anexa 1 la prezentul material. După semnarea rezoluției vor fi realizate formalitățile necesare înregistrării modificării denumirii companiei la registrul societăților din Bahamas.

In anexa 2 la prezentul material: Actul Constitutiv al EMEPRL, în raport cu care se va produce modificarea art. 1, respectiv denumirea companiei.

Propunere proiect de hotărâre

Se aprobă:

- a) schimbarea denumirii companiei ExxonMobil Exploration and Production Romania Limited în ROMGAZ BLACK SEA LIMITED
- b) modificarea art. 1 din Actului Constitutiv al ExxonMobil Exploration and Production Romania Limited după cum urmează: “Numele companiei este ROMGAZ BLACK SEA LIMITED”.

Director General
Aristotel Marius JUDE

Director Economic
Răzvan POPESCU

Director Juridic
Endre IOO

ANEXA 1

**La referatul privind aprobarea schimbării denumirii ExxonMobil Exploration and
Production Romania Limited în ROMGAZ BLACK SEA LIMITED**

Nr. înregistrare: 29.917/11.08.2022

EXXONMOBIL EXPLORATION AND PRODUCTION ROMANIA LIMITED

**RESOLUTIONS OF THE SOLE MEMBER IN LIEU OF MEETING
In Accordance with Article 58 of the Articles of Association**

The undersigned holder of all the issued and outstanding voting common shares of **EXXONMOBIL EXPLORATION AND PRODUCTION ROMANIA LIMITED** ("the Company") an international business company organized and existing under the laws of the Commonwealth of The Bahamas, hereby consents to the adoption of the following resolutions:

BE IT HEREBY RESOLVED as follows:

1. That the name of the Company be changed from **EXXONMOBIL EXPLORATION AND PRODUCTION ROMANIA LIMITED** to **ROMGAZ BLACK SEA LIMITED**.
2. That in order to effect the aforementioned change of name of the Company, the Company's Memorandum of Association be amended by deleting Clause 1 thereof and substituting therefor the following new clause 1:

NAME

1. The name of the Company is **ROMGAZ BLACK SEA LIMITED**.
3. That the Assistant Secretary be and is hereby authorized to prepare and file a Certificate under the Common Seal of the Company as to the foregoing amendment and submit the same to the Registrar General for registration.

Dated this ____ day of _____, 2022

.....
S.N.G.N. Romgaz S.A.
Sole Member- By its authorized representative(s)

ANEXA 2

**La referatul privind aprobarea schimbării denumirii ExxonMobil Exploration and
Production Romania Limited în ROMGAZ BLACK SEA LIMITED**

Nr. înregistrare: 29.917/11.08.2022

CERTIFICATION

I, the undersigned Secretary of **EXXONMOBIL EXPLORATION AND PRODUCTION ROMANIA LIMITED**, a company duly organized and existing under the laws of the Commonwealth of the Bahamas, having in Romania a registered branch, **EXXONMOBIL EXPLORATION AND PRODUCTION ROMANIA LIMITED NASSAU (BAHAMAS) SUCURSALA BUCURESTI**,

DO HEREBY CERTIFY:

THAT the attached is a true, complete and accurate copy of the foundation documents of **EXXONMOBIL EXPLORATION AND PRODUCTION ROMANIA LIMITED**:

1. Certificate of Incorporation, as issued on June 11, 2008 by the Registrar General of the Commonwealth of The Bahamas;
2. Amended and Restated Memorandum and Articles of Association, as issued on March 13, 2018 by the Registrar General of the Commonwealth of The Bahamas;
3. Further Amended and Restated Memorandum on February 17, 2021 by the Registrar General of the Commonwealth of The Bahamas.

THAT these documents are in full force and effect as of the date hereof.

IN WITNESS WHEREOF, I have executed this Certification and affixed the seal of **EXXONMOBIL EXPLORATION AND PRODUCTION ROMANIA LIMITED** hereto in the city of Spring, Texas, on the 15th day July, 2021.

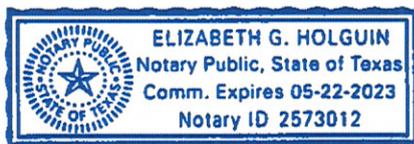


STATE OF TEXAS §
COUNTY OF HARRIS §
U. S. A. §



Sara A. Arellano, Secretary

Sworn to and subscribed before me in the city of Spring, County of Harris, State of Texas, U. S. A. on the 15 day of July, 2021.





Notary Public, State of Texas

COMMONWEALTH OF THE BAHAMAS

New Providence

Company under the

International Business Companies Act 2000

File No. _____

Reg. No. 154020B

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

EXXONMOBIL EXPLORATION AND PRODUCTION ROMANIA LIMITED

Incorporated the 11th day of June A. D., 2008

COMMONWEALTH OF THE BAHAMAS
THE INTERNATIONAL BUSINESS COMPANIES ACT 2000

MEMORANDUM OF ASSOCIATION

OF

EXXONMOBIL EXPLORATION AND PRODUCTION ROMANIA LIMITED

NAME

1. The name of the Company is **EXXONMOBIL EXPLORATION AND PRODUCTION ROMANIA LIMITED**.

REGISTERED OFFICE

2. The Registered Office of the Company will be at Shirley House, 50 Shirley Street, Nassau, New Providence, The Bahamas, the postal address of which is P.O. Box N-624, Nassau, Bahamas.

REGISTERED AGENT

3. The Registered Agent of the Company will be Harry B. Sands, Lobosky Management Co. Ltd., Shirley House, 50 Shirley Street, Nassau, New Providence, The Bahamas, whose postal address is P.O. Box N-624, Nassau, Bahamas.

OBJECTS AND POWERS

4. (1) The objects for which the Company is established are to engage in any act or activity that is not prohibited under any law for the time being in force in The Bahamas and without limiting the foregoing, to engage generally in exploration, development and production of liquid and gaseous hydrocarbons.
- (2) The Company may not
 - (a) carry on banking or trust business as defined by the Banks and Trust Companies Regulation Act;
 - (b) carry on business as an insurance or a reinsurance company;
 - (c) carry on the business of providing the registered office for companies, or
 - (d) carry on the business of "dealing" or "trading" in securities as an agent or providing "securities investment advice" as these terms are defined in the Securities Industry Act, 1999.
- (3) The Company shall have all such powers as are permitted by any law for the time being in force in The Bahamas, irrespective of corporate benefit, to perform all acts and engage in all activities necessary or conducive to the conduct, promotion or attainment of the objects or purposes of the Company.
- (4) The directors may by resolution of directors exercise all the powers of the Company to borrow money and to mortgage or charge its

undertaking and property or any part thereof to issue debentures, debenture stock and other securities whenever money is borrowed or as security for any debt, liability or obligation of the Company or of any third party.

