

THE COMPANIES ORDINANCE, 1984  
(PUBLIC COMPANY LIMITED SHARES)



MEMORANDUM OF ASSOCIATION

OF

**KHYBER PAKHTUNKHWA OIL AND GAS COMPANY LIMITED**

- I. The name of the Company is KHYBER PAKHTUNKHWA OIL AND GAS COMPANY LIMITED.
- II. The registered office of the Company will be situated at Peshawar, Province of Khyber Pakhtunkhwa, Pakistan.
- III. The objects for which the Company is established are all or any of the following:
  1. To act as a fully corporatized, independently controlled and managed, public company, working under the aegis of Energy and Power Department, Government of Khyber Pakhtunkhwa mandated to carry out exploration, production, refining, value-addition, sale and marketing of hydrocarbon products and thus working towards maximum and optimal harnessing and tapping the potential in fields of oil and gas and related activities in up, middle and downstream of the Oil and Gas (O&G) sector.
  2. To carry on the business of discovering, exploring, extracting, drilling, pumping, drawing, treating, purifying, blending, distributing, supplying and transporting of oil, gas, petroleum and other related products and for that purpose to setup, install, erect, establish, run, operate and maintain plant,

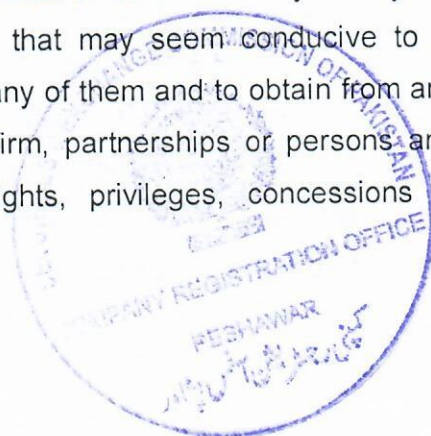
machinery, apparatus and equipments and other facilities to construct, drill, explore, dig and pump wells for extraction of petroleum and gas and to do all such acts, deeds or things as would be required for effective fulfillment of the said objective.

3. To act as drillers, excavators, explorers, engineers, and advisors in all sorts of works of drilling, excavating, mining, quarrying, constructing pipe-lines and pile foundations of all sorts, drilling for gases, oil, water, soil investigation, grouting, instrument holes, geothermal and geo-hydrological investigations.
4. To plan, promote, organize and implement programs for the exploration and development of oil and gas resources and to carry out geological, geophysical, and other survey for the exploration of oil and gas, whether on land or at sea.
5. To take over, acquire, purchase, take on lease, exchange or otherwise hold any oil & gas concessions of whatever nature within Pakistan or elsewhere in any part of the world and to use, exercise, deal with, sublease or otherwise turn to account any such rights, licenses, grants, claims, options, privileges so acquired in any way or manner the company deems fit.
6. To take over, acquire, renew, utilize and hold any exploration prospecting, development and production concessions of whatever nature or otherwise acquire any estate or interest, develop resources of work, dispose of or otherwise acquire, turn to account land or sea beds in to forms, and to search for or participate in the exploration for petroleum or any other oil in any form, asphalt, bitumen, or similar substances, or natural gas, or any substance, used or which may be capable of use and to organize, equip and employ expeditions, experts and other agents and to carry out drilling and other exploratory operations and to establish and operate oil and gas



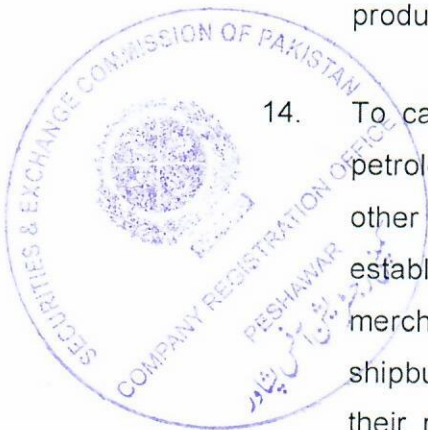
wells and other undertakings to estimate the reserves of oil and gas and for the extraction of any of aforesaid substances.

