Company Registration No 3838151 (England and Wales)

LAMBERT ENERGY ADVISORY LIMITED DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011

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COMPANY INFORMATION

Directors P Lambert

C J Hue Williams

O Soyer A Landia T I Sandvoid

Sır Jeremy Greenstock

Tan Sri Mohamed Hassan Marican

Secretary Susan Byfield

Company number 3838151

Registered office 17 Hill Street

4th Floor London W1J 5LJ

Auditors The Gallagher Partnership LLP

69/85 Tabernacle Street

London EC2A 4RR

Business address 17 Hill Street

4th Floor London W1J 5LJ

Solicitors Freshfields Bruckhaus Deringer

65 Fleet Street

London EC4Y 1HS

CONTENTS

	Page
Directors' report	1 - 3
Independent auditors' report	4 - 5
Profit and loss account	6
Balance sheet	7
Cash flow statement	8
Notes to the cash flow statement	9
Notes to the financial statements	10 - 19

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2011

The directors present their report and financial statements for the year ended 31 December 2011

Principal activities and review of the business

The principal activity of the company is the provision of corporate finance advice to the energy industry. The company is authorised and regulated by the Financial Services Authority.

The results for the year and the financial position at the year end were considered satisfactory by the directors who expect continued growth in the foreseeable future

Description of principal risks and uncertanities

In providing corporate finance advisory services the company is dependent upon its clients for its revenues. The company, therefore, faces the risk that these revenues might vary depending on the financial position of its clients, the level of competition in the corporate finance advisory sector and the level of merger and acquisition activity in the oil and gas industry. All these factors may affect the level of income the company may earn.

Financial risk management relates to risk to the company in respect of its own assets and liabilities. The company has very limited exposure to financial instruments in respect of its own assets and liabilities. They include cash deposits, trade receivables and payables.

The main risks arising from financial instruments are limited exposure to interest rate risk, liquidity risk, and credit risk. Each of these risks is discussed in detail below

Interest rate risk

The company is exposed to interest rate risk with regard to its cash holdings. All cash holdings are at variable rates. The company does not have any borrowings and surplus funds are placed on short term deposits.

Liquidity risk

It is the company's policy to ensure that it has sufficient access to funds to cover all forecast committed requirements for the next 12 months

Credit risk

The majority of debtors arise from major energy corporations and governmental departments. As such the company has determined that the credit risk is minimal in relation to the majority of the debtors. The company invests available cash with various banks.

Results and dividends

The results for the year are set out on page 6
A dividend on ordinary shares was paid amounting to £1,438,696

It is proposed that the retained profit of £34,483 is transferred to reserves

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2011

Directors

The following directors have held office since 1 January 2011

P Lambert

Lord James Hugh Rockley

(Deceased 6 December 2011)

C J Hue Williams

O Soyer

J R West

(Resigned 18 April 2011)

A Landia

T I Sandvold

Sir Jeremy Greenstock

Tan Sri Mohamed Hassan Marican

Charitable donations	2011 £	2010 £
During the year the company made the following payments Charitable donations	146,730	3,000

Auditors

The auditors, The Gallagher Partnership LLP, are deemed to be reappointed under section 487(2) of the Companies Act 2006

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2011

Directors' responsibilities

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they 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 these financial statements, the directors are required to

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

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. 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.

Statement of disclosure to auditors

So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information

By order of the board

S Byfeeld.

Susan Byfield

Secretary

5 March 2012

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF LAMBERT ENERGY ADVISORY LIMITED

We have audited the financial statements of Lambert Energy Advisory Limited for the year ended 31 December 2011 set out on pages 6 to 19 The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on pages 1 - 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2011 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matter prescribed by the Companies Act 2006

The information given in the directors' report is consistent with the financial statements

INDEPENDENT AUDITORS' REPORT (CONTINUED)