- (5) Any mortgage or charge of the undertaking and property of the Company shall for the purposes of Section 79 of the Act be regarded as in the usual or regular course of the business carried on by the Company.

CURRENCY

5. Shares in the Company shall be issued in the currency of the United States of America.

AUTHORISED CAPITAL

6. The authorised capital of the Company is US\$10,500,000.00.

CLASSES, NUMBER AND PAR VALUE OF SHARES

- 7A. The authorised capital is made up of five classes of shares divided into 440,000 Common A Shares of US\$1.00 par value each, 1,000 Common B Shares of US\$20.00 par value each, 1,000 Common C Shares of US\$20.00 par value each, 1,000 Common D Shares of US\$20.00 par value each and 500,000 Preference Shares of US\$20.00 par value each.
- 7B. The Common A Shares shall confer on the holders thereof the following rights and restrictions that is to say:
- (i) the right to receive notice of and to attend and vote at all meetings of the members of the Company, and they shall have one vote in respect of each common share held by them;
 - (ii) in the event of liquidation, dissolution, winding-up or return of capital of the Company, the right to receive any assets of the Company to which the other Classes of Common Shares have not been given specific rights.
- 7C. The holders of the Common B shares, the Common C Share, the Common D Share shall not be entitled to receive notice of and to attend meetings of the members of the Company nor to vote at such meetings.
- 7D. The holders of all Classes of Common Shares shall have such other rights and restrictions as the directors may determine from time to time.
- 7E. The Preference Shares shall confer on the holders thereof the following rights and restrictions (and Clause 8 of this Memorandum shall take effect subject thereto) that is to say:
- (i) the holders of the Preference Shares shall be entitled to receive and the Company shall pay thereon if and when declared by the directors out of monies of the Company available for the payment of dividends a fixed cumulative preferential dividend at a rate to be set by the directors at the time of issuance and pursuant to such other rights set by the directors at the time of issuance. No

dividends shall at any time be declared or paid on any Common Shares of the Company for any financial year unless the preferential dividend on the Preference Shares then issued and out-standing shall have been declared and paid or provided for at the date of such declaration or payment. The holders of the Preference Shares shall not be entitled to any dividends other than the preferential dividends provided for herein.

- (ii) The holders of the Preference Shares shall be entitled to attend and vote at meetings of the members convened to consider the following matters:
 - (a) the reduction of the authorised capital, or
 - (b) amendments affecting the rights and privileges of the Preference Shares, or
 - (c) to wind up the Company, or
 - (d) to sanction the sale of the assets of the Company.
- (iii) In the event of the liquidation, dissolution or winding up of the Company, the holders of the Preference Shares shall be entitled to receive an amount equal to the capital contributed in consideration for the issuance of their shares and all dividends declared thereon and unpaid before any amount shall be paid or any property or asset of the Company distributed to the holders of any Common Shares. After payment to the holders of the Preference Shares of the amounts so payable to them as above provided, they shall not be entitled to share in any further distribution of the property or assets of the Company.

SHARE RIGHTS AND LIMITATIONS

- 8. The designations, powers, preferences, rights, qualifications, limitations and restrictions of each class and series of shares that the Company is authorised to issue shall be fixed by resolution of directors but the directors shall not allocate different rights as to voting, dividends, redemption or distributions on liquidation between the shares of the Company unless the Memorandum of Association shall have been amended to create separate classes of shares and all shares of each separate class and series shall have identical rights as to voting, dividends, redemption and distributions.

VARIATION OF CLASS RIGHTS

- 9. If at any time the authorised capital is divided into different classes or series of shares, the rights attached to any class or series (unless otherwise provided by the terms of issue of the shares of that class or series) may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or series and of the holders of not less than three-fourths of the issued shares of any other class or series of shares which may be affected by such variation.
- 10. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

REGISTERED SHARES

- 11. Shares shall be issued as registered shares.

AMENDMENT OF MEMORANDUM AND ARTICLES OF ASSOCIATION

12. The Company may amend its Memorandum of Association by a resolution of members and may amend its Articles of Association by a resolution of members or by a resolution of the directors.

DEFINITIONS

13. The meaning of the words in this Memorandum of Association are as defined in the Articles of Association of the Company.

We, the persons whose names and addresses are subscribed are desirous of incorporating an International Business Company under the laws of The Bahamas in pursuance of this Memorandum of Association.

AS WITNESS our hands this 11th day of June A. D., 2008

(Sgd) Adrianna D. Knowles
Adrianna D. Knowles
P. O. Box N-624
Nassau, Bahamas
Attorney-at-Law

(Sgd) Yvonne Roberts
Yvonne Roberts
P. O. Box N-624
Nassau, Bahamas
Secretary

WITNESS to the above signatures:

(Sgd) Natasha Stubbs
Natasha Stubbs
P. O. Box N-624
Nassau, Bahamas
Secretary

COMMONWEALTH OF THE BAHAMAS
Registrar General's Department
I certify the foregoing to be a true copy of the
original document.

Dedricka M. Grant
ASSISTANT Registrar General

JUN 11 2008

COMMONWEALTH OF THE BAHAMAS
THE INTERNATIONAL BUSINESS COMPANIES ACT
2000

ARTICLES OF ASSOCIATION

OF

EXXONMOBIL EXPLORATION AND PRODUCTION ROMANIA LIMITED

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PRELIMINARY

1. In these Articles, if not inconsistent with the subject or context, the words and expressions standing in the first column of the following table shall bear the meanings set opposite them respectively in the second column thereof.

<u>Words</u>	<u>Meaning</u>
capital	The sum of the aggregate par value of all outstanding shares with par value of the Company and shares with par value held by the Company as treasury shares plus (a) the aggregate of the amounts designated as capital of all outstanding shares without par value of the Company and shares without par value held by the Company as treasury shares, and (b) the amounts as are from time to time transferred from surplus to capital by a resolution of directors.
member	A person who holds shares in the Company.
person	An individual, a corporation, a trust, the estate of a deceased individual, a partnership or an unincorporated association of persons.
resolution of directors	(a) A resolution approved at a duly constituted meeting of directors or of a committee of directors of the Company by the affirmative vote of a simple majority of the directors present who voted and did not abstain; or (b) a resolution consented to in writing by a simple majority of all directors or of all members of the committee, as the case may be; except where a director is given more than one vote, he shall be counted by the number of votes he casts for the purpose of establishing a majority.
resolution of members	(a) A resolution approved at a duly constituted meeting of the members of the Company by the affirmative vote of (i) a simple majority of the votes of the members present and entitled to vote thereon and who voted and did not abstain or (ii) a simple majority of the votes of the members of each class or series of shares present and entitled to vote thereon as a class or series and who voted and did not abstain and of a simple majority of the votes of the remaining members present and entitled to vote thereon and who voted and did not abstain; or (b) a resolution consented to in writing by (i) a simple majority of the votes of the members entitled to vote thereon, or