7. To explore for, obtain, produce, exploit, develop, store, render suitable for market or trade, smelt, calcine, refine, handle, carry away, sell and otherwise distribute merchant petroleum and other mineral oils, natural gas, coal and hydrocarbons of all kinds and their products, geothermal energy, uranium, precious metals, ores, fuels and mineral and vegetable substances of every description in any part of the world.
8. To carry on any or all of the businesses of contractors for operating, working, promoting, managing, supervision, drilling and repairing oil gas and geothermal wells, mines and mineral claims.
9. To negotiate or enter into any agreements or arrangements with any person or persons, firm or company, or with any government, federal, provincial, regional or local authority or powers for any purpose, and in particular, for the grant or transfer to the Company or of any company promoted, formed or registered by the Company or in which the Company may be interested, or to any firm or person, of any leases, options, rights, licenses, permits, concessions or other authorization for or relating to the exploration, acquisition, development or working of any lands, whether for the purposes of trade, or the mining and production of oil, gas, coal, geothermal energy, uranium, precious metals, ores, fuels and minerals of every descriptions.
10. To enter into any arrangement with any government, federal, provincial, regional or local or other authority or any companies, firms, partnerships, or persons that may seem conducive to the attainment of Company's objects or any of them and to obtain from any such government, authority, company, firm, partnerships or persons any charters, leases, contracts, decrees, rights, privileges, concessions and registrations, which the



Company may think desirable and to carry out, exercise and comply with any such charters, leases, contracts, decrees, rights, privileges, concessions and registrations.

11. To carry on the business of purchase or otherwise acquire, sale, store, transport, market, distribute, supply, sell, import, export, and otherwise dispose of and generally trade in any and all kinds of petroleum and petroleum products, oil, gas, hydrocarbons, petrochemicals, asphalt, bituminous substances and to undertake all such activities as are connected herewith or ancillary thereto and to take over the running or likely to be running business of alike nature with or without assets, liabilities, rights, privileges, registration, trade mark, import and export registration or any other facility.
12. To import, export, transport, market, and distribute Compressed Natural Gas (CNG), Liquefied Natural Gas (LNG), Liquefied Petroleum Gas (LPG) and to facilitate production of CNG, LNG, LPG by third parties.
13. To establish, install, own, purchase or otherwise acquire on rent, manage and maintain, offices, stations, plant, machinery and apparatus used for the storage, transmission, distribution and use of petroleum and petroleum products.
14. To carry on all or any of the businesses of dealers in and refiners of petroleum and other mineral oils, natural gas, asphalt, and ozokerite, or other similar substances and products thereof, and other fuels by way of establishing refineries or otherwise, and to act as mine owners, merchants, carriers, wharfingers, manufacturers, shipowners, shipbuilders, barge owners, lightermen, factors and brokers in all or any of their respective branches, and to treat or turn to account in any other manner any natural gas, petroleum or other oils, asphalt, or any products thereof, or any other fuel.





15. To acquire, work and dispose of and deal in any mines, metals, minerals, mineral wax, clay and other like substances, and to acquire, produce by cultivation, manufacture, treat, deal in or otherwise turn to account any mineral, vegetable or mineral products.
16. For the purposes of achieving the above objects, the company is authorized:-
- a. To borrow or raise money by means of local and foreign currency loans from scheduled banks, industrial banks and financial institution, both national and international and other specialized institutions or non-bank finance companies for the purpose of purchase, manufacture, market, supply, export and import of machinery, development of real estates, construction activities and improvements, repair and renovations of buildings, warehouses, factories, sheds, offices, hospitals, ports, parks, clubs, entertainment and recreation areas, industrial zones, bridges, flyovers and sub-ways, roads, highways and motorways, high rise residential and commercial complexes, residential towns, building and for
  - b. To arrange money by issue of debentures, debenture stock, perpetual or otherwise convertible into shares and to mortgage, or charge the whole or any part of the property or assets of the Company, present or future, by special assignment or to transfer or convey the same absolutely or in trust as may seem expedient and to, purchase, redeem or payoff any such securities the purpose of working capital or for any other purpose
  - c. To purchase/import raw materials, machinery, equipments and allied items required in connection thereto in any manner the company may think fit



