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PREAMBLE

WHEREAS the Iraqi Republic has entered a new era after the adoption of the Constitution In 2005;

WHEREAS, ARTICLE 111 of the said Constitution declares Oil and Gas as the property of the whole nation in all Its Provinces and Governorates;

WHEREAS, ARTICLES 110, 112, 114 and 115 seen in the light of ARTICLE 111 broadly define the authorities and responsibilities of the Federal and Provincial authorities within the Petroleum sector;

WHEREAS, the Iraqi Republic is endowed with rich Oil and Gas resources, a great portion of which is already discovered and ready for Development whilst more Petroleum resources are yet to be discovered;

WHEREAS, Iraq's Production capacity during the last decades has been low and at great disparity with its exceptionally rich Oil and Gas resources;

WHEREAS, the Iraqi nation finds Itself at the crossroad to a new and more prosperous future which will require quick and substantial funding of reconstruction and modernization projects;

WHEREAS revenues from oil and Gas represent the most important basis for redeveloping the country in general and the Iraqi economy In particular on sustainable and robust basis in a planned and coordinated manner that takes into consideration the objectives of the Constitution Including the unity of the Iraqi Republic, the exhaustible nature of Petroleum resources, the need for preserving the environment;

To help the Iraqi Ministry Of Oil focus on its main duties of creating policies, planning, and supervision, while achieving the necessary upgrading to enhance operational quality, the oil activates operated solely by the Ministry of Oil have to be transferred to technical and commercial entities and institutions including an independent national Iraqi oil company, and the Iraqi provinces and regions should be given more authorities.

WHEREAS. the rehabilitation and further development of the petroleum Industry will be enhanced by the participation of international and national investors of recognized technical, managerial and operational skills as welt as robust capital resources to help upgrade and develop national expertise and efficiency in the petroleum sector;

WHEREAS, the national private Industry directly and indirectly related to the Petroleum sector are in need of proactive encouragement and support to play a prominent role in the development of the sector;

WHEREAS, the positive interplay between the Federal and Provincial authorities requires appropriate legislative and institutional framework conditions to ensure efficient co-ordination;

WHEREAS, the introduction of a variety of national and international players in the development of the Petroleum sector calls for clear legislative, institutional and operational framework conditions to ensure co-ordination and efficiency between the Iraqi authorities and the commercial players as well as among these players;

WHEREAS, the development of the petroleum sector must be closely coordinated and harmonized with the development of the society and the national economy in a manner that maintains sustainable development for the economy and the environment and in the long term decreases dependence on Oil and Gas revenues;

WHEREAS, the terms and conditions regulating the Petroleum sector are of great importance to the whole nation as well as to all Investors in the sector, there is a need for a clear, fair, transparent and efficient system of governance that inspires confidence, efficiency and co-operation among all participants in the petroleum sector be that on the authorities side (Federal, Provincial or Governate level) or among the national and International actors;

THEREFORE

CHAPTER I
FUNDAMENTAL PROVISIONS

ARTICLE 1
OWNERSHIP OF PETROLEUM RESOURCES

Ownership of oil and natural gas is vested in the entire Iraqi Federal Oil and Gas Council in all provinces and regions.

ARTICLE 2
SCOPE OF APPLICATION

A- This law applies to Petroleum Operations in all the territory of the Republic of Iraq, including the soil and subsoil on land, as well as inland waters and territorial waters.
B- The scope of this Law excludes the refining of Petroleum, its industrial utilization as well as the distribution and the marketing of Petroleum Products.

ARTICLE 3
PURPOSE

A- This law establishes the regime for the management of Petroleum Operations in the Republic of Iraq, taking into account the existing International agreements between the Republic of Iraq and other countries on crude oil transportation.
B- The law aims to build upon existing co-operation between the relevant Ministries in the Federal Government administration, in addition to building a base for coordination and discussions among the federal, regional, and provincial oil producing authorities.

ARTICLE 4
Definitions

For the purposes of this law, the following terms and expressions shall have the meaning indicated as follows, unless the context in which used requires a different meaning:

- 1- "Discovery": the first Petroleum encountered in a Reservoir by drilling that is recoverable at the surface by conventional petroleum industry methods;
- 2- "Commercial Discovery": a discovery which has been deemed to be commercial for Development purposes by the holder of Exploration and Production right;
- 3- region: Kurdistan region or any other regions created in Iraq after issuing this law according to the Iraqi constitution
- 4- "Good Oilfield Practices" All those practices related to petroleum operations that are generally accepted by the international petroleum industry as good, safe, environmentally friendly, economic and efficient in exploring for and producing Petroleum
- 5- "Good Pipeline Practices" - all those practices related to transportation by pipelines including the design, construction, commissioning, maintenance, operation and decommissioning of pipelines that are generally accepted in the international petroleum industry as good, safe, environmentally friendly, economic and efficient in transporting Petroleum:

- 6- "Production" - the extraction and disposal of Petroleum;
- 7- "Petroleum" - all Crude Oil or Natural Gas, or other hydrocarbons produced or capable of being produced from Crude Oil, Natural Gas, oil rocks or tar sands;
- 8- "Development": the activities carried out by the holder of Exploration and Production right based on either the Field Development Plan or the Main Pipeline Development Plan, which aim at Production and transportation of Petroleum;
- 9- "Exploration": the search for Petroleum by geological, geophysical and other means including drilling of Exploration and appraisal wells;
- 10 -"Field" - An area consisting of a single Reservoir or multiple Reservoirs all grouped on, or related to, the same individual geological structural feature or stratigraphic condition. The field name refers to the surface area, although it may refer to both the surface and the underground productive formations.
- 11- "Field Pipeline" - a pipeline, including valve stations, pump stations, compressor stations and associated installations, collecting crude oil or natural gas from a field or a group of fields and delivering it to a transfer point for further transportation;
- 12- Pipeline: an entity that consists of a linear pipeline accompanied with other components on the ground level including stations of pumping, valves, compression, and other accompanied accessories for gauging, supervision, telecommunications, remote control, for the purposes of transporting crude oil and natural gas from the transfer point to the delivery point.
- 13- "Main Pipeline" - The principal pipeline, including valve stations, pump stations, compressor stations and associated installations built by the transporter, for the transportation of crude oil or natural gas from one or several fields or sources inside or outside Iraq;
- 14- "Field Development Plan" - a scheduled programme and cost estimate specifying the appraisal and development activities required to develop and produce petroleum from a specific field or group of fields by the holder of an exploration and production contract, prepared in accordance with this law and the relevant provisions in the Regulations for Petroleum Operations and the Exploration and Production Contract covering that contract Area;
- 15- "Main Pipeline Development Plan" - A scheme and cost estimate specifying all activities to be carried out by the transporter for the transportation of petroleum by pipeline inside Iraq and across the territory of neighbouring States, prepared in accordance with this Law, the relevant provisions in the regulations for Petroleum Operations and the Exploration and Production Contract covering that Contract Area and any relevant bilateral agreements.
- 16- "Decommissioning Plan": a scheme for the closure of Petroleum Operations and restoration of the operating environment including the removal and disposal of all installations;
- 17- "Iraqi Person"- Any citizen with Iraqi nationality or any company or institution with legal personality established and registered pursuant to Iraqi legislation, with its headquarters in Iraq and having at least 50% of its share capital held by national citizens or by Iraqi public or private companies or institutions;
- 18- "Foreign Person" Any non-Iraqi citizen or any company or institution with legal personality established and registered pursuant to Iraqi legislation, and , having less than 50% of its share capital held by national citizens or by Iraqi public or private companies or institutions;
- 19- "Petroleum Operations" - all or any of the activities related to Exploration, Development, Production, separation and treatment, storage, transportation and sale or delivery of Petroleum at the Delivery Point, Export Point or to the agreed Supply