TO THE MEMBERS OF LAMBERT ENERGY ADVISORY LIMITED

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

Intuaz Anan (Senior Statutory Auditor)

for and on behalf of The Gallagher Partnership LLP

5 March 2012

Chartered Accountants
Statutory Auditors

69/85 Tabernacle Street

London EC2A 4RR

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2011

	N-4	2011	2010
	Notes	£	£
Turnover	2	9,443,097	8,858,494
Administrative expenses		(7,441,539)	(6,902,324)
Operating profit	3	2,001,558	1,956,170
Other interest receivable and similar			
income	4	21,632	25,045
Profit on ordinary activities before			
taxation		2,023,190	1,981,215
Tax on profit on ordinary activities	5	(550,011)	(582,702)
Profit for the year	13	1,473,179	1,398,513
			

The profit and loss account has been prepared on the basis that all operations are continuing operations

There are no recognised gains and losses other than those passing through the profit and loss account

BALANCE SHEET AS AT 31 DECEMBER 2011

	20	11	20	D10
Notes	£	£	£	£
7		13,572		21,982
8	1,566,227		1,200,869	
	4,835,772		4,469,857	
	6,401,999		5,670,726	
9	(4,203,587)		(3,546,929)	
		2,198,412		2,123,797
		2,211,984		2,145,779
10				(2,145)
		2,211,984		2,143,634
		===		=
12		1,115		1,115
13		266,370		266,370
13		214,819		180,952
13		1,729,680		1,695,197
		2,211,984		
	7 8 9 10	7 8	7 13,572 8 1,566,227 4,835,772 6,401,999 9 (4,203,587) 2,198,412 2,211,984 10	Notes £ £ £ 7 13,572 8 1,566,227 4,835,772 4,469,857

Approved by the Board and authorised for issue on 5 March 2012

P Lambert Director

Company Registration No. 3838151

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2011

	£	2011 £	£	2010 £
Net cash inflow from operating activities		2,389,037		3,377,506
Returns on investments and servicing of finance				
Interest received	21,632		25,045	
Net cash inflow for returns on investments and servicing of finance		21,632		25,045
Taxation		(606,058)		(798,272)
Capital expenditure Payments to acquire tangible assets	-		(2,350)	
Net cash outflow for capital expenditure				(2,350)
Equity dividends paid		(1,438,696)		(1,342,576)
Net cash inflow before management of liquid resources and financing		365,915		1,259,353
Financing Issue of ordinary share capital	-		104,495	
Issue of shares	-		104,495	
Net cash (outflow)/inflow from financing		-		104,495
Increase in cash in the year		365,915		1,363,848

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2011

1	Reconciliation of operating profit to ne activities	t cash inflow from o	perating	2011	2010
				£	£
	Operating profit			2,001,558	1,956,170
	Depreciation of tangible assets			8,410	9,363
	Increase in debtors			(320,108)	(360,624)
	Increase in creditors within one year			665,310	1,700,925
	Other reserve movement			33,867	71,672
	Net cash inflow from operating activities	es		2,389,037	3,377,506
2	Analysis of net funds	1 January 2011	Cash flow	Other non- cash changes	31 December 2011
		£	£	£	£
	Net cash				
	Cash at bank and in hand	4,469,857	365,915		4,835,772
	Net funds	4,469,857 ————	365,915	-	4,835,772
3	Reconciliation of net cash flow to move	ement in net funds		2011	2010
				£	£
	Increase in cash in the year			365,915	1,363,848
	Movement in net funds in the year			365,915	1,363,848
	Opening net funds			4,469,857	3,106,009
	Closing net funds			4,835,772	4,469,857

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011

1 Accounting policies

A summary of principal accounting policies, all of which have been applied consistently throughout the year and the preceding year, is set out below

11 Accounting convention

The financial statements are prepared under the historical cost convention

1.2 Compliance with accounting standards

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently (except as otherwise stated)

13 Turnover

Turnover represents amounts receivable for services provided in the normal course of business Revenue is recognised in line with accrual accounting based on fees received for services provided during the financial year

1.4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows

Land and buildings Leasehold

Over the period of the lease

Fixtures, fittings & equipment

Over 3 years

15 Leasing

Rentals payable under operating leases are charged against income on a straight line basis over the lease term

16 Pensions

The pension costs charged in the financial statements represent the contributions payable by the company during the year in accordance with FRS 17

1.7 Taxation

Deferred taxation is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted

1.8 Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to profit and loss account.