- (ii) a simple majority of the members of each class or series of shares entitled to vote thereon as a class or series or of

the simple majority of the votes of the remaining members entitled to vote thereon;

- | | |
|-----------------|---|
| securities | Shares and debt obligations of every kind, and options, warrants and rights to acquire shares, or debt obligations. |
| surplus | The excess, if any, at the time of the determination of the total assets of the Company over the sum of its total liabilities, as shown in its books of account, plus its issued and outstanding share capital. |
| the Act | The International Business Companies Act 2000 including any modification, extension, re-enactment or renewal thereof and any regulations made thereunder. |
| the Memorandum | The Memorandum of Association of the Company as it may from time to time be amended. |
| the Seal | Any seal which has been duly adopted as the Common Seal of the Company. |
| these Articles | These Articles of Association as they may from time to time be amended. |
| treasury shares | Shares in the Company that were previously issued but were repurchased, redeemed or otherwise acquired by the Company and not cancelled. |
2. "Written" or any term of like import includes words typewritten, printed, painted, engraved, lithographed, photographed or represented or reproduced by any mode of reproducing words in a visible form, including telex, telefax, telegram, cable or other form or writing produced by electronic communication.
 3. Save as aforesaid any words or expressions defined in the Act shall bear the same meaning in these Articles.
 4. Whenever the singular or plural number, or the masculine, feminine or neuter gender is used in these Articles, it shall equally, where the context admits, include the others.
 5. The realisable value in relation to the assets of the Company shall mean such value as the director may decide upon as the value of the assets, which value in the absence of fraud shall be conclusive unless a question of law is involved.
 6. A reference to money in these Articles is, unless otherwise stated, a reference to the currency in which shares in the Company shall be issued according to the provisions of the Memorandum.
- REGISTERED SHARES**
7. No certificates shall be issued with respect to the shares of the Company

8. Shares in the Company shall be intangible personal property.
9. If several persons are registered as holders of any shares, any one of such persons may give an effectual receipt for any dividend payable in respect of such shares.

SHARES, AUTHORISED CAPITAL AND CAPITAL

10. Subject to the provisions of these Articles and to any resolution of members the unissued shares of the Company shall be at the disposal of the directors who may without prejudice to any rights previously conferred on the holders of any existing shares or class or series of shares offer, allot, grant options over or otherwise dispose of shares to such persons, at such times and upon such terms and conditions as the Company may by resolution of directors determine.
11. Shares in the Company shall be issued for money, services rendered, personal property, an estate in real property, a promissory note or other binding obligation to contribute money or property or any combination of the foregoing as shall be determined by a resolution of directors.
12. Shares in the Company may be issued for such amount of consideration as the Company may from time to time by resolution of directors determine, except that in the case of shares with par value, the amount shall not be less than the par value, and in the absence of fraud the decision of the directors as to the value of the consideration received by the Company in respect of the issue is conclusive unless a question of law is involved. The consideration in respect of the shares with par value constitutes capital to the extent of the par value and the excess constitutes surplus.
13. A share issued by the Company upon conversion of, or in exchange for, another share or a debt obligation or other security in the Company, shall be treated for all purposes as having been issued for money equal to the consideration received or deemed to have been received by the Company in respect of the other share, debt obligation or security.
14. Treasury shares may be disposed of by the Company on such terms and conditions (not otherwise inconsistent with these Articles) as the Company may by resolution of directors determine.
15. The Company may issue fractions of a share and a fractional share shall have the same corresponding fractional liabilities, limitations, preferences, privileges, qualifications, restrictions, rights and other attributes of a whole share of the same class or series of shares.
16. Upon the issue by the Company of a share without par value, if an amount is stated in the Memorandum to be authorised capital represented by such shares then each share shall be issued for no less than the appropriate proportion for such amount which shall constitute capital otherwise the consideration in respect of the share constituted capital to the extent designated by the directors and the excess constitutes surplus, except that the directors shall designate as capital an amount of the consideration that is at least equal to the amount that the share is entitled to as a preference, if any, in the asset of the Company upon liquidation of the Company.
17. The Company may purchase, redeem or otherwise acquire and hold its own shares but no purchase, redemption or other acquisition shall be made unless the directors determine that immediately after the purchase, redemption or other acquisition the Company will be able to satisfy its liabilities as they become due in the ordinary course of its business and

the realisable value of the assets of the Company will not be less than the sum of its total liabilities, other than deferred taxes, as shown in the books of account.

18. A determination by the directors under the preceding Article is not required where shares are purchased, redeemed or otherwise acquired
 - (a) pursuant to a right of a member to have his shares redeemed or to have his shares exchanged for money or other property of the Company;
 - (b) in exchange for newly issued shares in the Company;
 - (c) by virtue of the provisions of Section 80 of the Act; and
 - (d) pursuant to an order of the Court.
19. Shares that the Company purchases, redeems or otherwise acquires pursuant to Article 17 may be cancelled or held as treasury shares unless the shares are purchased, redeemed or otherwise acquire out of capital pursuant to Section 34 of the Act in which case they shall be cancelled.
20. Where shares in the Company are held by the Company as treasury shares or are held by another company of which the Company holds, directly or indirectly, shares having more than 50 percent of the votes in the election of directors of the other company, the members of the Company shall not be entitled to vote in respect of such shares or to have dividends paid thereon and such shares shall not be treated as outstanding for any purpose except for purposes of determining the capital of the Company.

LIEN ON SHARES

21. The Company shall have a first and paramount lien on every share issued for a promissory note or for any binding obligation to contribute money or property or any combination thereof to the Company, and the Company shall also have a first and paramount lien on every share standing registered in the name of a member, whether singly or jointly with any other person or persons, for all the debts and liabilities of such member or his estate to the Company, whether the same shall have been incurred before or after notice to the Company of any interest of any person other than such member, and whether the time for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such member or his estate and any other person, whether a member of the Company or not. The Company's lien on a share shall extend to all dividends payable thereon. The directors may at any time either generally, or in any particular case, waive any lien that has arisen or declare any share to be wholly or in part exempt from the provisions of this Article.
22. In the absence of expressed provisions regarding sale in the promissory note or other binding obligation to contribute money or property, the Company may sell in such manner as it may by resolution of directors, any share on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable nor until the expiration of twenty-one days after a notice in writing, stating and demanding payments of the sum presently payable and giving notice of the intention to sell in default of such payment, has been serviced on the holder for the time being of the share.
23. The net proceeds of the sale by the Company of any shares on which it has a lien shall be applied in or towards payment or discharge of the binding obligation in respect of which the lien exists so far as the same is presently payable and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the share prior to the sale)

be paid to the holder of the share immediately before such sale. For giving effect to any such sale the directors may authorise some person to transfer the share sold to the purchaser thereof. The purchaser shall be registered as the holder of the share and he shall not be bound to see to the application of the purchase money, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the sale.