- Point inside or outside Iraq. And includes Natural Gas treatment operations and the closure of all concluded activities;
- 20- "Natural Gas" - all hydrocarbons which are in a gaseous state at atmospheric conditions of temperature and pressure, that might be associated or not with liquid hydrocarbons, as well as the residue gas remaining after the extraction of liquid hydrocarbons from the reservoir;
- 21- "Associated Natural Gas": Natural Gas which under reservoir conditions is either in solution with liquid hydrocarbons or as gas-cap gas which overlies and is in contact with Crude Oil;
- 22- "Non-associated Natural Gas" - The free Natural Gas other than Associated Natural Gas;
- 23- "Operator" - the entity designated by the Government, in consultation with the holder of Exploration and Production right, to conduct Petroleum Operations on behalf of the latter;
- 24- Producing province: any Iraqi province that produces crude oil and natural gas continually on rates more than 150 thousand barrels a day.
- 25- "Reservoir" - a separate accumulation of Petroleum in a geological unit limited by rock characteristics, structural or stratigraphic boundaries, contact surfaces between Petroleum and water in the formation. Or a combination of these, so that Petroleum Production from any portion of the accumulation will affect the pressure in the accumulation as a whole;
- 26- "Contract Area": the area within which the holder of an Exploration and Production right is authorized to explore for, develop and produce Petroleum;
- 27- "development and Production Area": a part of the Contract Area which following a Commercial Discovery has been delineated according to the terms and conditions of the Exploration and Production Contract;
- 28- "Crude Oil" - all hydrocarbons, regardless of specific gravity, which are produced and saved from the Field in liquid state at atmospheric pressure and temperature, including asphalt, tar and the liquid hydrocarbons known as distillates or condensates obtained from Natural Gas within the Contract Area;
- 29- "Transporter" - the entity designated by the Council of Ministers to receive Crude Oil or Natural Gas from the holder of Exploration and Production right at the Transfer Point and deliver Crude Oil for export or Natural Gas to the holder of Exploration and Production right at the Delivery Point.
- 30- "Production Measurement Point" - the place(s) at which volumes and qualities of Crude Oil or Natural Gas to be transferred at the Transfer Point are measured;
- 31- "Transfer Point" - the inlet flange(s) of the outgoing Pipelines from the Production Measurement Point, where the Transporter shall receive Crude Oil or Natural Gas from the holder of Exploration and Production right;
- 32- "Delivery Point" - the point(s) of the loading facility at which Crude Oil reaches the inlet flange of the receiving tank-ship or such other point inside or outside Iraq, as agreed to under the Exploration and Production Contract. In the case of Gas it is the flange of the inlet to the receiving installation for Natural Gas;
- 33- "Supply Point" - the place at which Crude Oil or Natural Gas is transferred from a Main Pipeline or a Field Pipeline to a different type of transport, processing or use;
- 34- "The Ministry" - is the Ministry of Oil in the Republic of Iraq and other companies and organizations specifically authorized by it;
- 35- Specialized institute: Ministry of Oil, National Iraqi Oil Company, or regional institute
- 36- Regional institute: specialized ministry in the regional government.

- 37- Federal Oil and Gas Council: The council formed by article 5 c of this law
38- The Bureau of Independent Experts: The Bureau hired by the Federal Oil and Gas Council in accordance to this law.

CHAPTER II: MANAGEMENT OF PETROLEUM RESOURCES

ARTICLE 5: COMPETENCE OF AUTHORITIES

A. The Council of Representatives

First: shall enact all Federal legislation on crude oil and natural gas;
Second: council of representatives shall approve all international petroleum treaties that Iraq signs with other countries that are related to petroleum operations

B. Council of Ministers

First: The council of ministers shall be responsible for recommending proposed legislations on the development of the country's Petroleum resources for introduction into the National Assembly.

Second: The Council of Ministers is the competent authority to formulate Federal Petroleum policy and supervise its implementation. It also administers the overall Petroleum Operations including the formulation of Federal policy on all matters within the scope of this law including i.e. Exploration, Production, Transportation, Marketing, the proposal of Petroleum -legislation, and the approval of such regulations as may be necessary from time to time on the said matters.

Third: In carrying out the above functions, the Council of Ministers shall ensure that the Ministry adopts appropriate and effective mechanisms for consultation and co-ordination with the regional and producing provinces authorities in accordance to the constitution.

C. Federal Oil and Gas Council

First: To assist the Council of Ministers in creating Petroleum policies and related plans, arranged by the ministry in coordination with the producing provinces and regions, and to put important legislations for exploration and production based on ARTICLE 9 of this law the ministers council creates an entity to be named “the Federal Oil and Gas Council”. The Prime Minister or his/her representative shall be the president of this council, and the council should include:

- 1- Federal Government’s Ministers from the ministries of oil, treasury, planning, and cooperative development.
 - 2- The director of the Iraqi central bank
 - 3- A regional government minister representing each region.
 - 4- A representative from each producing province not included in a region
 - 5- Executive managers of from important related petroleum companies including the national Iraqi oil company and the oil marketing company
 - 6- Three or less experts specialized in petroleum, finance, and economy to be hired for a period not exceeding 5 years based on a resolution from the council of ministers.
- The Council shall represent all the different basic components of the Iraqi people.
Second: the Federal Oil and Gas Council holds the responsibility of putting federal petroleum policies, exploration plans, fields’ development and main pipelines plans

inside Iraq, and this council has the authority to approve any major changes in such plans and policies.

Third: the Federal Oil and Gas Council reviews and changes the exploration and production contracts that give the rights of petroleum operations according to ARTICLE 10 of this law inside Iraq.

Fourth: the Federal Oil and Gas Council approves and changes the types of exploration and production contracts prepared in accordance to the standards mentioned in this law, and chooses the appropriate contract type for the field nature or exploration area in a way that guarantees the maximum benefits for the Iraqi people.

Fifth: the Federal Oil and Gas Council creates the special instructions for negotiations pertaining to granting rights or signing development and production contracts, and setting qualification criteria for companies.

Sixth: To assist the Federal Oil and Gas Council in reviewing exploration and production contracts and petroleum fields' development plans, the council rely on the assistant of a bureau called the "independent consultants' bureau" that includes crude oil and natural gas experts, both Iraqis foreigners, this council decides their number, and they should be qualified and have a good reputation and long practical experience in exploration and production operation and in petroleum contracts, and they should be chosen by consensus of the council and contracted for a renewable one year contract. The independent consultants' bureau gives its recommendations and advice to the Federal Oil and Gas Council in issues related to rights contracts, fields' development plans, and any other related issues requested by the Federal Oil and Gas Council.

Seventh: the Federal Oil and Gas Council is the competent authority to review and approve the transfer of rights among holders of Exploration and Production right and associated amendment of contracts provided this does not adversely affect the national content including the percentage of national participation.

Eighth: the Federal Oil and Gas Council is responsible for ensuring that Petroleum resources are discovered, developed, and produced in an optimal manner and in the best interest of the people in accordance with legislation, regulations and contractual conditions as well as recognised international standards.

