

PHP INVESTMENTS LIMITED

(Registered No SC311032)

ANNUAL REPORT AND ACCOUNTS 2012

Sole Director

J S Blythe

REPORT OF THE DIRECTOR

The director presents his report and accounts for the year ended 31 December 2012

Results and dividends

The profit for the year after taxation was \$653,081,000 which, when added to the retained profit brought forward at 1 January 2012 of \$660,931,000 together with total paid interim dividends to ordinary shareholders of \$980,000,000, gives a total retained profit carried forward at 31 December 2012 of \$334,012,000

During the year the company has declared and paid dividends of \$980,000,000 (2011 \$Nil) The director does not propose the payment of a final dividend

Principal activity and review of the business

The company is a holding company of an associate undertaking based in the UK

No key financial and other performance indicators have been identified for this company

Principal risks and uncertainties

The company aims to deliver sustainable value by identifying and responding successfully to risks Risk management is integrated into the process of planning and performance management at a group level Monitoring and accountability for the management of these risks occur through quarterly performance reviews at a group level

We urge you to consider carefully the risks described below The potential impact of the occurrence or reoccurrence of any of the risks described below could have a material adverse effect on the company's business, financial position, results of operations, competitive position, cash flows, prospects, liquidity, shareholder returns and/or implementation of its strategic agenda

Company level risks have been categorised against the following area compliance and control In addition, we have also set out a further category of risk for your attention – those resulting from the 2010 Gulf of Mexico oil spill (the Incident)



PHP INVESTMENTS LIMITED

REPORT OF THE DIRECTOR

Principal risks and uncertainties (continued)

Gulf of Mexico oil spill

The Gulf of Mexico oil spill has had and could continue to have a material adverse impact on BP as a group, and consequently may also have an adverse impact on PHP Investments Limited.

Whilst the BP group recognised significant charges in the income statement since the Incident occurred in 2010, there is significant uncertainty regarding the extent and timing of the remaining costs and liabilities relating to the Incident, the potential changes in applicable regulations and the operating environment that may result from the Incident, the impact of the Incident on the reputation of the group and the resulting possible impact on the group's licence to operate including its ability to access new opportunities. The amount of claims that become payable by the BP group, the amount of fines ultimately levied on the BP group (including any potential determination of the BP group's negligence or gross negligence), the outcome of litigation, the terms of any further settlements including the amount and timing of any payments thereunder, and any costs arising from any longer-term environmental consequences of the Incident, will also impact upon the ultimate cost for the BP group.

Although the provisions recognised represent the current best estimates of expenditures required to settle certain present obligations that can be reasonably estimated at the end of the reporting period, there are future expenditures for which it is not possible to measure the obligations reliably and the total amounts payable by the BP group in relation to all obligations relating to the Incident are subject to significant uncertainty. These uncertainties are likely to continue for a significant period, increase the risks to which the group is exposed and may cause costs to increase. Thus, the Incident has had, and could continue to have, a material adverse impact on the group's business, competitive position, financial performance, cash flows, prospects, liquidity, shareholder returns and/or implementation of its strategic agenda, particularly in the US. The risks associated with the Incident could also heighten the impact of the other risks to which the group is exposed as further described below. Further information on the Incident is included within the BP group Annual Report and Form 20-F for the year ended 31 December 2012.

Compliance and control risk

Liabilities and provisions

The BP group's potential liabilities resulting from pending and future claims, lawsuits, settlements and enforcement actions relating to the Gulf of Mexico oil spill, together with the potential cost and burdens of implementing remedies sought in the various proceedings, cannot be fully estimated at this time but they have had, and are expected to continue to have, a material adverse impact on the group's business and consequently may also impact the company's business. Further information is included within the BP group Annual Report and Form 20-F for the year ended 31 December 2012.

Reporting

External reporting of financial and non-financial data is reliant on the integrity of systems and people. Failure to report data accurately and in compliance with external standards could result in regulatory action, legal liability and damage to the company's reputation.