TRANSFER OF SHARES

24. Subject to any limitations in the Memorandum, registered shares in the Company may be transferred by a written instrument of transfer signed by the transferor and containing the name and address of the transferee, but in the absence of such written instrument of transfer the directors may accept such evidence of a transfer of shares as they consider appropriate.
25. The Company shall not be required to treat a transferee of a registered share in the Company as a member until the transferee's name has been entered in the Share Register.
26. Subject to any limitations in the Memorandum, the Company must on the application of the transferor or transferee of a registered share in the Company enter in the Share Register the name of the transferee of the share save that the registration of transfers may be suspended and the Share Register closed at such times and for such periods as the Company may from time to time by resolution of directors determine provided always that such registration shall not be suspended and the Share Register closed for more than 60 days in any period of 12 months.

TRANSMISSION OF SHARES

27. The executor or administrator of a deceased member, the guardian or an incompetent member or the trustee of a bankrupt member shall be the only person recognised by the Company as having any title to his share but they shall not be entitled to exercise any rights as a member of the Company until they have proceeded as set forth in the next following 3 Articles.
28. The production to the Company of any document which is evidence of probate of the will, or letters of administration of the estate, or confirmation as personal representative of a deceased member or of the appointment or a guardian of any incompetent member or the trustee of a bankrupt member shall be accepted by the Company even if the deceased, incompetent or bankrupt member is domiciled outside The Bahamas if the document evidencing the grant of probate or letters of administration, confirmation as personal representative, appointment as guardian or trustee in bankruptcy is issued by a foreign court which had competent jurisdiction in the matter. For the purpose of establishing whether or not a foreign court had competent jurisdiction in such a matter the directors may obtain appropriate legal advice. The directors may also require an indemnity to be given by the executor, administrator, guardian or trustee in bankruptcy.
29. Any person becoming entitled by operation of law or otherwise to a share or shares in consequence of death, in competence or bankruptcy of any member may be registered as a member upon such evidence being produced as may reasonably be required by the directors. An application by any such person to be registered as a member shall for all purposes be deemed to be a transfer of shares of the deceased, incompetent or bankrupt member and the directors shall treat it as such.

30. Any person who has become entitled to a share or shares in consequence of the death, incompetence or bankruptcy of any member may, instead of being registered himself, request in writing that some person to be named by him be registered as the transferee of such share or shares and such request shall likewise be treated as if it were a transfer.
31. What amounts to incompetence on the part of a person is a matter to be determined by the court having regard to all the relevant evidence and the circumstances of the case.

CHANGE IN AUTHORISED CAPITAL

32. The Company may amend the Memorandum to increase or reduce its authorised capital and in connection therewith the Company may in respect of any unissued shares increase or reduce the number of such shares, increase or reduce the par value of any such shares or effect any combination of the foregoing.
33. The Company may amend the Memorandum to
 - (a) divide the shares, including issued shares, of a class or series into a larger number of shares of the same class or series; or
 - (b) combine the shares, including issued shares, of a class or series into a smaller number of shares of the same class or series; provided, however, that where shares are divided or combined under (a) or (b) of this Article, the aggregate par value of the new shares must be equal to the aggregate par value of the original shares.
34. The capital may by a resolution of members be increased by transferring an amount out of the surplus of the Company to capital.
35. Subject to the provisions of the 2 next succeeding Articles the capital may by resolution of directors be reduced by:
 - (a) returning to members any amount received by the Company upon the issue of any of its shares, the amount being surplus to the requirements of the company,
 - (b) cancelling any capital that is lost or not represented by assets having a realisable value or
 - (c) transferring capital to surplus for the purpose of purchasing, redeeming or otherwise acquiring shares that the directors have resolved to purchase, redeem or otherwise acquire.
36. No reduction of capital shall be effected that reduces the capital to an amount that immediately after the reduction is less than the aggregate par value of all outstanding shares with par value and all shares with par value held by the Company as treasury shares and the aggregate of the amounts designated as capital of all outstanding shares without par value and all shares without par value held by the Company as treasury shares that are entitled to a preference, if any, in the assets of the Company upon liquidation of the Company.
37. No reduction of capital shall be effected unless the directors determine that immediately after the reduction of the Company will be able to satisfy its liabilities as they become due in the ordinary course of its business and that the realisable value of the assets of the Company will not be less than its total liabilities, other than deferred taxes, as shown in books of the Company and its remaining issued and outstanding share capital.

MEETINGS AND CONSENTS OF MEMBERS

- 38. The directors of the Company may convene meetings of the members of the Company at such times and in such manner and places within or outside The Bahamas as the directors consider necessary or desirable.
- 39. Upon the written request of members holding 10 percent or more of the outstanding voting shares in the Company the directors shall convene a meeting of members.
- 40. The directors shall give not less than 7 days notice of meetings of members to those persons whose names on the date the notice is given appear as members in the Share Register and are entitled to vote at the meeting.
- 41. The directors may fix the date notice is given of a meeting of members as the record date for determining those shares that are entitled to vote at the meeting.
- 42. A meeting of members may be held in contravention of the requirement to give notice if members holding not less than 90 percent of;
 - (a) the total number of shares of the members entitled to vote on all matters to be considered at the meeting, or
 - (b) 90 percent of the votes of each class or series of shares where members are entitled to vote thereon as a class or series together with an absolute majority of the remaining votes,having waived notice of the meeting; and for this purpose presence at the meeting shall be deemed to constitute waiver.
- 43. The inadvertent failure of the directors to give notice of a meeting to a member, or the fact that a member has not received notice, shall not invalidate the meeting.
- 44. A member may be represented at a meeting of members by a proxy who may speak and vote on behalf of the member.
- 45. The instrument appointing a proxy shall be produced at the place appointed for the meeting before the time for holding the meeting at which the person named in such instrument proposes to vote.
- 46. An instrument appointing a proxy shall be in substantially the following form or such other form as the chairman of the meeting shall accept as properly evidencing the wishes of the member appointing the proxy. Only members who are individuals may appoint proxies.