Ninth: Members of the Federal Oil and Gas Council can suggest policies and law drafts to the Federal Oil and Gas Council.

Tenth: The Federal Oil and Gas Council have the right to create any entities important for implementing its duties

Eleventh: The Federal Oil and Gas Council have the right to create its bylaws, and the council shall adopt its decision concerning creating petroleum policies, plans, contracts' models, and contracting and negotiations' instructions based on a 2/3 majority of the members in attendance.

D. Ministry of Oil

First: The Ministry is the competent authority for proposing Federal policy, laws and plans.

Second: The Ministry creates legislation as well as issuing regulations and guidelines to implement the feral plans.

Third: The Ministry undertakes the necessary monitoring, supervisory, regulatory and administrative actions required to ensure the proper, coordinated, and unified implementation all over Iraq.

Fourth: On the basis of policies, regulations, guidelines and requirements under ARTICLE 5/D/First and 5/D/Second above, and in accordance with the overall economic and social policies of the Federal Government, the Ministry shall in consultation with the petroleum producing provinces and regional authorities draw up Federal policies and plans on Exploration, Development and Production on an annual or as needed basis. Such policies and plans shall address both the short term as well as the long term requirements. The geographical distribution and timing of actions and projects shall comprise proposals from the Provinces and Governorates in accordance to Appendices 1, 2, 3 and 4. The suggestions for petroleum policies and related plans are to be submitted to the Federal Oil and Gas Council to be reviewed and approved.

Fifth: The Ministry is the competent authority to represent the Iraqi Republic in regional and international forums.

Sixth: The Ministry is empowered to negotiate international and bilateral agreements related to Oil and Gas with other countries and organizations subject to approval in accordance with the Constitution.

Seventh: The ministry is responsible of monitoring petroleum operations to ensure adherence with the laws, regulations, and contracting terms. In addition to its administrative and technical monitoring duties, the ministry shall carry out verification of costs and expenditures incurred by the holders of rights to ensure correct and justified cost recoveries for the purpose of determining revenues accruing to government. The ministry shall through inspection, technical audits and other appropriate actions verify conformance with legislation, regulations, contractual terms and internationally recognised practices. The ministry must coordinate with regions' governments and producing provinces to create specialized entities that carry out the ministry's responsibilities.

Eighth: The Ministry has the right to execute contracts related to Oil and gas supply services other than Exploration and Production Contracts and in other applicable legislation.

E. Iraqi National Oil Company

First: The Iraqi National Oil Company (INOC), in accordance with ARTICLE 6 of this law, can participate in exploration and production operations inside Iraq on behalf of the Iraqi government. INOC is obligated to sell its share of crude oil to the Oil Marketing Company based on the delivery price that covers the cost in addition to a reasonable profit that would facilitate the company's development in exploration and production.

Second: The tasks and scope of operation of INOC shall include carrying out Oil and Gas Exploration, Development, Production, Transportation, Storage, Marketing and sales down to the Delivery Point in accordance with the rights and obligations under this Jaw including the necessary contracts, permits and approvals applicable to all other holders of rights.

Third: INOC shall have the right to participate as a commercial partner in international projects related to the transportation, marketing and sale of Oil and Gas. It may also participate in Exploration and Production contracts outside the Republic of Iraq subject to approval by the Council of Ministers.

Fourth: INOC shall form fully owned Subsidiary companies in selected areas in Iraq based on the location of fields, size of petroleum reserves, production capacity and cost benefit analysis, or based on rearrangements and task management of existing

companies based on its work capacity leading to better efficiency based on appropriate bylaws and procedures to be issued for the purpose.

Fifth: INOC shall have the right to establish in association with others affiliated companies or acquire shares in existing companies inside the Republic of Iraq. INOC may also undertake the same outside the Republic of Iraq subject to the approval of the Council of ministers.

Sixth: INOG shall have the right to acquire tangible and intangible assets belonging to natural or legal entities for the purpose of achieving its objectives and in accordance with the law.

F. Provincial Authorities

The provincial authorities shall have the following competencies:

First: The Province authorities shall undertake the necessary preparations in order to propose to the Federal authorities activities and plans on behalf of the Province to be included in the Federal plans for Petroleum Operations. It shall further assist the Federal authorities in discussions leading to the finalisation of the Federal plan as required.

Second: Participate in the licensing process regarding activities within its respective province related to exploration and production of discovered but undeveloped fields mentioned in appendix number 3 according to mechanisms motioned in ARTICLE 9 with the participation of a representative from the Ministry and based on contracting types prepared by the Federal Oil and Gas Council and in accordance to regulations issued by Federal Oil and Gas Council with qualified international oil companies adherent to the bases put by the Federal Oil and Gas Council.

Third: Be represented in discussions carried out by the Oil and Gas Commission In accordance with ARTICLE 5 of this law.

Fourth: Collaborate with the Ministry to undertake the monitoring and supervision of Petroleum Operations to ensure adherence to legislation, regulations, guidelines and the specific terms of the relevant Exploration and Production Contracts. Such functions shall be carried out in close coordination and harmonisation with the Ministry to ensure uniform and consistent implementation throughout the Republic of Iraq.

ARTICLE 6

Iraqi National Oil Company

A- The Iraqi National Oil Company (INOC) a holding company fully owned by the Iraqi Government and based in Baghdad. INOC is financially and administratively independent and is based on commercial bases.

B- Its scope of operations shall include:

First: Managing and operating existing producing fields mentioned in appendix 1, and both the North Oil Company and the South Oil Company are linked to it.

Second: Participation in the Development and Production of discovered and yet not developed fields mentioned in appendix 2.

Third: Carrying out for Exploration and Production operations in new areas outside its respective areas in adherent to this law through applying for Exploration and Production rights in the new areas based on competition.

Fourth: INOC shall also own, manage and operate the Main oil and Gas Pipeline network and the export ports in the Republic of Iraq and enter into contracts with

existing and future shippers of oil and Gas in accordance with this law. The company continues its responsibilities in operating the Main oil and Gas Pipeline network and the export ports in Iraq during a transitional period not exceeding two years until rearranging the ministry of oil companies. Then, the Federal oil and gas Council decides the entity responsible of operating the Main oil and Gas Pipeline network and the export ports in Iraq based on a proposal submitted by the ministry after coordinating with the INOC in adherent to this law and after the approval of the ministers council.

Fifth: To ensure and develop the coordination and collaboration with regions and producing provinces, the INOC establishes subsidiary companies which it owns in total and which will control the petroleum operations in the regions and producing provinces; these subsidiary companies will be represented on the INOC board and will be paid for the cost they incur in addition to a specific reasonable profit in order that they can develop and enhance their operations

Sixth: The board of the INOC oversees the INOC and its subsidiary companies; in accordance to the INOC law, the board includes members from the federal government, the regions, and the producing provinces

Operation 7 Ministry of Oil

A- The ministry, according to law, must create the important institutional and methodology changes to cope with its new responsibilities and duties. In particular, the ministry has to create a new department as soon as possible specialized in planning, developing, and following up the process of obtaining rights. This new department must consist of members of the ministry trained and specialized in operating bids and auctions and conduct professional negotiations with oil companies to sign contracts of exploration and production rights in adherent to the ministry's authorities and in accordance to ARTICLE number 9 of this law. In addition, this department must include in each and every negotiations representatives from the related producing provinces. It is permissible that the negotiation and rights teams include expert advisers with a distinguished international reputation and experience.