1.9 Share-based payment transactions

The company has issued share options to certain employees. These must be measured at fair value and recognised as an expense in the profit and loss account with a corresponding increase in equity. The fair value of the options was estimated at the date of grant by the directors. The fair value will be charged as an expense in the profit and loss account over the vesting period. The charge is adjusted each year to reflect the expected and actual level of vesting.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2011

1 Accounting policies

(continued)

1 10 Going Concern

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the financial statements.

2 Turnover

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the United Kingdom

3	Operating profit	2011 £	2010 £
	Operating profit is stated after charging		
	Depreciation of tangible assets	8,410	9,363
	Loss on foreign exchange transactions	-	22,858
	Operating lease rentals	168,720	115,195
			
	Auditors' remuneration		
	Fees payable to the company's auditor for the audit of the company's		
	annual accounts	5,248	5,250
	Corporation tax compliance	1,500	1,250
	Other advisory work	1,350	1,250
		8,098	7,750
4	Investment income	2011	2010
		£	£
	Bank interest	21,632	25,045
		21,632	25,045

5	Taxation	2011	2010 £
	Domestic current year tax	£	z
	U K corporation tax	597,323	581,380
	Adjustment for prior years	83	(18)
	Total current tax	597,406	581,362
	Deferred tax		
	Deferred tax charge/credit current year	(47,395)	1,340
		550,011	582,702
	Factors affecting the tax charge for the year		
	Profit on ordinary activities before taxation	2,023,190	1,981,215
	Profit on ordinary activities before taxation multiplied by standard rate of		
	UK corporation tax of 26 00% (2010 - 28 00%)	526,029	554,740
	Effects of		
	Non deductible expenses	5,188	5,865
	Depreciation add back	2,187	2,621
	Capital allowances	(803)	(1,923)
	Corporation tax rate adj	10,598	-
	Adjustments to previous period	83	(18)
	Deferred asset on pension	45,250	-
	Share based payments	8,805	20,068
	Other tax adjustments	69 	9
		71,377	26,622
	Current tax charge for the year	597,406	581,362
6	Dividends	2011	2010
•	Dividende	£	£
	Ordinary shares paid	1,438,696	1,342,576

7	Tangible fixed assets			
		Land and buildings Leasehold	Fixtures, fittings & equipment	Total
		£	£	£
	Cost			
	At 1 January 2011	7,428	73,952	81,380
	Disposals		(39,415)	(39,415)
	At 31 December 2011	7,428	34,537	41,965
	Depreciation			
	At 1 January 2011	6,422	52,976	59,398
	On disposals	-	(39,415)	(39,415)
	Charge for the year	1,006	7,404	8,410
	At 31 December 2011	7,428	20,965	28,393
	Net book value			
	At 31 December 2011	-	13,572	13,572
	At 31 December 2010	1,006	20,976	21,982
8	Debtors		2011	2010
			£	£
	Trade debtors		1,270,272	983,935
	Prepayments and accrued income		250,705	216,934
	Deferred tax asset (see note 10)		45,250	-
			1,566,227	1,200,869
				

	Creditors: amounts falling due within one year	2011 £	2010 £
	Corporation tax	306,638	315,290
	Other taxes and social security costs	166,762	192,356
	Accruals and deferred income	3,730,187	3,039,283
		4,203,587	3,546,929
10	Provisions for liabilities		
	The deferred tax asset (included in debtors, note 8) is made up as follows		
		2011	
		£	
	Balance at 1 January 2011	2,145	
	Profit and loss account	(47,395)	
	Balance at 31 December 2011	(45,250)	
		2011	2010
		£	£
	Accelerated capital allowances	-	2,145
	Other timing differences	(45,250)	-
		(45,250)	2,145
			
