

Annex D

Corporate Guarantee

This Annex is an integral part of the Production Sharing Agreement (the "Agreement") dated _____ 201____, entered into by Sonangol, as one Party, and _____, as the other Party, as provided in Article 2 of the Agreement.

To

Sociedade Nacional de Combustíveis de Angola

- Empresa Pública (Sonangol, E.P.)

Rua Rainha Ginga, nº 29-31

Direcção de Negociações

Luanda

Angola

_____, ("Parent Company") represented by _____ hereby declares that _____ ("Affiliate Company") is an Affiliate of the Parent Company.

Parent Company is fully aware of the content of the Production Sharing Agreement for Block _____ (the "Agreement") entered into by Sociedade Nacional de Combustíveis de Angola - Empresa Pública (Sonangol, E.P.) ("Sonangol") and the Affiliate Company and others, and of the Concession Decree of the Angolan Executive which approved the Agreement, the provisions of which it acknowledges and accepts.

Parent Company unconditionally guarantees to Sonangol the full and prompt fulfillment of the obligations assumed under the Agreement by Affiliate Company, and its affiliated successors or Affiliated assignees, waiving all benefits or rights which may, under the Law, in any manner, limit, restrict or annul its obligations under this Guarantee.

This Guarantee will not be reduced or in any manner affected by any delay or failure of Sonangol to enforce its rights, nor by bankruptcy or dissolution of Affiliate Company.

This Guarantee constitutes an integral part of the Agreement entered into by Sonangol and Affiliate Company and others, as stated and referred to in Article 21 of the said Agreement.

If Affiliate Company should fail in fulfilling any of its obligations under the Agreement, and if Sonangol shall have communicated in writing to Affiliate Company such failure and the latter has not remedied or taken the necessary steps to remedy such failures or deficiencies, within a reasonable period of time, considering the nature of such failures or deficiencies, then Sonangol may demand of Parent Company the fulfillment of such obligations in default.

Sonangol's demand must be made by letter delivered to Parent Company which shall include a description of Affiliate Company's unfulfilled obligations and a statement of the amount to be paid or the actions to be taken by Parent Company as a consequence of such default.

Any disputes arising under this Guarantee shall be settled in accordance with the arbitration provisions contained in the Agreement.

Parent Company

By: _____

Title: _____

Date: _____

Agreed:

Sociedade Nacional de Combustíveis de Angola

- Empresa Pública (Sonangol, E.P.)

By: _____

Title: _____

Date: _____