B- The law of rearrangement the ministry of oil must include the suggested mechanisms that will be the basis of re-structuring the relationship between the ministry and other related companies and regulating entities in a way that guarantees a full separation between on the one hand the production companies and oil services and on the other hand the regulatory, monitory, supervisory, departments in the ministry. In addition, the production departments must be separated yet integrated from the services departments in a way that guarantees increasing productivity and maximizing profits.

ARTICLE 8 Fields development and oil and gas exploration

A- Regarding the priorities aimed at restoring and increasing production related to existing fields, the INOC is the operator and is authorized to directly sign services contracts or administrative contracts with appropriate oil or services companies, in case this was needed to accelerate reaching to the goals stated in the ARTICLE.

B- The ministry, and after coordinating with regions and producing provinces, and in adherence to ARTICLE 9 of this law, is to propose to the Federal oil and gas Council the best methods to develop the discovered but yet not developed fields.

C- The ministry prepares model exploration and production contracts to be approved by the Federal Oil and Gas Council and to be appended to this law. These model contracts must guarantee the best levels of coordination between the oil ministry, INOC, and the regions each according to their specific responsibility in relation to both this law and the international oil companies.

D- The utmost efforts must be put into insuring speedy and efficient development of the fields discovered but partially or entirely not yet developed when this law is enacted, and it is permissible to develop these fields in collaboration with reputable oil companies that have the efficient financial, administrative, technical, operational capabilities according to the contracting terms and the regulations issued by the Federal Oil and Gas Council.

E- The Federal oil and gas Council, the oil ministry, INOC, and the regional entities have to carry out an exploratory program in Iraq to assess the oil and gas assets, compensate production, and add new reserves.

F- The ministry must provide the federal oil and gas council with a comprehensive proposal for oil and gas exploration throughout the Republic of Iraq in coordination with the regions and the producing provinces, sorting out the areas according to their oil and gas potentials, implemented within a short time table in order to guarantee increasing reserves and continuing and developing production

ARTICLE 9 GRANT OF RIGHTS

A- The rights for conducting Petroleum Operations shall be granted on the basis of an Exploration and Production contract between the Ministry or the regional entity and an Iraqi or Foreign Person, natural or legal, which has demonstrated to the Ministry or to the regional entity the technical competence and financial capability that are adequate for the efficient conduct of Petroleum Operations according to what the Federal oil and gas Council and mentioned in ARTICLE 5/C/Fifth, and in accordance to the mechanisms of negotiations and contracting mentioned in ARTICLE 10 of this law.

B- The licensing process shall be based on transparent and accountable tendering and shall take into account recognised practices by the international petroleum industry. It shall adhere to the following principles and procedures:

First: Competitive licensing rounds based on clearly defined terms and terms of application as well as the criteria to be used in the selection of successful candidates.

Second: The contractual terms offered to applicants shall be specified in model contracts accompanying the letter of invitation.

Third: The form and terms of the model contract shall take account of the specific characteristics and requirements of the individual area, field or prospect being offered, including whether the resources are discovered or not, the risks and potential rewards associated with the investments under consideration, and the technological and operational challenges presented.

Fourth: All model contracts shall be formulated to honour the following objectives and criteria:

- 1- National control,
- 2- Ownership of the resources,
- 3- Optimum economic rent to the country,
- 4- An appropriate return on investment to the Investor,

5- Reasonable incentives to the investor for ensuring solutions which are optimal to the country in the long-term related to:

- a- Improved and enhanced recovery,
- b- Technology transfer.
- c- Training and development of Iraqi personnel,
- d- Optimal utilisation of the Infrastructure,
- e- Environmentally friendly solutions and plans.

Fifth: The Model Contracts may be based upon Service Contract, exploration risk contract, or exploration and production contract provided they are adapted to best meet the objectives and criteria under 9/b above which serve the best interest of the Republic of Iraq.

Sixth: Only pre-qualified companies by the ministry or the regional entity shall be considered in any licensing round. The criteria for prequalification shall be specified in the Invitation to bidding according to the regulation and instructions put by the Federal oil and gas Council.

Seventh: Evaluation of pre-qualified applicants shall aim at establishing a short list of successful candidates for negotiations.

Eighth: The selection and ranking of successful applicants shall be on the basis of the quality and relevance of the proposed work plan and the anticipated economic rent to the nation.

Ninth: The overall allocation of Exploration and Production rights throughout the Republic of Iraq shall aim at achieving variety among oil companies and operators with different background, expertise, experience and approach so as to enhance efficiency through positive competition, benchmarking of performance and transparency. The possibility of using consortia of selected companies, particularly in large fields, should be considered.

Tenth: Not later than two months after the endorsement of approval of Exploration and Production contracts

C- The granting of rights for the activities referred to in ARTICLE 9/A shall always respect national interests, including but not restricted to those related to defence, navigation, research and development, conservation, health and safety and a high level of environmental protection.

d- The Ministry is to regulate the form and manner in which rights are granted under this ARTICLE in a manner consistent with this law and the regulations of the Federal Oil and Gas Council.

ARTICLE 10

Mechanisms of Negotiations and contracting

A- The Ministry, the INOC, or the regional entity, based on their respective specialties and responsibilities, and after completing initial procedures for granting rights as indicated in ARTICLE 9, there will be an initial signing of exploration and production contracts with the selected contractor

B- The exploration and production contracts mentioned in ARTICLE 10/A must include the following: “the contract is valid unless it the Federal Oil and Gas Council objects, in accordance to this law (number Of 2007). This includes the negotiations and contracting mechanisms, contracting models, and any related future changes in this concern issued by the federal oil and gas council”

C- The initial contract mentioned in ARTICLE 10-B must be submitted to the federal oil and gas council within thirty days from the day of the initial signing or it will be considered cancelled

D- The federal oil and gas council must adhere to the following steps when deciding on the contracts submitted to it by Ministry, INOC, or the regions:

First: Submitting the initial contract mentioned in ARTICLE 10/C, if the Federal Oil and Gas Council finds it advisable, to the independent consultants bureau for analysis who will provide their opinion and assess whether the contract adheres to the model contracts approved by the Federal Oil and Law Council and to its regulations pertaining to exploration and production rights in accordance to ARTICLE 9

Second: In case the initial contract has serious discrepancies as compared to the model contracts and regulations approved by the Federal Oil and Gas Council, the Federal Oil and Gas Council will make a decision on the contract based on the recommendations of the independent consultants bureau; the decision requires a 2/3 majority of the members in attendance.

Third: The Ministry, INOC, or the regional entity must be informed of the rejections of the initial contract in accordance to the legal reasons within (60) sixty days of receipt of the initial contract by the Federal oil and gas Council, and the contract is to be considered approved in case no decision was made by the Federal Oil and Gas Council within the mentioned period. In case the Federal Oil and Gas Council could not hold a meeting within 60 days of receiving the initial contract due to extraordinary reasons, the council must take a decision regarding the contract within the second (45) forty five days using all the possible means, and the contract will be considered approved in case no decision was made by the Federal Oil and Gas Council within the mentioned period.

C- The Ministry, INOC, or the regional entity must fix the reasons behind the rejection of the Federal Oil and Gas Council through changing the initial contract in the necessary way to get approved and submit it again according to the regulations mentioned in this ARTICLE.