- d. To purchase, take on lease or in exchange, hire, apply for or otherwise acquire and hold for any interest, any rights, privileges, lands, building, easements, trade marks, patents, patent rights, copyrights, licenses, machinery, plants, stock-in-trade and any movable and immovable property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof and to use, exercise, develop, grant licences in respect of or otherwise turn to account any property, rights and information so acquired, subject to any permission required under the law.
- e. To open accounts with any Bank or Banks and to draw, make, accept, endorse, execute, issue, negotiate and discount cheques, promissory notes, bills of exchange, bills of lading, warrants, deposit notes, debentures, letter of credit and other negotiable instruments and securities.
- f. To own, establish or have and maintain shops, branches and agencies all over Pakistan or elsewhere of the products of the company.
- g. To acquire by concession, grant, purchase, barter, licence either absolutely or conditionally and either solely or jointly with others any lands, buildings, machinery, plants, equipments, privileges, rights, licences, trade marks, patents, and other movable and immovable property of any description which the Company may deem necessary or which may seem to the Company capable of being turned to account, subject to any permission as required under the law
- h. To invest surplus money of the Company in shares, stocks or securities of any company, debentures, debenture stocks or in any investments, short term and long term participation, term finance certificates or any other government securities in such manner as may from time to time be decided by the directors, without indulging in non



banking finance business, banking business or an investment company or any other any unlawful business.

- i. To guarantee the performance of contracts, agreements, obligations or discharge of any debt of the company or on behalf of any other company or person subject to the provisions of section 195 of the Companies Ordinance, 1984 in relation to the payment of any financial facility including but not limited to loans, advances, letters of credit or other obligations through creation of any or all types of mortgages, charges, pledges, hypothecations, on execution of the usual banking documents or instruments or otherwise encumbrance on any or all of the movable and immovable properties of the company, either present or future or both and issuance of any other securities or sureties by any mean in favor of banks, Non-Banking Finance Companies (NBFCs) or any financial institutions and to borrow money for purpose of the company on such terms and conditions as may be considered proper.
- j. To purchase, hold and get redeemed, debentures, bonds of any company, financial institution or any Government institutions.
- k. To enter into arrangements with the government or authority (federal, provincial, municipal, local or otherwise) or any corporation, company, or persons that may seem conducive to the Company's objects or any of them and to obtain from any such government, authority, corporation, company or person any charters, contracts, rights, privileges and commission which the Company may think desirable and to carry on exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- l. To act as representatives, for any person, firm or company and to undertake and perform sub-contracts, and also act in the business of



the Company through or by means of agents, sub-contractors and to do all or any of the things mentioned herein in any part of the world and either alone or in collaboration with others and by or through agents, sub-contractors or otherwise.

- m. To sell, transfer, mortgage, pledge, exchange or otherwise dispose of the whole or any part of the property or the undertaking of the Company, either together or in portions for such consideration as the Company may think fit and in particular, for shares, debenture-stock or securities of any Company purchasing the same or to any other legal entity or person, by other means, permissible under the law.
- n. To conduct, encourage, promote, support, arrange and organize seminars, symposiums, exhibitions, fairs, conferences, lectures, demonstrations and other similar activities for promotion of sales or other business interests of any person, companies, firms, individuals, associations, local or government bodies, foreign governments, and international agencies, in Pakistan and any part of world for and on behalf of customers and for that purpose to carry out market surveys, researches, training programs and other activities
- o. To carry out joint venture agreements with other companies or countries within the scope of the objects of the company.
- p. To make known and give publicity to the business and products of the company by means the company may think fit.
- q. To pay all costs, charges and expenses, if any, incidental to the promotion, formation, registration and establishment of the company.
- r. To go in for, buy or otherwise acquire and use any patent design, copyright, licence, concession, convenience, innovation, invention,



trade marks, rights, properties both movable and immovable, privileges, plants, tools or machinery and the like in Pakistan or elsewhere, which may for the time being appear to be useful or valuable for adding to the efficiency or productivity of the Company's work or business, as permissible under the law.

- s. To establish, promote or assist in establishing or promoting and subscribe to or become a member of any other company, association or club whose objects are similar or in part similar to the objects of this Company or the establishment or promotion of which may be beneficial to the Company, as permissible under the law.
- t. To employ agents, servants, employees, advisors, consultants and human resource assistance and to give any servant or employee of the Company or other persons commission on the acquisition of interests, sale of the products and for that purpose to enter into any agreement or scheme of arrangement as the Company may deem fit and to get any servant or employee of the Company insured against risk of accident in the course of their employment.
- u. To establish and support or aid in the establishment and support of associations, institutions, funds and conveniences calculated to benefit the directors employees, ex-employees of the Company or any dependent thereof and to grant pensions, gratuities, allowances, relief and payments in any manner calculated to benefit the persons described herein.
- v. To apply for and obtain necessary consents, permissions and licenses from any Government, State, Local and other Authorities for enabling the Company to carry on any of its objects into effect as and when required by law.