(Name of Company)

I/We _____ being a member of the above Company with
shares HEREBY APPOINT _____ of
or failing him _____ of _____ to be my/our
proxy to vote for me/us at the meeting of members to be held on the day
of _____ and at any adjournment thereof.
(Any restrictions on voting to be inserted here.)
Signed this _____ day of _____
.....
Member

- 47. The following shall apply in respect of co-ownership of shares:
 - (a) if 2 or more persons hold shares together each of them may be present in person or by proxy at a meeting of members any may speak as a member;

- (b) if only one of them is present in person or by proxy he may vote on behalf of all of them, and
 - (c) if 2 or more are present in person or by proxy they must vote as one.
48. A member shall be deemed to be present at a meeting of members if he participates by telephone or other electronic means and all members participating in the meeting are able to hear each other and recognise each other's voice and for this purpose participation shall constitute prima facie proof of recognition.
49. A meeting of members is duly constituted if, at the commencement of the meeting, there are present in person or by proxy members representing not less than 50 percent of the votes of the shares or class or series of shares entitled to vote on resolutions of members to be considered at the meeting. If a quorum be present, notwithstanding the fact that such quorum may be represented by only one person then such person may resolve any matter and a certificate signed by such person accompanied where such person be a proxy by the proxy form or a copy thereof shall constitute a valid resolution of members.
50. If within one hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the next business day at the same time and place and if at the adjourned meeting there are present within one hour from the time appointed for the meeting in person or by proxy members representing not less than one third of the votes of the shares or each class or series of shares entitled to vote on the resolutions to be considered by the meeting, those present shall constitute a quorum but otherwise the meeting shall be dissolved.
51. At every meeting of members, the President shall preside as chairman of the meeting. If there is no President or if the President is not present at the meeting, the members present shall choose some one of their number to be the chairman. If the members are unable to choose a chairman for any reason, then the person representing the greatest number of voting shares present in person or appointed under an instrument of proxy in prescribed form at the meeting shall preside as chairman failing which the oldest individual member or representative of a member present shall take the chair.
52. The chairman may, with the consent of the meeting, adjourn any meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
53. At any meeting of the members the chairman shall be responsible for deciding in such manner as he shall consider appropriate whether any resolution has been carried or not and the result of his decision shall be announced to the meeting and recorded in the minutes thereof. If the chairman shall have any doubt as to the outcome of any resolution put to the vote, he shall cause a poll to be taken of all votes cast upon such resolution, but if the chairman shall fail to take a poll then any member present in person or by proxy who disputes the announcement by the chairman of the result of any vote may immediately following such announcement demand that a poll be taken and the chairman shall thereupon cause a poll to be taken. If a poll is taken at any meeting, the result thereof shall be duly recorded in the minutes of that meeting by the chairman.

54. Any person other than a individual shall be regarded as one member and, subject to the specific provisions hereinafter contained for the appointment of representative of such persons the right of any individual to speak for or represent such member shall be determined by the law of the jurisdiction where, and by the documents by which, the person is constituted or derives its existence. In case of doubt, the directors may in good faith seek legal advice from any qualified person and unless and until a court of competent jurisdiction shall otherwise rule, the directors may rely and act upon such advice without incurring any liability to any member.
55. Any person other than an individual which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the person which he represents as that person could exercise if it were an individual member of the Company.
56. The chairman of any meeting at which a vote is cast by proxy or on behalf of any person other than an individual may call for a copy of such proxy or authority authenticated by the certificate of a Notary which shall be produced within 7 days of being so requested or the votes cast by such proxy or on behalf of such person shall be disregarded.
57. Directors of the Company may attend and speak at any meeting of members of the Company and at any separate meeting of the holders of any class or series of shares in the Company.
58. An action that may be taken by the members at a meeting may also be taken by a resolution of members consented to in writing without the need for any notice, but if any resolution of members is adopted otherwise than by the unanimous written consent of all members, a copy of such resolution shall forthwith be sent to all members who shall not have had the opportunity of consenting or objecting to such resolution.

DIRECTORS

59. The first directors of the Company shall be elected by the subscribers to the Memorandum; and thereafter, the directors shall be elected by the members for such term as the members determine. The first directors may elect any number of additional directors for such term as they may determine until such time as the members shall elect or re-elect any one or more directors.
60. The minimum number of directors shall be 3 and the maximum number shall be 7.
61. Each director shall hold office for the term, if any, fixed by resolution of members or until his earlier death, resignation or removal.
62. A director may be removed from office, with or without cause, by a resolution of members.
63. A director may resign his office by giving written notice of his resignation to the Company and the resignation shall have effect from the date the notice is received by the Company or from such later date as may be specified in the notice.
64. A vacancy in the Board of Directors may be filled by a resolution of members or by a resolution of a majority of the remaining directors.

65. With the prior or subsequent approval by a resolution of members, the directors may, by a resolution of directors, fix the emoluments of directors with respect to services to be rendered in any capacity to the Company.
66. A director shall not require a share qualification, and may be an individual or a company.

POWERS OF DIRECTORS

67. The business and affairs of the Company shall be managed by the directors who may pay all expenses incurred preliminary to and in connection with the formation and registration of the Company and may exercise all such powers of the Company as are not by the Act or by the Memorandum or these Articles required to be exercised by the members of the Company, subject to any delegation of such powers as may be authorised by these Articles and to such requirements as may be prescribed by a resolution of members; but no requirement made by a resolution of members shall prevail if it be inconsistent with these Articles nor shall such requirement invalidate any prior act of the directors which would have been valid if such requirement had not been made.
68. The directors may, by a resolution of directors, appoint any person, including a person who is a director, to be an officer or agent of the Company and the directors may remove any such person so appointed.
69. Every officer or agent of the company has such powers and authority of the directors, including the power and authority to affix the Seal, as are set forth in these Articles or in the resolution of directors appointing the officer or agent but the directors may revoke or vary such powers. No officer or agent has any power or authority with respect to matters requiring a resolution under this Article or the preceding article or under Article 65.
70. Any director which is a body corporate may appoint in writing any person its duly authorised representative for the purpose of representing it at meetings of the Board of Directors and the person so appointed shall be entitled to exercise the same powers on behalf of such body corporate as the body corporate could exercise if it were an individual director.
71. The continuing directors may act notwithstanding any vacancy in their body, save that if their number is reduced to their knowledge below the number fixed by or pursuant to these Articles as the necessary quorum for a meeting of directors, the continuing directors or director may act only for the purpose of appointing directors to fill any vacancy that has arisen or summoning a meeting of members.
72. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as shall from time to time be determined by resolution of directors.

PROCEEDINGS OF DIRECTORS

73. The directors or any committee thereof may meet at such times and in such manner and places within or outside The Bahamas as the directors may determine to be necessary or desirable.
74. A director shall be deemed to be present at a meeting of directors if he participates by telephone or other electronic means and all directors participating in the meeting are able to hear each other and recognise

each other's voice and for this purpose participation shall constitute prima facie proof of recognition.