ARTICLE 11 Petroleum revenue

A- According to the constitution (articles 106, 111, 112, 121 third) regarding the ownership of the oil and gas resources, the distribution of its revenues, and monitoring the federal revenue distribution, the ministers council must submit a federal law draft to the representatives council regulating these matters in adherence to the sections of this article.

B- The oil revenues include all the government revenues from oil and gas, royalties, signing rewards and production rewards of petroleum contracts with foreign or local companies.

C- The revenues mentioned in article 11/A must be deposited in an account called “the oil revenue treasury” specifically for this reason. The Federal Financial Revenues Law shall create the mechanisms of managing this treasury and distributing it in a just way in accordance to the constitution.

D- Another treasury must be created under the name “The Future Treasury”, and a certain ratio of oil revenue must be deposited in this treasury regulated by the law.

ARTICLE 12 PARTICIPATION OF THE STATE

A- The Republic of Iraq shall aim at achieving substantial national participation in the management and Development of its Petroleum resources in adherence to Article 111 of the constitution.

B- The Exploration and Production rights with regard to existing producing fields are hereby given to the INOC. The formal granting of additional Exploration and Production rights to INOC regarding not yet developed Fields shall be affected by the Federal Oil and Gas Council in accordance to article 6 and appendix 2 of this law.

C- The Main Pipeline network inside Iraqi territories is hereby assigned INOC or any specialized companies created by the ministry. The formal procedure for this assignment and necessary approvals shall be affected by the Federal Oil and Gas Council in accordance with article 21 this Law.

D- The Republic of Iraq reserves the right to participate in Petroleum Operations on in any phase of Petroleum Operations on terms and conditions that are established by contract.

E- The Federal Oil and Gas Council is authorised to designate INOC to exercise the Republic of Iraq's participation share in accordance with Article 5/C of this law.

CHAPTER 3 FIELDS EXPLORATION AND DEVELOPMENT ACTIVATES

ARTICLE 13 EXPLORATION AND PRODUCTION CONTRACT

A- An Exploration and Production Contract shall give the holder an exclusive right to conduct Petroleum Exploration and Production in the Contract Area. In addition, the contract shall give the holder the right of transportation in accordance with ARTICLE 21/A of this law.

B- Except if additional time is needed to complete the operations to assess a Discovery, the exclusive Exploration and Production right shall be granted as follows:

1- A First Period shall be a maximum of four years.

2- Subject to having fulfilled all commitments by the holder, the specialized entity may grant a Second Period of two years provided however that a substantial work programme is committed to under this period.

C- A Third Period of Exploration can for special considerations of continuity be granted by the specialized entity provided however that such extension is justified by the quality and substance of the work programme and does not exceed two years.

D- All extensions shall be subject to the provisions concerning the relinquishment of Contract Areas in adherent to the petroleum regulations.

E- In the event of a Discovery, the exclusive Exploration and Production right may be retained by the holder for the purposes of completing the operations initiated within a specified area to assess or determine the commercial value of a Discovery for an additional period of two years or, in the case of a non-associated Natural Gas Discovery, for an additional period not to exceed four years.

F- On the basis of a Field Development Plan prepared and approved in accordance with this law and the relevant contract, INOC and other holders of an Exploration and Production right may retain the exclusive right to develop and produce Petroleum within the limits of a Development and Production Area for a period to be determined by the-Federal Oil and Gas Council-not exceeding 20 years dating from the date of approval of the Field Development Plan, depending on considerations related to

optimal oil recovery and utilisation of existing infrastructure. In cases which for technical and economic considerations warrant longer Production period, the Council of Ministers, on newly negotiated terms, has the authority to grant an extension not exceeding 5 years. The remaining acreage outside the Development and Production Area shall be relinquished at the end of the Exploration and Production right.

G- The appointment of an Operator shall be approved by the specialized entity in accordance to the appointment procedures mentioned in the Initial Contract and based on the terms and conditions issued by the Oil and Gas Council. The operator's must me mentioned in the initial contract.

ARTICLE 14 OBLIGATIONS OF THE HOLDERS OF EXPLORATION AND PRODUCTION RIGHT

A holder of Exploration and Production right is obliged, mutatis mutandis, to:

A- Conduct Petroleum Operations in accordance with the terms of this law, the Regulations for Petroleum Operations as well as other applicable legislation and Good Oil Field Practices;

B- Promptly report any Discovery within the Contract Area to the Ministry;

C- Conduct the necessary delineation and evaluation of the Discovery with a view to determining its commercial potential and keep the Ministry fully informed of progress and results;

D- In the event of a Commercial Discovery, prepare and submit to the specialized entity, in accordance with the Regulations for Petroleum Operations, a Field Development Plan for the Discovery:

E- Prepare and submit a revised Field Development Plan for any material amendment to the original Plan for approval by the specialized entity

F- Implement the Field Development Plan or the revisions thereto once these have been approved by the specialized entity;

G- Submit a Decommissioning Plan to the Ministry, not later than two years before the planned termination of Production;

H- Compensate the Injured parties for any losses or damages resulting from the conduct of the Petroleum Operations as provided by law;

I- When the national Interest so requires, give preference to the Ministry in the acquisition of Petroleum produced in the Contract Area, and access to pipeline transportation, in accordance with terms and conditions to be agreed upon with the Ministry;

J- Provide the greatest possible support for required research and development activities in connection with Petroleum Operations and endeavour to carry out as much of these activities by Iraqi institutions;

K- Collect, organise and maintain in good condition usable data from all phases and on all aspects of Petroleum Operations in accordance with this Law and with Petroleum regulations, and

L- At no cost, supply the Ministry and affiliated companies, with, all data collected and assembled from Petroleum Operations, in accordance with ARTICLE 19 of this Law.

ARTICLE 15 COMPETENCE BUILDING AND LOCAL CONTENT

A- The Republic of Iraq aims at the development of a competent and effective Iraqi private sector capable of substantial participation in Petroleum Operations including the acquisition, alone or together with international companies, of Exploration and Production rights. Such development shall however adhere to the objectives of professional competence in accordance with this law. Towards this end holders of Exploration rights are encouraged to pursue cooperation and association with serious and qualified Iraqi private Initiatives.

B- INOC and other holders of Exploration and Production rights shall give preference to the purchase of Iraqi products and services whenever they are competitive in terms of price, comparable in terms of quality and available on a timely basis in the quantity required.

C- INOC and other holders of Exploration and Production rights shall to the maximum reasonable extent undertake to employ Iraqi citizens having appropriate qualifications and shall undertake to train and prepare potential candidates towards this objective.

D- INOC and other holders of Exploration and Production rights shall maximise to the greatest reasonable extent, training and technology transfer opportunities for Iraqi nationals, at all levels of Petroleum Operations including management.

E- INOC and other holders of Exploration and Production rights are required to diligently seek and develop associations, affiliations, joint ventures and other forms of partnership and or co-operation in order to promote the rapid growth of an Iraqi private sector capable of assisting and enhancing Petroleum Operations to the mutual benefit of the said holders and the nation.

ARTICLE 11 UNITISATION

A- A Petroleum Discovery which is located partly in one Contract Area and partly in another Contract Area shall be developed and operated jointly pursuant to a unitization agreement which shall be submitted for approval by the Federal Oil and Gas Council to be approved. Should the right-holders fail to reach agreement on the modalities of unitisation, the Federal Oil and Gas Council has the right to decide on the terms six months after serving notice to the parties to this effect.