11	Pension and other post-retirement benefit commitments Defined contribution		
		2011 £	2010 £
	Contributions payable by the company for the year	198,448	25,512

12	Share capital		2011 £	2010 £
	Authorised 100,000,000 Ordinary shares of 1p each		1,000,000	1,000,000
	Allotted, called up and fully paid 111,588 Ordinary shares of 1p each		1,115	1,115
	,			
	In addition to the above issued share capital the company has and fully paid	one "B" or	dinary share of	£0 01 issued
13	Statement of movements on reserves	Shara '	Share based	Profit and
			payments	loss
		3	£	£
	Balance at 1 January 2011 Profit for the year	266,370	180,952	1,695,197 1,473,179
	Dividends paid	-	-	(1,438,696)
	Share based payments	-	33,867	-
	Balance at 31 December 2011	266,370	214,819	1,729,680
14	Reconciliation of movements in shareholders' funds		2011	2010
			£	£
	Profit for the financial year		1,473,179	1,398,513
	Dividends		(1,438,696)	(1,342,576)
			34,483	55,937
	Proceeds from issue of shares		-	104,495
	Movements on other reserves		33,867	71,672
	Net addition to shareholders' funds		68,350	232,104
	Opening shareholders' funds		2,143,634	1,911,530
	Closing shareholders' funds		2,211,984	2,143,634

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2011

15 Financial commitments

At 31 December 2011 the company was committed to making the following payments under non-cancellable operating leases in the year to 31 December 2012

		Land and buildings	
		2011	2010
		£	£
	Operating leases which expire		
	Between two and five years	168,718	168,718
		====	 -
16	Directors' remuneration	2011	2010
		£	£
	Remuneration for qualifying services	2,476,621	2,193,219
	Company pension contributions to defined contribution schemes	148,448	25,512
		2,625,069	2,218,731
		====	=
	Remuneration disclosed above include the following amounts paid to the highest paid director		
	Remuneration for qualifying services	690,000	850,000
	Company pension contributions to defined contribution schemes	6,000	6,000
			

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2011

17 Employees

Number of employees

The average monthly number of employees (including directors) during the year was

year was	2011 Number	2010 Number
Operations & administration	17	17
Employment costs	2011 £	2010 £
Wages and salaries	4,835,087	4,715,929
Social security costs	580,534	527,649
Other pension costs	198,448	25,512
Costs of share option scheme	33,867	71,672
	5,647,936	5,340,762

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2011

18 Share Based Payments

Employees have been granted options under an Enterprise Management Incentive Scheme and an Unapproved Options Scheme which entitles the holders to options on ordinary shares in the company at a future date

The issue of ordinary shares consitutes a share based payment under FRS 20 and the value of this payment reflects estimates of fair value of each share

The expense recognised for share based payments in this respect during the year was £33,867 (2010 £71,672)

The following table shaows the movement of share options during the year	2011 Number	2010 Number
Outstanding at the begining of the year	23,916	31,926
Granted during the year	0	0
Options excroised during the year	0	(8,010)
Lapsed during the year	0	0
	23,916	23 916
		

No options were granted during the year. The exercise price of options outstanding at the year end was £17.50 (2010 £17.50)

The fair value of equity-settled share options granted has been estimated at the date of the grant by the directors based on estimated maintanable post tax profits and taking into consideration private transactions in the shares of the company and agreements with H M Revenue & Customs regarding valuation of the shares granted under the EMI scheme

19 Control

The ultimate controlling party is Mr P Lambert, an executive director

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2011

20 Related party relationships and transactions

Dividends to Directors

The following directors were paid dividends during the year as outlined in the table below

	2011	2010
	£	£
P Lambert	943,764	960,012
A Landia	60,000	60,000
Jeremy Greenstock	16,248	-
T I Sandvold	60,000	-
		
	1,080,012	1,020,012
	=	

Other transactions

During the year the company paid £719,429 (2010 - £744,600) to Sandvold Energy AS, a company registered in Norway and controlled by Tore Sandvold, a non-executive director of the company