

CHARTER FOR THE ASSOCIATION OF THE PETROLEUM INDUSTRY OF KURDISTAN (“APIKUR”)

APIKUR is a Company Limited by Guarantee established under English law for international upstream oil and gas companies that have a direct or indirect interest in one or more upstream oil or gas contracts (Petroleum Sharing Contracts (“PSCs”)) or similar contracts in the Kurdistan Region of Iraq (“KRI”).

I OBJECTIVE AND PURPOSE

APIKUR’s objective and purpose (“Objects”) is to:

- i. promote the KRI as an attractive destination for international oil and gas companies, service providers and investors;
- ii. advocate for and represent the common interests of its Members;
- iii. function as a joint and effective voice for its Members towards all relevant stakeholders whether in the KRI, or elsewhere; and
- iv. provide a forum for the Members to share relevant industry information and best practices relating, inter alia, to operations, health, safety, security, and environment, legal compliance, and corporate social responsibility.

II INCORPORATION

APIKUR is a Company Limited by Guarantee established under English law. The Company does not have any shares or shareholders and it is owned by its Members.

III GOVERNANCE

APIKUR shall be governed by its articles of association (“Articles”). The governing bodies are the General Meeting and the Board of Directors (“Board”).

The General Meeting

Each Member may nominate its chief executive or a senior executive to represent it with one seat and one vote at a General Meeting. The General Meeting shall seek to execute APIKUR’s Objects by, for example, aligning common interest, practices, and stakeholder communications. Furthermore, the General Meeting shall appoint members to the Board, and it may resolve to amend the Articles, or liquidate the Company.

The Board of Directors

The Board shall consist of up to five directors, each being a director or senior executive of one the Members. Each Member is entitled to appoint one member to the Board until such time as the Company exceeds that of five Members at which point members of the Board will be elected at a General Meeting. The Board shall manage the business of APIKUR and has the power to, for example, borrow or raise money, and decide upon and adopt the annual work program and annual budget.

The Secretary General

The Board may appoint a Secretary General that shall have knowledge of, and experience from, the international oil and gas industry. The Secretary General shall administer APIKUR on a day-to-day basis and shall be the public face and spokesperson of APIKUR, as well as its representative in communications with its Members and external stakeholders, subject always to the instructions from the Board.

IV LOCATION OF MEETINGS

General Meetings and Board meetings may be conducted virtually or in person at a location inside or outside the KRI. Meetings may also be held by circulating minutes of meeting to be signed by at least 75% of the Members’ representatives or the members of the Board.

V MEMBERSHIP CRITERIA

Oil and gas companies in the KRI that satisfy the following conditions are eligible to apply for membership:

- i. companies that hold – directly or through a joint venture – a participating interest or interests in one or more upstream oil or gas contracts in the KRI; and
- ii. where the ultimate parent company of the Member is majority-owned and controlled by a non-Iraqi and non-Kurdish entity or entities.

VI FUNDING OBLIGATIONS

Members shall pay an annual subscription fee. The Board may also require from time to time that the Members contribute with funds to APIKUR to carry out the approved annual work program and annual budget. The income and property of the Company shall be applied solely for the purpose of promoting APIKUR’s Objects.

VII MISCELLANEOUS

The Members are obligated to act in good faith and to serve the common interests of APIKUR and shall under no circumstances undermine APIKUR and its Objects. Non-compliance of these obligations may result in the cessation of the Member from the Company.

If there is any conflict between this document and the Articles, the Articles shall prevail.