B- A Petroleum Discovery which extends from areas authorized for Production into areas not authorized for Production shall be developed only after consultation with the Federal Oil and Gas Council about the measures necessary to protect the interests of the Republic of Iraq.

C- The Council of Ministers shall adopt the necessary measures to protect the interests of the Republic of Iraq in Petroleum Discoveries extending beyond the borders of the Republic. In such cases efforts shall be made to seek joint solutions with the said neighbouring countries.

ARTICLE 17 CONSERVATION

A- The extraction of Petroleum resources shall aim at the avoidance of waste, including preventing leakages from Pipelines, and the optimal maintenance of energy in the Reservoir in accordance with Good Oilfield Practices and Good Pipeline Practices.

B- INOC and other holders of an Exploration and Production right shall diligently apply the latest technologies and oilfield practices that lead to optimum recovery from the individual Reservoir or a group of Reservoirs that are targeted under the Field Development Plan(s).

C- The Field Development Plan shall be based on thorough investigations of alternative extraction strategies in order to select a solution that combines the highest level of Petroleum recovery with acceptably high levels of Production and as low cost as possible.

D- Subsequent to the approval of a Field Development Plan, INOC and other holders of Exploration and Production right shall continue to improve Reservoir understanding through optimal data collection and Reservoir monitoring and shall accordingly seek to identify and implement actions that would Improve Petroleum recovery.

ARTICLE 13 ACCESS TO MAIN PIPELINES AND FIELD PIPELINES

A- The Main Pipelines are the property of the federal government.

B- INOC as the Transporter with respect to Main Pipelines and the holder of Exploration and Production right under ARTICLE 17/A with respect to Field Pipelines have the obligation to transport, without any discrimination and on reasonable commercial terms, the Petroleum of third parties, provided in general that:

1- Capacity is available in the Field Pipeline;

2- There are no insurmountable technical problems that prevent such utilisation of the Field Pipeline.

C- Details shall be provided for the modalities of the system of access by third parties to Field Pipelines in regulations to be made by the Ministry in coordination with the regions and producing provinces.

D- Whenever there is a dispute concerning the commercially reasonable terms for the transport of Petroleum in a Main Pipeline or a Field Pipeline for Oil or for Natural Gas, the availability of uncommitted capacity in the pipeline in question or a proposed increase of its capacity, the dispute shall be first referred to the Ministry for resolution, the ministry must work in coordination with regions and producing provinces. Thereafter, resolution shall be sought according to the procedures set out in ARTICLE 30 of this Law.

ARTICLE 19 OWNERSHIP OF DATA

A- All data obtained pursuant to any Contract provided for under this Law is the property of the Iraqi Government, and shall not be published, reproduced or exported without the prior approval of the Ministry.

B- The terms and conditions for the exercise of rights in respect of primary, differentiated, processes, interpreted and analysed data related to oil and gas in Iraq including but not limited to geological and geophysical reports, engineering data, samples, logs and well surveys, shall be established in data supply obligations in the relevant contract and by regulations.

C- The Ministry submits copies of the current available petroleum data to the INOC and to the regions, and the INOC and regions must take the responsibility of

supplying the Ministry with new data and updates resulted from the petroleum operations implemented by them in a continuous and periodic fashion.

D- Anyone who has the information in his possession or sells, buys, transfers, receives, deals with any of the information or data mentioned in this article shall be considered in violation, unless the contract terms states otherwise, and shall be prosecuted under the Iraqi criminal and civil law. No one has the right to own such data and information.

E- Without prejudice to section D of this article, it is allowed for someone to have a permission from the specialized entities to own, buy, sell, transfer, or receive data and information indicated in section F of this article under the condition of supplying the specialized entities with copies of the data, and his permission should not be revoked without logical reasons.

F- Old Data, for the purposes of this law, mean all primary, differentiated, processes, interpreted and analysed data and information related to oil and gas in the republic of Iraq indicated in section B of this article.

ARTICLE 20 RESTRICTIONS ON PRODUCTION LEVELS

In the event that, for national policy considerations, there is a need to introduce limitations on the national level of Petroleum Production, such limitations shall be applied in a fair and equitable manner and on a pro-rata basis for each Contract Area on the basis of approved Field Development Plans.

CHAPTER IV TRANSPORTATION

ARTICLE 21 MAIN PIPELINES

A- INOC, or the specialized company created by the Ministry, shall own all Main Pipelines. Such Pipelines shall be constructed and operated by the INOC subsidiary representing Transporter for the purpose of transporting Oil or Natural Gas to specified Delivery Points for Oil and Natural Gas respectively. The Ministry in coordination with INOC and in consultation with Operators shall ensure that the Main Pipeline network is optimally designed, operated and maintained so as to serve the overall requirement for Petroleum transportation in the Republic of Iraq.

B- The construction and operation of Main Pipeline or any major modification thereof shall be subject to approval by the Ministry on the basis of a Main Pipeline Development Plan outlining the proposed work. If the proposed work is undertaken by the specialized company representing Transporter in association with Iraqi or Foreign Persons, the agreement between the parties shall accompany the Main Pipeline Development Plan. Such agreement shall outline the terms of financing, implementation, and the modalities of utilisation and operation of the new or modified Main Pipeline.

C- INOC and other holders of Exploration and Production right shall deliver Oil and Natural Gas to the Main Pipeline at appropriate Transfer Point(s) In accordance with ARTICLE 13/A. The transportation of Crude Oil or Natural Gas beyond the Transfer

Point shall be carried out by the specialized company representing Transporter on the basis of a contract.

D- All the above activities shall be carried out in accordance with Good Pipeline Practices.

E- The co-ordination of tasks related to the transport of Crude Oil through new Pipelines outside the Iraqi territories is the responsibility of the Ministry. The Follow up of operations subsequent to the approval of the necessary bilateral agreements shall be the responsibility of INOC in accordance with the said bilateral agreements and any specific instructions from the Ministry.

ARTICLE 22 RIGHTS AND OBLIGATIONS REGARDING PIPELINES

A- The Exploration and Production Contract shall provide a non-exclusive right to access Main Pipelines on reasonable commercial terms. It shall also confer the right to construct and operate Field Pipelines to deliver Oil or Natural Gas from the Contract Area to the Transfer Point, for further transportation through the Main Pipeline to the Delivery Point.

B- INOC and of her holders of Exploration and Production right shall Implement the Field Development Plan and construct Field Pipelines connected to the Main Pipeline or the modifications thereto following approval of such plans have been approved by the Ministry;

C- INOC and other holders of Exploration and Production right shall prepare and submit a revised Field Pipeline Development Plan for any material amendment to the original Plan for approval by the Ministry;

D- INOC and other holders of Exploration and Production right shall negotiate with INOC or the specialized company as the Transporter for the right to use the Main Pipeline. The Ministry Is to be kept informed on the progress of these negotiations;

E- INOC and other holders of Exploration and Production right shall submit a Decommissioning Plan to the Ministry, not later than two years before the planned termination of Production;

CHAPTER V NATURAL GAS

ARTICLE 23 GAS UTILISATION

A- Natural Gas is a valuable Petroleum resource of increasing importance in the economic development of the Republic of Iraq and the Middle East. It shall be utilised to generate additional revenues through optimal utilisation partly through improving oil recoveries by gas injection into suitable Reservoirs; through utilisation for power generation, utilisation in petrochemical and chemical industries, utilisation for domestic purposes, utilisation in Industrial processes, utilisation for export and/or through the replacement of fluid fuels. The latter will have the additional benefit of reducing the impact on the environment while at the same time maximising revenue by freeing more crude and fuel oil for export.

