

# BP Solar Holdings Limited

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Registered No. 2515099

## **DIRECTORS**

B R R Butler  
D J Shah

## **SECRETARY**

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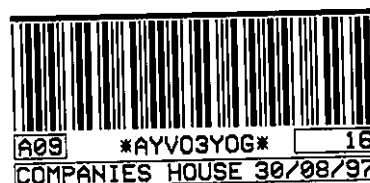
## **AUDITORS**

Ernst & Young  
Becket House  
1 Lambeth Palace Road  
London SE1 7EU

## **REGISTERED OFFICE**

Breakspear Park  
Breakspear Way  
Hemel Hempstead  
Hertfordshire  
HP2 4UL

ERNST & YOUNG



# BP Solar Holdings Limited

## DIRECTORS' REPORT

The directors submit their report and accounts for the year ended 31 December 1996.

### RESULTS AND DIVIDENDS

During the year the company has not traded and there has been no income or expenditure. Any expenses have been met by the parent undertaking.

### PRINCIPAL ACTIVITY

The company acts as a holding company.

### DIRECTORS AND THEIR INTEREST

The present directors are listed on page 1.

The directors who served during the year were as follows:

B R R Butler  
D J Shah

The interest of the directors holding office at 31 December 1996, and their families, in the 25p ordinary shares of The British Petroleum Company p.l.c. were as set out below:

	31 December 1996	1 January 1996
B R R Butler	82,265	84,187
D J Shah	12,321	11,150

In addition, rights to subscribe for 25p ordinary shares in The British Petroleum Company p.l.c. were granted to, or exercised by, those directors between 1 January and 31 December 1996 as follows:


	Granted	Exercised
B R R Butler	—	—
D J Shah	84	285

No director had any interest in shares or debentures of subsidiary undertakings of The British Petroleum Company p.l.c. at 31 December 1996.

### AUDITORS

In accordance with section 386 of the Companies Act 1985, the company has elected to dispense with the obligation to appoint auditors annually and Ernst & Young continue in office.

By order of the Board

 (B. P. S. V. R.)  
Secretary

14 August 1997

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

Company law requires the directors to prepare accounts for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the accounts; and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the accounts comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors confirm that they have complied with these requirements and having a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future, continue to adopt the going concern basis in preparing the accounts.

REPORT OF THE AUDITORS  
to the members of BP Solar Holdings Limited

We have audited the accounts on pages 5 to 8, which have been prepared under the historical cost convention and on the basis of the accounting policies set out on page 6.

**Respective responsibilities of directors and auditors**

As described on page 3, the company's directors are responsible for the preparation of the accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you.

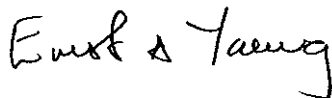
**Basis of opinion**

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the accounts are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the accounts.

**Opinion**

In our opinion the accounts give a true and fair view of the state of affairs of the company as at 31 December 1996 and of its results for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



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Ernst & Young  
Chartered Accountants  
Registered Auditor  
London

14 August 1997

# BP Solar Holdings Limited

## BALANCE SHEET at 31 December 1996

	Notes	1996 £	1995 £
<b>FIXED ASSETS</b>			
Investments	3	13,696,482	11,075,056
<b>CURRENT ASSETS</b>			
Amounts owed by fellow subsidiary undertaking		—	177,935
<b>CURRENT LIABILITIES: amounts falling due within one year</b>			
Amounts owed to fellow subsidiary undertaking		(3,696,482)	(1,252,991)
<b>NET CURRENT LIABILITIES</b>		(3,696,482)	(1,075,056)
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		10,000,000	10,000,000
Represented by:			
<b>CAPITAL AND RESERVES</b>			
Called up share capital	4	10,000,000	10,000,000

*D. J. Shaw*

Director

*14 August 1997*

*(D. J. SHAW)*

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NOTES TO THE ACCOUNTS

at 31 December 1996

1. ACCOUNTING POLICIES

*Basis of preparation*

The accounts are prepared under the historical cost convention and in accordance with applicable UK accounting standards.

Under the provisions of section 228(1) of the Companies Act 1985 the company is exempt from the requirement to prepare group accounts.

As the ultimate undertaking has published a group cash flow statement in compliance with Financial Reporting Standard No. 1, a cash flow statement is not presented in these accounts.

*Pensions*

The company does not directly employ any staff and therefore does not directly bear any pension charge.

2. DIRECTORS AND EMPLOYEES

None of the directors received any fees or remuneration from this company.

3. INVESTMENTS

Shares in subsidiary undertakings:

	£
Cost:	
At 1 January 1996	11,075,056
Additions	2,621,426
At 31 December 1996	13,696,482

	Percentage held	Country of incorporation	Principal activities	Type of share
Subsidiary undertakings:				
BP Solar Australia Pty Limited	100%	Australia	Manufacture and marketing of solar equipment	Ordinary
BP Solar Espana SA	100%	Spain	Manufacture and marketing of solar equipment	Ordinary
Tata BP Solar India Limited	51%	India	Manufacture and marketing of solar equipment	Ordinary

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# BP Solar Holdings Limited

## NOTES TO THE ACCOUNTS at 31 December 1996

### 3. INVESTMENTS (continued)

	<i>Percentage held</i>	<i>Country of incorporation</i>	<i>Principal activities</i>	<i>Type of share</i>
Associated undertakings:				
BP Solar Arabia Limited	40%	Saudi Arabia	Manufacture and marketing of solar equipment	4,644 Ordinary shares of Rials 500 each
BP Thai Solar Corporation Limited	49%	Thailand	Manufacture and marketing of solar equipment	18,398 Ordinary shares of Baht 1,000 each

In the opinion of the directors, the value of shares in the company's subsidiary and associated undertakings, which are unlisted, are not less than the amounts at which these are shown in the balance sheet.

### 4. SHARE CAPITAL

	<i>Authorised</i>		<i>Allotted, called up and fully paid</i>	
	<i>1996</i>	<i>1995</i>	<i>1996</i>	<i>1995</i>
	<i>No.</i>	<i>No.</i>	<i>£</i>	<i>£</i>
Ordinary shares of £1 each	10,000,000	10,000,000	10,000,000	10,000,000

### 5. RECONCILIATION OF SHAREHOLDERS' FUNDS AND MOVEMENTS ON RESERVES

	<i>Share capital</i>	<i>Profit and loss account</i>	<i>Total</i>
	<i>£</i>	<i>£</i>	<i>£</i>
At 1 January 1995	10,000,000	—	10,000,000
Loss for the year	—	—	—
At 1 January 1996	10,000,000	—	10,000,000
Loss for the year	—	—	—
At 31 December 1996	10,000,000	—	10,000,000

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NOTES TO THE ACCOUNTS

at 31 December 1996

**6. ULTIMATE PARENT UNDERTAKING**

The ultimate parent undertaking of the group of undertakings for which group accounts are drawn up, and of which the company is a member, is The British Petroleum Company p.l.c., a company registered in England and Wales. Copies of The British Petroleum Company p.l.c.'s accounts may be obtained from Britannic House, 1 Finsbury Circus, London EC2M 7BA.

**7. RELATED PARTY TRANSACTIONS**

The company has taken advantage of the exemption contained within FRS 8 and does not disclose transactions with group companies.

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