PHP INVESTMENTS LIMITED

REPORT OF THE DIRECTOR

Future developments

The director aims to maintain the management policies which have resulted in the company's stability in recent years. They believe that the company is in a good position to take advantage of any opportunities which may arise in the future.

It is the intention of the director that the business of the company will continue for the foreseeable future.

Director

The present director is listed on page 1.

There have been no director appointments or resignations since 1 January 2012.

Director's indemnity

The company indemnifies the director in its Articles of Association to the extent allowed under section 232 of the Companies Act 2006.

Policy and practice on payment of creditors

It is the company's policy to follow the CBI's prompt payment code of practice for all suppliers to the company with payments made in accordance with the relevant contractual payment terms. A copy of the code of practice may be obtained from the CBI.

The number of days' purchases represented by trade creditors at the year-end was nil.

Auditor

In the absence of a notice proposing that the appointment be terminated, Ernst & Young LLP will be deemed to be re-appointed as the company's auditor for the next year.

PHP INVESTMENTS LIMITED

REPORT OF THE DIRECTOR

Director's statement as to the disclosure of information to the auditor

The director who was a member of the board at the time of approving the director's report is listed on page 1. The director confirms that

- To the best of his knowledge and belief, there is no information relevant to the preparation of his report of which the company's auditor is unaware, and
- He has taken all the steps a director might reasonably be expected to have taken to be aware of relevant audit information and to establish that the company's auditor is aware of that information

By Order of the Board



For and on behalf of
Sunbury Secretaries Limited
Company Secretary

6 JUNE

2013

Registered Office

1 Wellheads Avenue
Dyce
Aberdeen
AB21 7PB
United Kingdom

PHP INVESTMENTS LIMITED

STATEMENT OF DIRECTOR'S RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

The director is responsible for preparing the Director's Report and the financial statements in accordance with applicable law and regulations

Company law requires the director to prepare financial statements for each financial year. Under that law the director has 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 director must not approve the financial statements unless he is satisfied that they give a true and fair view of the state of affairs of the company and the profit or loss for that period. In preparing these accounts, the director is required to

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

The director is 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 him to ensure that the financial statements comply with the Companies Act 2006. He is 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 director confirms that he has complied with these requirements and, having a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future, continues to adopt the going concern basis in preparing the accounts.

PHP INVESTMENTS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF **PHP INVESTMENTS LIMITED**

We have audited the financial statements of PHP Investments Limited for the year ended 31 December 2012 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet, the accounting policies and the related notes 1 to 16. 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 in an auditor's 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 director and auditor

As explained more fully in the Statement of Director's Responsibilities set out on page 5, the director is 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). These 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 director, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Annual Report and Accounts to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies, we consider the implications for our report.

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 2012 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

In our opinion, the information given in the Director's Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

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.

Ernst & Young LLP

William Testa (Senior Statutory Auditor)

for and on behalf of Ernst & Young LLP, Statutory Auditor

London

13 June

2013

PHP INVESTMENTS LIMITED

ACCOUNTING POLICIES

Accounting standards

The financial statements of PHP Investments Limited were approved for issue by the sole director on
3 JUNE 2013

These accounts are prepared on a going concern basis and in accordance with the Companies Act 2006 and applicable UK accounting standards

Accounting convention

The accounts are prepared under the historical cost convention

Statement of cash flows

The group accounts of the ultimate parent undertaking contain a consolidated cash flow statement. The company has taken advantage of the exemption granted by the Financial Reporting Standard No 1 (Revised), whereby it is not required to publish its own cash flow statement

Group accounts

Group accounts are not submitted as the company is exempt from the obligation to prepare group accounts under Section 400 (1) of the Companies Act 2006. The results of subsidiary and associated undertakings are dealt with in the consolidated accounts of the ultimate parent undertaking, BP plc, a company registered in England and Wales. These accounts present information about the company as an individual undertaking and not about the group