- w. To cause the Company to be registered or recognized in any foreign country and carry on its business activities in any part of the world.
- x. To undertake all kinds of transport and freighting of persons, goods, minerals and merchandise by land, air or water in any manner, to construct, purchase, sell, hire, lease, own and operate all kinds of transportation, equipment, and to operate all or any such equipment as common carriers for hire or otherwise in any part of the world.
- y. To lay pipelines, build, own and operate facilities, distribution networks, generation units, power houses, fertilizer plants, polymer manufacturing setup, grids, transmission and distribution lines, housing colonies, office compound, mills, manufacturing facilities and other allied facilities for putting to optimal use the hydrocarbon discoveries of the Company or otherwise
- z. To do and perform all other acts and things as are incidental or conducive to the attainment of the objects of the company
- aa. It is expressly declared that the several sub-clauses of this clause and all the powers expressed therein are to be cumulative but in no cases unless the context expressly so requires is the generality of any one sub-clause to be narrowed or restricted by the name of the Company or by the particularity of expression in the same sub-clause or by the application of any rule of construction such as the *ejusdem generis* rule, and accordingly none of such sub-clauses or the objects therein specified or the power thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in any other sub-clause, of this clause , and the Company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of Pakistan or even abroad.



17. Notwithstanding anything stated in any object clause, the company shall obtain such other approval or license from the competent authority, as may be required under any law for the time being in force, to undertake a particular business.

18. It is declared that notwithstanding anything contained in the foregoing object clauses of this Memorandum of Association nothing shall construe any power upon the company to undertake or indulge in the business of a banking company and investment insurance and leasing company managing agency business or any other unlawful business or operations directly or indirectly and that the company would not indulge in any sort of real estate business, housing colonies/purchase and sale of plots and development of land and housing finance company business as mentioned in NBFC Rules, 2003. The Company may also not indulge in any unlawful business and that nothing contained in the object clauses shall be so construed to entitle it to engage in such business directly or indirectly and the company shall not launch any multi- level marketing (MLM), Payment sales receipt schemes, *Pyramid* and *onzi* schemes.

IV. The Liability of the members of the company is limited.

V. The authorized capital of the company is Rs. 3,000,000,000/- (Rupees three billion) divided into 30,000,000 (thirty million) ordinary shares of Rs. 100/- each with power to increase, reduce, consolidate or otherwise re-organise the share capital and to divide the shares of the Company into different classes in accordance with the provisions of the Companies Ordinance, 1984.



We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the company set opposite our respective names.

Name and surname (present & former) in full (in Block Letters)	NIC No. (in case of foreigner, Passport No)	Father's/Husband's Name in full	Nationality(ies) with any former Nationality	Occupation	Residential Address in full	Number of shares taken by each subscriber	Signature
Government of Khyber Pakhtunkhwa through Secretary, Energy & Power (Mr. ZAFAR IQBAL)	-	-	Pakistani		H/No. 46, Street 2, Old Shami Road, Peshawar	4,999,997 (Four Million Nine Hundred and Ninety Nine Thousands Nine Hundred and Ninety Seven)	
ZAFAR IQBAL	17301-1186931-7	IQBAL AHMAD	Pakistani	Government Servant	Arif Hussein Road, Mohallah Faisal Colony, GT Road, Peshawar. Official Address: H/No. 46, Street 2, Old Shami Road, Peshawar.	1 (One)	
SAHIBZADA SAEED AHMAD	17301-8447260-3	SAHIBZADA GHAZI MUHAMMAD ULLAH	Pakistani	Government Servant	H.No. 210, Street No. 9, Sector C-2, Phase V, Hayatabad, Peshawar. Finance Department, Civil Secretariat, Peshawar	1 (One)	
SHUMAIL BUTT	17301-2592486-3	SHAHEEN BUTT	Pakistani	Lawyer	House No. 3880, Syed Zia Jaffery Road, Mohallah Shah Masoom Gour Gathri, Peshawar. TF-5, Deans Trade Centre, saddar Road, Peshawar	1 (One)	
Total number of shares taken						5,000,000 (Five Million)	

Dated the 4<sup>th</sup> day of February, 2013

Witness to above signatures.

National Institutional Facilitation Technologies (Private) Limited  
5th Floor, AWT Plaza, I. I. Chundrigar Road, Karachi, Pakistan

*Certified to be True Copy*  
*(Sadiq Aslam)*  
Deputy Registrar of Companies  
Securities and Exchange Commission of Pakistan  
CRO, Peshawar 30-12-2016