75. A director shall be given not less than 3 days notice of meetings of directors, but a meeting of directors held without 3 days notice having been given to all directors shall be valid if all the directors entitled to vote at the meeting who do not attend, waive notice of the meeting and for this purpose, the presence of a director at a meeting shall constitute waiver on his part. The inadvertent failure to give notice of a meeting to a director, or the fact that a director has not received the notice, shall not invalidate the meeting.
76. A director may by a written instrument appoint an alternate who need not be a director and who shall be entitled to attend meetings in the absence of the director who appointed him and to vote or consent in the place of the director.
77. A meeting of directors is duly constituted for all purposes if at the commencement of the meeting there are present in person or by alternate at least 2 directors.
78. At every meeting of the directors the President as chairman of the meeting. If there is no President or if the President is not present at the meeting the Vice President shall preside. If there is no Vice President or if the Vice President is not present at the meeting the directors present shall choose some one of their number to be chairman of the meeting.
79. An action that may be taken by the directors or a committee of directors at a meeting may also be taken by a resolution of directors or of a committee of directors consented to in writing without the need for any notice and a resolution of directors consented to in writing as aforesaid may consist of several documents in like form (though they may differ by the means by which they are communicated). If any resolution of directors is adopted otherwise than by the unanimous written consent of all directors a copy of such resolution shall forthwith be sent to any director who shall not have had the opportunity of consenting or objecting to such resolution.
80. The directors shall cause the following corporate records to be kept:
 - (a) minutes of all meetings of directors, members, committees of directors, committees of officers and committees of members;
 - (b) copies of all resolutions consented to by directors, members, committees of directors, committees of officers and committees of members; and
 - (c) such other accounts and records as the directors by resolution of directors consider necessary or desirable in order to reflect the financial position of the Company.
81. The books, statutory registers, records and minutes shall be kept at such place as the Company shall by resolution of directors determine.
82. The directors may by resolution of directors, designate one or more committees, each consisting of one or more directors.
83. Each committee of directors has such powers and authorities of the directors, including the power and authority to affix the Seal, as are set forth in the resolution of directors establishing the committee, except that no committee has any power of authority to amend the Memorandum or these Articles, to appoint directors or affix their emoluments, or to appoint officers or agents of the Company.

84. The meetings and proceedings of each committee of directors consisting of 2 or more directors shall be governed mutatis mutandis by the provisions of these Articles regulating the proceedings of directors so far as the same are not superseded by any provisions in the resolution establishing the committee.

OFFICERS

85. The Company may by resolution of directors appoint officers of the Company at such time as shall be considered necessary or expedient. Such officers may consist of a Chairman of the Board, a President and one or more Vice Presidents, Secretaries and Treasurers and such other officers as may from time to time be deemed desirable. Any number of officers may be held by the same person.
86. The officers shall perform such duties as shall be prescribed at the time of their appointment subject to any modification in such duties as may be prescribed thereafter by resolution of directors or resolution of members, but in the absence of any specific allocation of duties it shall be the responsibility of the Chairman of the Board to preside at meetings of directors and members, and the President to act in the absence of the Chairman of the Board, the President will also manage the day to day affairs of the Company, the Vice Presidents to act in order of seniority in the absence of the President but otherwise to perform such duties as may be delegated to them by the President, the Secretaries to maintain the Share Register, minute books and records (other than financial records) of the Company and to ensure compliance with all procedural requirements imposed on the Company by applicable law, and the Treasurer to be responsible for the financial affairs of the Company.
87. The emoluments of all officers shall be affixed by resolution of directors.
88. The officers of the Company shall hold office until their successors are duly elected, but any officer elected or appointed by the directors may be removed at any time, with or without cause, by resolution of directors. Any vacancy occurring in any office of the Company may be filled by resolution of directors.

SEAL

89. The Company may have more than one Seal and references herein to the Seal shall be references to every Seal which shall have been duly adopted by resolution of directors. The directors shall provide for the safe custody of the Seal and for an imprint thereof to be kept at the Registered Office. Except as otherwise expressly provided herein, the Seal may be affixed to any written instrument by a director, the president or any vice president, the secretary or assistant secretary or any other person so authorised from time to time by resolution of directors.

DIVIDENDS

90. The Company may by a resolution of directors declare and pay dividends in money, shares, or other property. In the event that dividends are paid in specie the directors shall have responsibility for establishing and recording in the resolution of directors authorising the dividends, a fair and proper value for the assets to be so distributed.
91. The directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the Company.

92. The directors may, before declaring any dividend, set aside out of the profits of the Company such sum as they think proper as a reserve fund, and may invest the sum so set apart as a reserve fund upon such securities as they may select.
93. No dividend shall be declared and paid unless the directors determine that immediately after the payment of the dividend the Company will be able to satisfy its liabilities as they become due in the ordinary course of its business and the realisable value of the assets of the Company will not be less than the sum of its total liabilities, other than deferred taxes, as shown in its books of account, and its issued and outstanding share capital.
94. Notice of any dividend that may have been declared shall be given to each member in manner hereinafter mentioned and all dividends unclaimed for 3 years after having been declared may be forfeited by resolution of directors for the benefit of the Company.
95. No dividend shall bear interest as against the Company and no dividend shall be paid on treasury shares or shares held by another company of which the Company holds directly or indirectly, shares having more than 50 percent of the vote in electing directors.
96. A share issued as a dividend by the Company shall be treated for all purposes as having been issued for money equal to the surplus that is transferred to capital upon the issue of the share.
97. In the case of a dividend of authorised but unissued shares with par value an amount equal to the aggregate par value of the shares shall be transferred from surplus to capital at the time of the distribution.
98. In the case of a dividend of authorised but unissued shares without par value, the amount designated by the directors shall be transferred from surplus to capital at the time of the distribution, except that the directors shall designate as capital an amount that is at least equal to the amount that the shares are entitled to as a preference, if any, in the assets of the Company upon liquidation of the Company.
99. A division of the issued and outstanding shares of a class or series of shares into a larger number of shares of the same class or series having a proportionately smaller par value shall not constitute a dividend of shares.

ACCOUNTS

100. Such books of account, as shall be deemed necessary or desirable by the directors to reflect the financial position of the Company shall be kept at the registered office of the Company.

AUDITORS

101. The Company may by resolution of members call for the accounts to be examined by auditors.
102. The first auditors shall be appointed by resolution of directors; subsequent auditors shall be appointed by a resolution of members.
103. The auditors may be members of the Company but no director or other officer shall be eligible to be an auditor of the Company during his continuance in office.

104. The remuneration of the auditors of the Company, in the case of auditors appointed by the directors, may be fixed by resolution of directors but subject hereto shall be fixed by resolution of members or in such manner as the Company may by resolution of members determine.
105. The auditors shall examine each profit and loss account and balance sheet required to be served on every member of the Company or laid before a meeting of the members of the Company and shall state in a written report whether or not
 - (a) in their opinion the profit and loss account and balance sheet give a true and fair view respectively of the profit and loss for the period covered by the accounts, and of the state of affairs of the Company at the end of that period;
 - (b) all the information and explanations required by the auditors have been obtained.
106. The report of the auditors shall be annexed to the accounts and shall be read at the meeting of members at which the accounts are laid before the Company or shall be served on the members.
107. Every auditor of the Company shall have a right of access at all times to the books of account and vouchers of the Company, and shall be entitled to require from the directors and officers of the Company such information and explanations as he thinks necessary for the performance of the duties of the auditors.
108. The auditors of the Company shall be entitled to receive notice of, and to attend any meetings of members of the Company at which the Company's profit and loss account and balance sheet are to be presented.

