

Note: All tenders and quotations are done via our eProcurement system.

The information given below is an extract of the scope of work. **To access/open the full set of tender documentation, you must be registered on CSD.**

If you have a MAAA CSD registration number and receiving email notifications from PetroSA Procurement you are already registered, please login as indicated below:

Username: MAAA...
User Code: MAAA...
Password: newuser

Contact the call center on **012 663 8815** or email: **support@intenda.net** if you are having problems with your login.

If **you do not have a MAAA** CSD registration number, please click on “**Not Registered Yet**” and register. Click on the link below to download a “how to” guide to assist you.

<http://www.procurement.petrosa.com/Downloads/Documents/SupplierSelfRegistration.pdf>

CTT0000025135

PetroSA GHANA LIMITED– BVI REGISTERED AGENT

SCOPE OF WORK

1. SERVICES

1. INTRODUCTION

PetroSA Ghana is a wholly-owned subsidiary of The Petroleum Oil and Gas Corporation of South Africa SOC Limited (“PetroSA”). PetroSA is the National Oil Company of the Republic of South Africa and the ultimate ownership of PetroSA Ghana vests with the Government of the Republic of South Africa. PetroSA Ghana is incorporated in the British Virgin Islands as a business company (registration no 1403421) and is managed and controlled at the address listed on this agreement.

PetroSA Ghana has an interest in the following three assets / acreage in offshore Ghana:

- ◆ The Deepwater Tano Block
- ◆ The West Cape Three Points Block
- ◆ The producing Jubilee Field

PetroSA Ghana is registered as an external company in the Republic of Ghana in terms of Section 303 of the Ghanaian Companies Code, 1963. PetroSA Ghana is seeking a Consultant (Registered Agent) to provide the services associated with that of a Registered Agent (as defined in The BVI Business Companies Act, 2004 as amended – “the Act”) in the British Virgin Islands, as described in the Scope of Work below.

PetroSA Ghana is currently finalising pre-emption transactions with Kosmos Energy Ghana and Jubilee Oil Holdings Limited registered in the Cayman Islands. A Registered Office and Registered Agent in the Cayman Island is a further requirement, therefore a Registered Agent in the BVI with operations in the Cayman Island will be preferred, and otherwise a Consultant (Registered Office and Registered Agent) is required.

2. SCOPE OF WORK

Assume responsibility for providing Registered Agent and registered office services to PetroSA Ghana. PetroSA Ghana requires the services as reflected in Table 1 and 2 below. The broad Corporate Administration Services to PetroSA Ghana are described in Table 1 below. The services required for Specific and Miscellaneous Services are described in Table 2 below.

Table 1: Corporate Administration Services

Service Description	Service Details
Registered Office and Registered Agent	<ol style="list-style-type: none"> 1. The provision of Registered Agent and registered office for PetroSA Ghana and attending to necessary filing requirements with the Registry in the Territory. 2. The original Registers of directors and members of PetroSA Ghana will be kept with PetroSA Ghana at 151 Frans Conradie Drive, Parow, Republic of South Africa 7500. The Consultant will keep copies of these Registers. 3. The Consultant shall keep the Memorandum and Articles of the company and a copy will be sent to PetroSA Ghana Limited registered address at 151 Frans Conradie Drive, Parow, Republic of South Africa 7500. 4. The Consultant shall keep copies of all notices and other documents filed by PetroSA Ghana Limited with The Registry in the previous ten years. 5. Handling the general day-to-day statutory requirements of PetroSA Ghana Limited including dealing with correspondence, e-mails, faxes and telephone calls and attendances on the Registry. <p style="text-align: center;"><u>EXCLUDED SERVICES</u></p> <ul style="list-style-type: none"> • Provision of Corporate Secretary • End to end board processes and administration • Keeping/maintenance of minute books • Keeping/maintenance of corporate records/financial records • Nominee director and nominee shareholder services

Table 2: Specific and Miscellaneous Services

Service Description
Issue by Registered Agent: <ul style="list-style-type: none"> • Certificate of Incumbency • Registered Agent Certificate • COI/RA Certificate Special Format
Certification by Registry: <ul style="list-style-type: none"> • Certificate of Good Standing • Certified copy: Certificate of Incorporation • Certified copy: M&As • Tax Exemption Certificate
Certification by Registered Agent: <ul style="list-style-type: none"> • First document • Each additional document • Certificate of Incorporation • M&A • - Register of Members/Directors/Charges
Notarisation/Apostille/Legalisation: <ul style="list-style-type: none"> • Notarisation • Apostille • Notarisation & Apostille • Arrange overseas legalisation
Amendment to the M&A: <ul style="list-style-type: none"> • New M&As are not adopted • New M&As are adopted • With increase of shares
Attending to Change of Name: <ul style="list-style-type: none"> • Reservation of name, certificate of new name and filings • Drafting of resolution and related documents
Register of Members: <ul style="list-style-type: none"> • Drafting of subscription sheet/transfer form • Update register – per entry • Share certificate – per certificate • Filing of register with Registry
Register of Directors: <ul style="list-style-type: none"> • Drafting of appointment/resignation letter • Update register – per entry • Filing of register with Registry
Register of Charges: <ul style="list-style-type: none"> • Filing of Notices with Registry regarding company property affected by charges (whether registering as new or ceasing to exist) • Attendances on the Registry in respect of filing (per attendance)
Conduct public search at registry

AGF late payment:
<ul style="list-style-type: none"> • AGF of \$1,100
Reinstatement
<ul style="list-style-type: none"> • Reinstatement: struck less than 6 months • Reinstatement: struck for more than 6 months • Reinstatement: struck for more than 5 years
90 day name reservation
Intended strike-off/Resignation as Agent
Transfer Out/Change of Registered Agent*

Should services be required that are not reflected in the above Tables, the Service Provider will be requested to render that service at the cost of its normal published rate and if not provided in a published rate at a fee to be agreed upon in writing between PetroSA Ghana Limited and the Service Provider prior to the delivery of the service.

3. ENQUIRIES

Any enquiries regarding this tender should be addressed to **Caroline Widmer** in the Tender Office at telephone no. **+27 21 929 3006**, or e-mail address caroline.widmer@petrosa.co.za.