B- INOC and other holders of Exploration and Production rights shall diligently pursue all alternatives for optimal utilisation of surplus volumes of produced gases in accordance with the objectives of ARTICLE 23/B above. Should they fail to identify

commercial utilisation, the volumes of surplus Natural Gas shall be offered after treatment to Government at no cost at the Field's outlet. The cost incurred by the holder of Exploration and Production rights shall be recoverable under the respective contract.

ARTICLE 24 ASSOCIATED GAS

A- INOC and other holders of Exploration and Production right are entitled to use, free of charge, the quantity of Associated Natural Gas necessary for Petroleum Operations.

B- INOC and other holders of Exploration and Production right shall in the Field Development Plan propose optimal plans for the utilization or disposal of Associated Natural Gas.

C- All Associated Natural Gas produced from a Reservoir which is neither used in Petroleum Operations, utilised or re-injected in the Field, shall be offered for delivery free of charge to the Ministry in accordance with ARTICLE 23/B above.

ARTICLE 25 FLARING OF NATURAL GAS

A- Flaring of Natural Gas is only permitted for the purposes of commissioning, testing of installations, safety precautions or while awaiting the completion of transportation facilities provided the flared volumes are strictly kept to a minimum and the Ministry is promptly notified.

B- The flaring of Associated Natural Gas shall be kept to a minimum. It shall not be permitted beyond a maximum period of one year during which measures shall be completed to utilise the gas or deliver it to a nominated government entity in accordance with ARTICLE 23/B above

ARTICLE 26 NON-ASSOCIATED GAS

A- The Development and Production of Natural Gas or liquid components thereof from a Non-associated Natural Gas Discovery shall be subject to the approval of the Ministry of a Field Development Plan supported by signed agreement(s) for the sale of Natural Gas from the Discovery and approved by the Council of Ministers. In the event that only liquid Petroleum is to be produced, a scheme for the re-injection of Natural Gas or other acceptable schemes for its disposal shall be presented in the Field Development Plan.

B- The flaring of Non-associated Natural Gas may only be permitted in accordance with ARTICLE 25/B.

CHAPTER VI REGULATORY MATTERS

ARTICLE 27
REGULATIONS FOR PETROLEUM OPERATIONS

The Ministry, in coordination and collaboration with the INOC, regions, and producing provinces, shall approve regulations for Petroleum Operations and submit it to the Federal Oil and Gas Council to be approved.

ARTICLE 28
USE AND BENEFIT OF LAND AND RIGHTS OF WAY

A- Land use and benefit for the purpose of conducting Petroleum Operations is regulated by the legislation on land use and benefit, without prejudice to the following provisions.

B- For the purpose of conducting Petroleum Operations, the duration of the right of use and benefit of the land shall be the same as the duration of the Contract.

C- The land where installations are located, and a strip of land, to be defined by regulation, surrounding those Installations, are considered to be a zone of partial protection in accordance with the legislation on land use and benefit.

D- INOC and other holders of a right to conduct Petroleum Operations who, by virtue of the exercise of Petroleum Operation rights in the Contract Area, causes damage to crops, soils, building and improvements or requires the relocation of the legal users or occupants of the land within the respective Contract Area, has the obligation to compensate the holders of title to the assets and the persons relocated.

E- Subject to the payment of the compensation that are due, the holder of the right to conduct Petroleum Operations may require the right of way in accordance with the legislation in force, in order to have access to the locations where Petroleum Operations are conducted.

F- In cases where lands and rights of way are owned by an Iraqi Person, the land shall be either rented or bought by the relevant state owned company, according to the applicable laws and regulations.

ARTICLE 29
ACCESS TO ZONES SUBJECT TO MARITIME JURISDICTION

The access to Petroleum Operations sites located in interior waters, the territorial waters, and other zones subject to maritime jurisdiction is regulated by law, and any relevant international agreements.

ARTICLE 30
INSPECTION

A- The Specialized Entity, or its authorized representatives, has the right to inspect sites, including buildings and installations, where Petroleum Operations are being conducted, as well as all assets, records and data kept by INOC and other holders of Exploration and Production right relating to Petroleum Operations.

B- The Specialized Entity may designate an independent entity or a commission created for this purpose, to any out the inspection.

C- The terms and conditions pursuant to which the Inspection is carried out shall be established by regulations.

D- In carrying out its inspections, the Specialized Entity shall not unreasonably interfere with the Petroleum Operations.

ARTICLE 31 ENVIRONMENTAL PROTECTION AND SAFETY

In addition to carrying out their Operations in accordance with Good Oil Field Practices, INOC and other holders of Exploration and Production rights shall conduct Petroleum Operations in accordance with environmental and other applicable legislation of the Republic of Iraq to prevent pollution of air, lands and waters. They shall also conduct Petroleum Operations so as to comply with the environmental management standards of the ISO 14000 series, as amended. In general, they shall carry out Petroleum Operations in order to:

- 1- Ensure that there is no ecological damage or destruction caused by Petroleum Operations, but where unavoidable, ensure that measures for protection of the environment are in accordance with internationally acceptable standards. For this purpose, INOC and other holders of a right shall prepare and submit to the relevant authorities for approval an environmental impact assessment, including environmental impact mitigation measures, for each major operation in the Contract Area;
- 2- Notify the Ministry and other specified authorities immediately in the event of an emergency or accident affecting the environment;
- 3- Control the flow and prevent the escape or loss of Petroleum discovered or produced within the Contract Area;
- 4- Avoid damage to Petroleum Reservoirs;
- 5- Avoid destruction to land, the water table, trees, crops, buildings or other Infrastructure and goods;
- 6- Clean up the sites after the closure of Petroleum Operations and comply with the environmental resolution requirements;
- 7- Ensure the health and safety of personnel in the planning and conduct of Petroleum Operations, and take preventive measures if their physical safety would be at risk;
- 8- Report to the competent entity within the government on the amounts of operational and accidental discharge, leakage and waste resulting from Petroleum Operations, and
- 9- Provide compensation for damages to State and private property in accordance with the applicable laws and regulations.

B- INOC and other holders of a right under this Law shall act in a secure and effective manner when conducting Petroleum Operations In order to guarantee the disposal of polluted water and waste oil in accordance with approved methods, as well as the safe plugging of all boreholes and wells before these are abandoned.

ARTICLE 32 TRANSFER OF OWNERSHIP AND DECOMMISSIONING

A- On completion of the Exploration and Production Contract or Main Pipeline Contract the ownership of all works and facilities shall be transferred to Specialized Entity. The properties shall be transferred to the relevant federal state enterprise or to the Ministry in actual operating condition and in a satisfactory state of work at the time of the transfer.

B- All site relinquishment and related costs that become due at the time of transfer with regards to any works and facilities shall be payable by INOC and other holders of Exploration and Production right according to a Decommissioning Plan, submitted in accordance with ARTICLE 9/F [sic] of this Law.

C- An outline Decommissioning Plan shall be included In the Field Development Plan submitted by the Contractor to the Council of Ministers.

CHAPTER VII FISCAL REGIME

ARTICLE 33 GENERAL PRINCIPLES OF TAXATION

A- INOC and its subsidiary companies as well as other Individual and collective persons who are holders of a right to conduct Petroleum Operations are, subject to the payment of the following fiscal impositions:

1- Royalty;

2- Property Contribution and the Property Transfer Tax (SISA) as established in accordance with the law;

3- Municipal and local taxes due;

4- The taxes provided for in the Income Tax Code;

5- Customs.