NOTICES

109. Any notice, information or written statement to be given by the Company to members shall be served in the case of members holding registered shares by personal service or by telex, fax or other electronic communication, confirmed by mail addressed to each member at the address shown in the Share Register.
110. Any summons, notices, order, document, process, information or written statement to be served on the Company may be served by leaving it, or by sending it by registered mail addressed to the Company, at its registered office, or by leaving it with, or by sending it by registered mail to, the registered agent of the Company.
111. Service under the foregoing Article may be proved by showing that the subject matter of service was served, transmitted or mailed in such time as to admit to its being delivered in the normal course of delivery within the period prescribed for service and was correctly addressed and where mailed, that the postage was prepaid.

VOLUNTARY WINDING UP AND DISSOLUTION

112. The Company may voluntarily commence to wind up and dissolve by a resolution of members but if the Company has never issued shares it may voluntarily commence to wind up and dissolve by resolution of directors.

CONTINUATION

113. The Company may by resolution of members or by a resolution passed unanimously by all directors of the Company continue as a company

incorporate under the laws of a jurisdiction outside The Bahamas in the manner provided under those laws.

Signatures of

The 2 Subscribers to The Memorandum of Association

(Sgd) Adrianna D. Knowles
Subscriber
Adrianna D. Knowles

(Sgd) Yvonne Roberts
Subscriber
Yvonne Roberts

WITNESS to the above signatures:

(Sgd) Natasha Stubbs
Natasha Stubbs
P. O. Box N-624
Nassau, Bahamas
Secretary

COMMONWEALTH OF THE BAHAMAS
Registrar General's Department
I certify the foregoing to be a true copy of the
original document.

Della-Ann M. Grant

ASSISTANT Registrar General

JUN 11 2008

New Providence

Company under the International
Business Companies Act 2000

File No. _____

Reg. No. 154020 B

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

**EXXONMOBIL EXPLORATION AND
PRODUCTION ROMANIA LIMITED**

Incorporated the 11th day of

June

A. D., 2008

Prepared by:

**Harry B. Sands, Lobosky
Management Co. Ltd.**
Shirley House
50 Shirley Street
Nassau, New Providence
Bahamas

EXXONMOBIL EXPLORATION AND PRODUCTION ROMANIA LIMITED

Registration No.: 154,020 B

CERTIFICATE
as to adoption of an Amended and Restated Memorandum and Articles of Association

I, Sarah Lobosky, Assistant Secretary of ExxonMobil Exploration and Production Romania Limited hereby certify:

That by Resolution of the Members dated the 16th day of February, 2021 and pursuant to Clause 12 of the Memorandum of Association of the Company, the Company resolved to adopt a Further Amended and Restated Memorandum of Association to effectuate such change and THAT the following is the resolution herein above referred which is in full effect and on file in the records of the Company:

RESOLVED that it has been noted that when the Amended and Restated Memorandum of Association on 12th March, 2018 there was an omission of one of the classes of shares and it is desired to correct the omission and that for the sake of clarity it is considered to be in the best interests of the Company that the Company do adopt a Further Amended and Restated Memorandum of Association in lieu of the present Memorandum of Association and that the Further Amended and Restated Memorandum of Association, copies whereof are annexed hereto and signed by Sarah Lobosky and Hollie Lunn-Donathan for purposes of identification only, be adopted as the Memorandum of Association of the Company to the exclusion of all others.

Given under the Common Seal)
)
of the Company on this 17th day)
)
of February A.D., 2021)





Sarah Lobosky – Assistant Secretary

COMMONWEALTH OF THE BAHAMAS

New Providence

Company under the
International Business Companies Act 2000

File No. _____

Reg. No. _____

FURTHER AMENDED AND RESTATED

MEMORANDUM

OF ASSOCIATION

OF

**EXXONMOBIL EXPLORATION AND PRODUCTION
ROMANIA LIMITED**

Incorporated the 11th day of June A. D., 2008

**REGISTRAR GENERAL
DEPARTMENT**

FEB 17 2021

NASSAU, BAHAMAS

COMMONWEALTH OF THE BAHAMAS
THE INTERNATIONAL BUSINESS COMPANIES ACT 2000
AMENDED AND RESTATED
MEMORANDUM OF ASSOCIATION

OF

EXXONMOBIL EXPLORATION AND PRODUCTION ROMANIA LIMITED

NAME

1. The name of the Company is **EXXONMOBIL EXPLORATION AND PRODUCTION ROMANIA LIMITED**

REGISTERED OFFICE

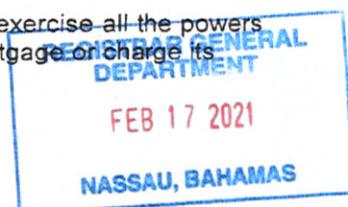
2. The Registered Office of the Company will be at Office Number 2, Pineapple Business Park, Airport Industrial Park, Nassau, New Providence, The Bahamas, the postal address of which is P.O. Box N-624, Nassau, Bahamas.

REGISTERED AGENT

3. The Registered Agent of the Company will be Harry B. Sands, Lobosky Management Co. Ltd., Office Number 2, Pineapple Business Park, Airport Industrial Park, Nassau, New Providence, The Bahamas, whose postal address is P.O. Box N-624, Nassau, Bahamas.

OBJECTS AND POWERS

4. (1) The objects for which the Company is established are to engage in any act or activity that is not prohibited under any law for the time being in force in The Bahamas and without limiting the foregoing, to engage generally in exploration, development and production of liquid and gaseous hydrocarbons.
- (2) The Company may not
 - (a) carry on banking or trust business as defined by the Banks and Trust Companies Regulation Act;
 - (b) carry on business as an insurance or a reinsurance company;
 - (c) carry on the business of providing the registered office for companies, or
 - (d) carry on the business of "dealing" or "trading" in securities as an agent or providing "securities investment advice" as these terms are defined in the Securities Industry Act, 1999.
- (3) The Company shall have all such powers as are permitted by any law for the time being in force in The Bahamas, irrespective of corporate benefit, to perform all acts and engage in all activities necessary or conducive to the conduct, promotion or attainment of the objects or purposes of the Company.
- (4) The directors may by resolution of directors exercise all the powers of the Company to borrow money and to mortgage or charge its



undertaking and property or any part thereof to issue debentures, debenture stock and other securities whenever money is borrowed or as security for any debt, liability or obligation of the Company or of any third party.

