



REGISTRATION NO: ICC 20181015



MEMORANDUM OF ASSOCIATION

AND

ARTICLES OF ASSOCIATION

OF

LTD

A COMPANY INCORPORATED ON 19 SEP 2018

UNDER THE RAS AL KHAIMAH INTERNATIONAL CORPORATE CENTRE BUSINESS
COMPANIES [2018] AS

A COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION

OF

LTD

A COMPANY LIMITED BY SHARES

1. Definitions and Interpretation

- (1) In this Memorandum of Association and the attached Articles of Association, if not inconsistent with the subject or context—

“Articles” means the attached Articles of Association of the Company, as may be amended from time to time in accordance with their provisions and the Regulations;

“Chairman” has the meaning specified in Article 17;

“Distribution” has the meaning specified in Regulation 68 (*Meaning of solvency test and distribution*);

“Memorandum” means this Memorandum of Association of the Company, as may be amended from time to time in accordance with its provisions and the Regulations;

“RAK” means the Emirate of Ras Al Khaimah, UAE;

“RAK ICC” means International Corporate Centre, a government authority of Ras Al Khaimah;

“Registrar” has the meaning given to that term in the Regulations;

“Regulations” means the RAK ICC Business Companies Regulations [2018] and any rules made under the RAK ICC Business Companies Regulations [2018];

“Resolution of Directors” means either—

- (a) a resolution passed at a duly convened and constituted meeting of directors of the Company or of a committee of directors of the Company by a majority in excess of 50% (or, if a higher majority is required by this Memorandum or the Articles, such higher majority) of the votes cast by directors who are present at the meeting and entitled to vote on the resolution; or
- (b) a resolution consented to in writing by a majority in excess of 50% (or, if a higher majority is required by this Memorandum or the Articles, such higher majority) of the directors entitled to vote on the resolution;

“Resolution of Shareholders” means either—

- (a) a resolution passed at a duly convened and constituted meeting of the Shareholders by a majority in excess of 50% (or, if a higher majority is required by this Memorandum or the Articles, such higher majority) of the votes of those members entitled to vote and voting on resolutions; or
- (b) a resolution consented to in writing by that number of members required to take action at a meeting of members;

“Share” means a share issued, or that may be issued, by the Company;

"Shareholder" means a person whose name is entered in the register of members of the Company maintained by the Registrar as the holder of one or more Shares or fractional Shares;

"Treasury Share" means a Share that was previously issued but was repurchased, redeemed or otherwise acquired by the Company and not cancelled;

"UAE" means the United Arab Emirates;

"written" or any term of like import includes information generated, sent, received or stored by electronic, electrical, digital, magnetic, optical, electromagnetic, biometric or photonic means, including electronic data interchange or electronic mail and "in writing" shall be construed accordingly; and

"Zone" has the meaning given to that term in the Regulations.

- (2) In this Memorandum and the Articles, unless the context otherwise requires a reference to—
- (a) a "Clause" is a reference to a clause of this Memorandum;
 - (b) an "Article" is a reference to an article of the Articles;
 - (c) a "Regulation" is a reference to a provision of the Regulations;
 - (d) voting by Shareholders is a reference to the casting of the votes attached to the Shares held by the Shareholder voting;
 - (e) the "Regulations", this "Memorandum" or the "Articles" is a reference to the Regulations or those documents as may be amended from time to time;
 - (f) a reference to a person includes a natural person, a corporate or unincorporated body (whether or not having separate legal personality) and that person's personal representatives, successors or permitted assigns; and
 - (g) the singular includes the plural and vice versa.
- (3) Any words or expressions defined in the Regulations unless otherwise defined or the context otherwise requires bear the same meaning in this Memorandum and the Articles.
- (4) Headings are inserted for convenience only and shall be disregarded in interpreting this Memorandum and the Articles.

2. **Name**

The name of the Company is **LTD.**

3. **Status**

The Company is a company limited by shares.

4. **Registered Office and Registered Agent**

- (1) The registered office of the Company is at **Office no. T1 - 4F - 11, RAKEZ Amenity Center ,Al Hamra Industrial Zone - FZ Ras Al Khaimah United Arab Emirates** or at such other location as may be resolved from time to time pursuant to Clause 4(3) and notified by the Company to the Registrar pursuant to Regulation 95.



- (2) The first registered agent of the Company is **ONE IBC FZE** or such other person as may be resolved from time to time pursuant to Clause 4(3) and notified by the Company to the Registrar pursuant to Regulation 95.
- (3) The Company may by Resolution of Shareholders or by Resolution of Directors change the location of its registered office or change its registered agent.

5. **Date of Incorporation**

The Company was incorporated on _____ under the RAK ICC Business Companies Regulations [2018] as a company limited by shares.

6. **Capacity and Powers**

- (1) The business and activities of the Company are limited to those which it is not prohibited from engaging in under the Regulations or other law applicable to it, irrespective of corporate benefit—
- (a) full capacity to carry on or undertake any business or activity, do any act or enter into any transaction; and
- (b) for the purposes of paragraph (a), full rights, powers and privileges.
- (c) as its activities are as below:

Activity Name	Activity Description
General Trading	business of oil and gas, petroleum products, oilfield services and energy services, marine logistics, onshore, offshore services, oil tools,...

- (2) For the purposes of Regulation 9(2) (*Memorandum*), there are no limitations on the business that the Company may carry on.

7. **Number and Classes of Shares**

The authorised share capital of the company is AED 50,000.00 of 50,000.000 shares of AED 1.00 par value each. The issued share capital of the company is 50,000.000 shares of AED 1.00 each.

8. **Amendment of Memorandum and Articles**

Subject to Article 4, the Company may amend this Memorandum or the Articles by a Resolution of Shareholders *signed by each member of the Company* or by a Resolution of Directors, save that no amendment may be made by a Resolution of Directors—

- (a) to restrict the rights or powers of the Shareholders to amend this Memorandum or the Articles;
- (b) to change the percentage of Shareholders required to pass a Resolution of Shareholders to amend this Memorandum or the Articles;

- (c) in circumstances where this Memorandum or the Articles cannot be amended by the Shareholders; or
- (d) to Articles 3, 4 or 5 or this Clause 8.

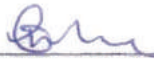
9. **Effect of Memorandum and Articles**

Subject to the provisions of the Regulations, this Memorandum and the Articles shall, upon registration by the Registrar, bind all Shareholders and the Company to observe all provisions contained herein and therein.

I/We, for the purpose of incorporating the Company under the RAK ICC Business Companies Regulations [2018] hereby sign this Memorandum of Association the ____ day of _____, 20__.



Shareholder



Shareholder

Signed in the presence of: _____



ONE IBC FZE

acting by _____

being a person who is authorised to sign on behalf of

ONE IBC FZE

