

TERMS OF REFERENCE

- 1. JOB TITLE:** National Legal Advisor
- 2. TYPE OF CONTRACT:** Consultancy
- 3. UNIT/DEPARTMENT:** Corporate Legal Unit
- 4. DUTY STATION (CITY, COUNTRY):** Díli, Timor-Leste
- 5. DURATION:** 1 year (renewable)

6. BACKGROUND

TIMOR GAP E.P. is the national oil company of Timor-Leste created by the Government based on the Decree Law No.31/2011, of 27 July, and entrusted with the development of business activities for upstream exploration and production including services to be carried out onshore and offshore, within and outside of the national territory. Additionally, TIMOR GAP mandate is also to carry out the execution of downstream business activities, including the storage, refining, processing, distribution and sale of petroleum and its by-products, comprising the petrochemical industry and other related services. The new Decree-Law No. 61/2023, of 6 September, also highlights that the Company may participate in any activities in the areas of decarbonization and of new energies, including hydrogen production, biofuels, synthetic fuels, energy geothermal and similar activities.

Considering the restructuring of the Company based on the new strategic vision, objectives and priorities of the Government for TIMOR GAP, a Corporate Legal Unit was established to manage and administer all legal matters related to the Company projects and activities, including, but not limited to, legal assistance to corporate units and to TIMOR GAP subsidiaries. Furthermore, the restructuring of the Corporate Legal team and recruitment of new consultants have become critical to strengthening the capacity of the legal team and ensuring efficient and timely provision of legal assistance to the Company.

Under the direct supervision of the Director of Corporate Legal Unit (CLU), TIMOR GAP seeks an independent National Legal Advisor to provide legal assistance and support in all legal matters,

ensuring that all projects and activities conducted by the Company are compliant with applicable Laws and internal policies and procedures.

7. OBJECTIVE:

Under the direct supervision of the Director of Corporate Legal Unit, the National Legal Advisor will contribute to ensure that the day-to-day work of the Corporate Legal Unit, and that all TIMOR GAP's activities comply with national and international laws, its internal policies and procedures and best industry practices.

8. REPORTING LINE:

The National Legal Advisor will provide services under direct supervision and based on the instructions and guidance of the Director of the Corporate Legal Unit.

9. ACCOUNTABILITIES/ RESPONSIBILITIES:

9.1 The National Legal Advisor shall provide the following services to TIMOR GAP, E. P.:

- 1) Provide legal advice and assistance to TIMOR GAP and its subsidiaries, as requested by the Company's management and under the direct supervision of the Director of Corporate Legal Unit.
- 2) Provide legal advice and assistance to TIMOR GAP upstream, downstream and Parent Company units, at the request of the Directors and technical team
- 3) Draft and review all types of agreements, including MOUs, letters of engagement, service agreements, fuel supply agreements, sales and purchase agreements, employment agreements, commercial agreements, Farm-Up agreements, joint-operating agreements (JOAs) and production sharing contracts (PSCs)
- 4) Provide legal assistance and support to TIMOR GAP subsidiaries in the PSC application process and PSC negotiation with the ANP and relevant Ministries
- 5) Provide legal assistance and support to TIMOR GAP subsidiaries in negotiating commercial agreements and JOAs with potential partners

- 6) Provide Legal Assistance and support to TIMOR GAP in conducting due diligence to potential partners and investors in compliance with TIMOR GAP and ANP requirements
 - 7) Issue legal opinions on various legal matters, as requested by the Parent Company and its subsidiaries
 - 8) Provide legal advice on petroleum tax law, petroleum activity law, commercial law, Labour law and all other laws and regulations relevant to TIMOR GAP operations
 - 9) Draft letters at the request of TIMOR GAP management and/or its subsidiaries
 - 10) Provide legal assistance and advice on all HR-related matters, including disciplinary proceedings, employment contracts, interpretation of the Labour Law, and HR policies & procedures, etc.
 - 11) Liaise with external law firms that are engaged with TIMOR GAP E.P. in all matters relating to TIMOR GAP
 - 12) Attend TIMOR GAP's internal and external meetings with the Government, public and private entities when requested or needed
 - 13) Support TIMOR GAP's socialization and sensitization campaigns when requested by TIMOR GAP's management and by the subsidiaries
 - 14) Keep a record of all Parent Company documents, subsidiary documents and ensure that they are up to date and valid, with the support of the legal assistant
 - 15) Provide legal support to the business registration process and renewal of company documents and certificates whenever necessary and/or requested by the Director of Corporate Legal Unit
 - 16) Perform other duties and tasks as requested by the Director of Corporate Legal Unit and/or the Company Management.
- 9.2 The National Legal Advisor shall perform the Services in a timely manner, with due skill, care and diligence and in the best interest of TIMOR GAP.

10. QUALIFICATION & EXPERIENCE

The National Legal Advisor shall have at least **(i)** a Master's degree qualification and degree in Law, **(ii)** minimum 7 years of relevant and proven experience in the legal field, preferably in oil and gas & commercial areas as required; **(iii)** experience working in Timor-Leste and

knowledge of country's Oil and Gas sector will be an advantage. Work experience with national or international oil and gas companies will be beneficial; **(iv)** excellent written and oral Portuguese and English skills **(v)** Clear communication skills within a multicultural team; **(vi)** Able to work under pressure and prioritize effectively; **(vii)** Excellent organizational and management skills; and **(viii)** able to work both independently and as part of a team in a multicultural environment.