- (5) Any mortgage or charge of the undertaking and property of the Company shall for the purposes of Section 80 of the Act be regarded as in the usual or regular course of the business carried on by the Company.

CURRENCY

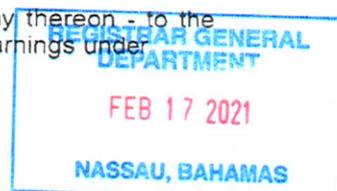
5. Shares in the Company shall be issued in the currency of the United States of America.

AUTHORISED CAPITAL

6. The authorised capital of the Company is US\$11,620,000.00.

CLASSES, NUMBER AND PAR VALUE OF SHARES

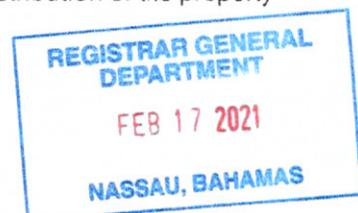
- 7A. The authorised capital is made up of twenty-one classes of shares divided into 440,000 Common A Shares of US\$1.00 par value each, 1,000 Common B Shares of US\$20.00 par value each, 1,000 Common C Shares of US\$20.00 par value each, 1,000 Common D Shares of US\$20.00 par value each, 1,000 Common E Shares of US\$20.00 par value each, 1,000 Common F Shares of US\$20.00 par value each, 1,000 Common G Shares of US\$20.00 par value each, 1,000 Common H Shares of US\$20.00 par value each, 1,000 Common I Shares of US\$20.00 par value each, 1,000 Common J Shares of US\$20.00 par value each, 1,000 Common K Shares of US\$20.00 par value each, 1,000 Common L Shares of US\$20.00 par value each, 1,000 Common M Shares of US\$20.00 par value each, 1,000 Class N Common Shares of US\$20.00 par value, 1,000 Common O Shares of US\$1.00 par value each, 1,000 Common P Shares of US\$20.00 par value each, 1,000 Common Q Shares of US\$20.00 par value each, 1,000 Common R Shares of US\$20.00 par value each, 1,000 Common S Shares of US\$20.00 par value each, 1,000 Common T Shares of US\$20.00 par value each and 540,000 Preference Shares of US\$20.00 par value each.
- 7B. The Common A Shares shall confer on the holders thereof the following rights and restrictions that is to say:
- (i) the right to receive notice of and to attend and vote at all meetings of the members of the Company, and they shall have one vote in respect of each common share held by them; and
 - (ii) in the event of liquidation, dissolution, winding-up or return of capital of the Company, the right to receive any assets of the Company to which the other Classes of Common Shares have not been given specific rights.
- 7C. The Common B Shares shall confer on the holders thereof the following rights and restrictions that is to say:
- (i) the right to receive notice of and attend and vote at all meetings of the members of the Company, and they shall have one vote in respect of every common shares held by them;
 - (ii) the right to receive and the Company to pay thereon - to the extent the Company has sufficient retained earnings under



applicable law - dividends out of the earnings available from the Domino Project activities;

- (iii) in the event of liquidation, dissolution, winding-up or return of capital of the Company, the right to receive assets equal in value to the assets of the Company relate to the Domino Project.

- 7D The holders of the Common C Shares, the Common D Shares, the Common E Shares, the Common F Shares, the Common G Shares, Common H Shares, Common I Shares, the Common J Shares, the Common K Shares, the Common L Shares, the Common M Shares, the Common N Shares, the Common O Shares, the Common P Shares, the Common Q Shares, the Common R Shares, the Common S Shares and the Common T Shares shall not be entitled to receive notice of and to attend meetings of the members of the Company nor to vote at such meetings. The holders of these classes of shares shall have such other rights and restrictions as the directors may determine from time to time
- 7E. The holders of each class of shares shall have such other rights and restrictions as the directors may determine from time to time.
- 7F The Preference Shares shall confer on the holders thereof the following rights and restrictions (and Clause 8 of this Memorandum shall take effect subject thereto) that is to say:
 - (i) the holders of the Preference Shares shall be entitled to receive and the Company shall pay thereon if and when declared by the directors out of profits of the Company available for the payment of dividends a fixed cumulative preferential dividend at a rate to be set by the directors at the time of issuance and pursuant to such other rights set by the directors at the time of issuance. No dividends shall at any time be declared or paid on any Common Shares of the Company for any financial year unless the preferential dividend on the Preference Shares then issued and outstanding shall have been declared and paid or provided for at the date of such declaration or payment.
 - (ii) The holders of the Preference Shares, shall be entitled to attend and vote at meetings of the members convened to consider the following matters:
 - (a) the reduction of the authorised capital, or
 - (b) amendments affecting the rights and privileges of the Preference Shares, or
 - (c) to wind up the Company, or
 - (d) to sanction the sale of the assets of the Company.
 - (iii) In the event of the liquidation, dissolution or winding up of the Company, the holders of the Preference Shares shall be entitled to receive an amount equal to the capital contributed in consideration for the issuance of their shares and all dividends declared thereon and unpaid before any amount shall be paid to the holders of any Common shares. After payment to the holders of the Preference Shares of the amounts so payable to them as above provided, they shall not be entitled to share in any further distribution of the property or assets of the Company.



SHARE RIGHTS AND LIMITATIONS

8. The designations, powers, preferences, rights, qualifications, limitations and restrictions of each class and series of shares that the Company is authorised to issue shall be fixed by resolution of directors but the directors shall not allocate different rights as to voting, dividends, redemption or distributions on liquidation between the shares of the Company unless the Memorandum of Association shall have been amended to create separate classes of shares and all shares of each separate class and series shall have identical rights as to voting, dividends, redemption and distributions.

VARIATION OF CLASS RIGHTS

9. If at any time the authorised capital is divided into different classes or series of shares, the rights attached to any class or series (unless otherwise provided by the terms of issue of the shares of that class or series) may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or series and of the holders of not less than three-fourths of the issued shares of any other class or series of shares which may be affected by such variation.
10. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

REGISTERED SHARES

11. Shares shall be issued as registered shares.

AMENDMENT OF MEMORANDUM AND ARTICLES OF ASSOCIATION

12. The Company may amend its Memorandum of Association by a resolution of members and may amend its Articles of Association by a resolution of members or by a resolution of the directors.

DEFINITIONS

13. The meaning of the words in this Memorandum of Association are as defined in the Articles of Association of the Company.

We, the persons whose names and addresses are subscribed are desirous of incorporating an International Business Company under the laws of The Bahamas in pursuance of this Memorandum of Association.

AS WITNESS our hands this 16th day of February A. D., 2021


Sarah Lobosky
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REGISTRAR GENERAL
DEPARTMENT

FEB 17 2021

NASSAU, BAHAMAS