B- All oil companies working in Iraq shall be supervised by the Commission of Financial Audit in matters related to its operations in Iraq.

C- A Foreign Person may repatriate its exports proceeds in accordance with the foreign exchange regulations in force at the time. It may freely transfer shares in accordance to article 5/c/seventh.

ARTICLE 34 ROYALTY

A- INOC and other holders of an Exploration and Production right shall pay a royalty on Petroleum produced from the Development and Production Area, at the rate of 12.5% of Gross Production measured at the entry flange to the Main Pipeline.

B- The collection of Royalty shall be in kind or in cash at the option of the Ministry.

C- Where the royalty is paid in cash, it shall be calculated according to the prevailing Market Price in accordance with Petroleum Regulations.

ARTICLE 35 Maintaining Records

A- Holders of Exploration and Production right can transfer any net profits from petroleum operations to outside Iraq after paying taxes and fees owed.

B- INOC and other holders of Exploration and Production right shall maintain proper records and books in Arabic of accounts in accordance with the provisions of the Contract enabling the relevant calculations to be performed, and in compliance with the requirements of the laws relevant to the taxes referred to in ARTICLE 33. INOC

and other holders shall prepare and submit to the specialised entity annually, or quarterly, a statement of accounts.

CHAPTER VIII MISCELLANEOUS PROVISIONS

ARTICLE 36 Transparency

A- All activities related to oil and gas, while occurring, have to be transparent and responsible. To ensure this transparency and give the Iraqi people the chance to hold governmental entities responsible for their activities and actions, different sorts of information must be published. This information includes but is not limited to the following:

1- All the revenues, payments and receipts that are delivered to any governmental unit, or entity run by the government, from activities related to oil or gas. This includes but is not limited to the income of selling oil, gas and their products, signing and production rewards, royalties, revenue of selling assets, taxes, fees, customs and taxes, public services fees, share of profits from oil and gas cartels, commercial activities related to oil and gas (and their products) contracts, oil and gas revenue investment yield, and any other payments resulted from or related to commercial production of hydrocarbons.

2- The revenues of oil and gas usage and distribution, including distribution among governmental entities.

3- All of the financially significant contracts related to exploration, development, processing and marketing of oil and gas resources in Iraq

4- All of the financially significant contracts related to importing or exporting services and goods for the oil and gas industry or by any governmental unit or entity controlled by the government

5- The annual report of the Federal Oil and Gas Council

6- The annual and quarterly reports of the INOC, the subsidiary companies, and the entities controlled by the government including the budgets audited according to international accounting standards

7- All other information necessary for understanding the operations and activities carried out by any governmental unit or entities controlled by the government related to oil and gas

8- Any information that must be declared in accordance to laws and regulations

9- Any condition or secret agreement aimed at blocking or trying to block access to documents and information that must be made public in accordance to this article in considered in violation of the law and is considered void

B- Publicizing the information stated in Section A of this article does not extend to and has no effect on the oil and gas industry royalties that must be kept secret in accordance to the national or international laws except for financial information

C- Any person or governmental entity obligated to publish information mentioned in section A of this article shall publish it in publicly accessible media

D- The Ministry shall issue the regulations needed for implementing the laws of this section including the legal basis covering what should be included and an exempted as mentioned in Section B of this article

ARTICLE 37

Implementing Anti-Corruption laws

A- Any rights' contract shall be considered void if it is in violation of any of the laws of the Republic of Iraq, particularly the Iraqi anti-corruption laws

B- The authorized person's violation of the Iraqi anti-corruption may lead to the cancellation of his rights contract, in whole or in part. Each rights contract shall include terms indicating these conditions

C- Any person who violates the Iraqi Anti-corruption laws may be prosecuted under the criminal law active in Iraq

ARTICLE 38

Competitive Public Bidding

A- All oil companies working in the Republic of Iraq shall submit public bids on a competitive basis in order to offer any goods or services, and this should occur in accordance to the general bidding laws and the Federal Oil and Gas Council shall determine the maximum amount that can be excluded from the bidding process

B- Bidding by the holders of petroleum operations rights stated in this law shall be competitive and in accordance with the petroleum laws and with the special terms of the related contracts

C- All public bidding must be allowed to the public within a reasonable timeframe, must declare thereafter the reasons for selecting the chosen bid, the complete results of the bidding call must also be published, and competitors must be given the opportunity for raising objections

D- Any contract that is signed in violation of the regulations set by this article shall be considered void and inactive

ARTICLE 39

RESOLUTION OF DISPUTES

A- Any disputes arising from the interpretation and application of this Law, the Regulations for Petroleum Operations and the terms and conditions of contracts shall in the first instance be attempted to be resolved in good faith by means of negotiation among the parties.

B- If the dispute cannot be resolved by agreement, the matter shall be referred to the Minister to resolve through discussions with senior officers of the holders of rights concerned. Failing resolution through these discussions the matter of dispute may be submitted to arbitration or to the competent judicial authority.

C- If the dispute relates to a technical, engineering, operational or accounting matter relative to Petroleum Operations and is of a kind that is readily subject to resolution by an expert in the relevant field, the parties may refer the dispute to an independent technical expert for a recommendation as to the resolution of the dispute. If a party does not accept the recommendation of the expert, it may initiate arbitration proceedings according to ARTICLE 41/D below.

D- Arbitration between the State of Iraq and foreign investors shall be conducted in accordance with the following rules:

1- Rules of Procedure for Arbitration Proceedings of Paris, Geneva, or Cairo Chamber of Commerce for the Settlement of Disputes between States and Nationals of other States or pursuant to the Convention on the Settlement of Disputes between States and Nationals of other States and based on the Iraqi Law.

2- Laws and regulations of internationally recognized institutions, in accordance to what different contractors agree upon, but all parties must declare the conditions of implementation in the contract, including the method of assigning referees, and the time limits and deadlines for decision making.

ARTICLE 40 EXISTING CONTRACTS

1- The Specialized Entity in Kurdistan Region Shall review all existing Exploration and Production contracts signed with any entity before the enactment of this law to ensure its harmony with the general goals and regulations of this law and to ensure the maximum financial benefit for the Iraqi people, taking in consideration the objective conditions of signing those contracts, in a period not exceeding three months from the time this law is enacted. The Bureau of Independent Experts shall evaluate contract mentioned in the article and its opinion shall be obligatory to determinate how to deal with such contracts.

2- The Ministry must review all the existing Exploration and Production contracts signed with any entity before this law was in place to ensure harmony with the goals and general regulations of this law. This review must be submitted to the Federal Oil and Gas Council, to ensure the maximum financial benefit for the Iraqi people, in a period not exceeding three months from the time this law is enacted to ensure the maximum financial benefit for the Iraqi people, and so that the federal council may approve the review and confirm the contracts.

ARTICLE 41 Changes in Administrative borders

In the case of changes in borders of regions or producing provinces, or in the case of establishing new provinces, the new effected places shall be dealt with in accordance to this law regarding to granting rights and petroleum operations.

ARTICLE 42 RELATIONSHIP TO EXISTING LEGISLATION

Any article in prejudice to this law shall cease to be effective on adoption of this Law.

ARTICLE 43 ENTRY IN FORCE

This Law enters into force after publication in the Official Gazette.