

CAPSIGN LIMITED

REGISTERED NO. 2544586

NOTICE IS HEREBY GIVEN that the FOURTH ANNUAL GENERAL MEETING of the Company will be held at 100 Breakspear Way, Hemel Hempstead, Herts, HP2 4UL on *Tuesday 16th May* 1995 at *9am* for the transaction of the following business:

To consider and adopt the Report of the Directors for the year ended 31 December 1994 and the Balance Sheet at that date.

By order of the Board

A Susan J. Holloway
Susan J. Holloway
Secretary

100 Breakspear Way
Hemel Hempstead
Herts
HP2 4UL

16th May 1995

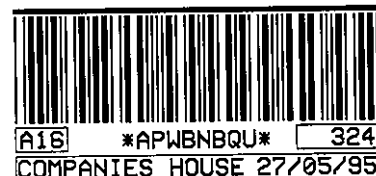
A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company.

Secretary

A J Holloway

Registered Office

100 Breakspear Way
Hemel Hempstead
Herts
HP2 4UL



ANNUAL REPORT AND ACCOUNTS 1994

Board of Directors:- J K Wheat
M S Wilson

REPORT OF THE DIRECTORS

The directors present their report and accounts for the year ended 31 December 1994.

Principal activity

The Company did not trade during the year. It is not anticipated that the Company will trade in the foreseeable future.

Directors

Mr D V Richards and Mr M S Wilson served as directors of the Company throughout the financial year. Mr D V Richards resigned as a director with effect from 31 December 1994. Miss J K Wheat was appointed a director with effect from 1 January 1995.

Directors' interests

The interests of the directors holding office at 31 December 1994, and their families, in the 25p ordinary shares of The British Petroleum Company p.l.c., were as set out below:

	<u>31 December 1994</u>	<u>1 January 1994</u>
D V Richards	1,487	1,953
M S Wilson	3,528	3,327

No rights to subscribe for 25p ordinary shares in The British Petroleum Company p.l.c. were granted to, or exercised by, the directors between 1 January and 31 December 1994.

Neither director had any interest in the shares or debentures of subsidiary undertakings of The British Petroleum Company p.l.c. at 31 December 1994.

Insurance

Pursuant to Section 310 of the Companies Act 1985, for the year ended 31 December 1994, policies of insurance have been purchased and maintained by the ultimate parent undertaking for the directors and officers of the company against the financial consequences of actions brought against them by outside parties for their acts or omissions in the performance of their duties as directors and officers of the company.


CAPSIGN LIMITED

REPORT OF THE DIRECTORS (continued)

Auditors

In accordance with Section 250 of the Companies Act 1985, the Company has excluded the provisions of Section 384 of the Companies Act 1985 and accordingly no auditors are to be appointed.

By order of the Board


Alison J. Holland
Secretary

100 Breakspear Way
Hemel Hempstead
Herts
HP2 4UL

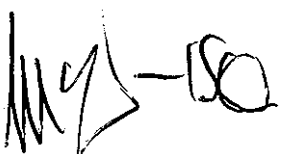
16th May 1995

CAPSIGN LIMITED

BALANCE SHEET AT 31 DECEMBER 1994

	<u>1994</u>	<u>1993</u> £
Current assets		
Debtor due within one year:		
Parent undertaking	2	2
	<hr/>	<hr/>
Financed by		
Called up share capital		
Authorised share capital:		
1,000 ordinary shares of £1 each		
Allotted and fully paid:		
2 ordinary shares of £1 each	2	2
	<hr/>	<hr/>

The Company was dormant (within the meaning of Section 250 of the Companies Act 1985) throughout the year ended 31 December 1994.


Director *M.S. Wilson*

16th May 1995

NOTES TO THE ACCOUNTS

- 1 Any expenses have been met by the immediate parent company.
- 2 Neither of the directors received any emoluments from the Company.
- 3 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., registered in England and Wales. Copies of the accounts of The British Petroleum Company p.l.c. may be obtained from Britannic House, 1 Finsbury Circus, London EC2M 7BA.