Dividend income

Dividend income from investments is recognised when the shareholders' right to receive the payment is established

Foreign currency transactions

Foreign currency transactions are initially recorded in dollars by applying the exchange rate ruling on the date of transaction. Foreign currency monetary assets and liabilities are translated into dollars at the rate of exchange ruling at the balance sheet date. Exchange differences are included in the profit and loss account

Interest income

Interest income is recognised on an accruals basis

Dividends payable

Final dividends are recorded in the accounts in the year in which they are approved by the company's shareholders. Interim dividends are recorded in the year in which they are approved and paid

PHP INVESTMENTS LIMITED

ACCOUNTING POLICIES

Investments

Fixed asset investments in the associates are held at cost. The company assesses investments for impairment whenever events or changes in circumstances indicate that the carrying value of an investment may not be recoverable. If any such indication of impairment exists, the company makes an estimate of its recoverable amount. Where the carrying amount of an investment exceeds its recoverable amount, the investment is considered impaired and is written down to its recoverable amount.

Where these circumstances have reversed the impairment previously made, is reversed to the extent of the original cost of the investment.

Other debtors

Other debtors are carried at the original invoice amount, less allowances made for doubtful receivables. Provision is made when there is objective evidence that the company will be unable to recover balances in full. Balances are written off when the probability of recovery is assessed as being remote.

Other creditors

Other creditors are carried at payment or settlement amounts. If the effect of the time value of money is material, other creditors are determined by discounting the expected future cash flows at a pre-tax rate.

PHP INVESTMENTS LIMITED
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2012

	Note	<u>2012</u> \$000	<u>2011</u> \$000
Dividend Income		980,000	-
Administration expenses		<u>(9)</u>	<u>(11)</u>
Operating profit / (loss)		979,991	(11)
Amounts provided against fixed assets	2	(260,962)	-
Reversal of amounts provided against fixed assets	2	<u>-</u>	<u>587,663</u>
Profit on ordinary activities before interest and taxation		719,029	587,652
Interest payable and similar charges	3	(66,588)	(61,182)
Interest receivable and similar income	4	640	883
Profit before taxation		<u>653,081</u>	<u>527,353</u>
Taxation	5	<u>-</u>	<u>-</u>
Profit for the year		<u>653,081</u>	<u>527,353</u>

The profit of \$653,081,000 for the year ended 31 December 2012 has derived in its entirety from continuing operations

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
FOR THE YEAR ENDED 31 DECEMBER 2012

There are no recognised gains or losses attributable to the shareholders of the company other than the profit for the year ended 31 December 2012 (2011 profit of \$527,353,000)

PHP INVESTMENTS LIMITED
(Registered No SC311032)

BALANCE SHEET AT 31 DECEMBER 2012

	Note	<u>2012</u> \$000	<u>2011</u> \$000
Fixed assets			
Investments	7	5,201,852	5,462,814
Current assets			
Debtors	8	599,688	665,645
Creditors: amounts falling due within one year	9	<u>(9)</u>	<u>(9)</u>
Net current assets		<u>599,679</u>	<u>665,636</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		5,801,531	6,128,450
Creditors: amounts falling due after more than one year	9	<u>(2,891,000)</u>	<u>(2,891,000)</u>
NET ASSETS		<u>2,910,531</u>	<u>3,237,450</u>
Represented by			
Capital and reserves			
Called up share capital	11	3,724	3,724
Share premium account	12	2,572,795	2,572,795
Profit and loss account	12	334,012	660,931
SHAREHOLDERS' FUNDS – EQUITY INTERESTS		<u>2,910,531</u>	<u>3,237,450</u>

On behalf of the Board



J S Blythe
Director

6 June 2013

PHP INVESTMENTS LIMITED

NOTES TO THE ACCOUNTS

1. Auditor's remuneration

	<u>2012</u>	<u>2011</u>
	<u>\$000</u>	<u>\$000</u>
Fees for the audit of the company	<u>8</u>	<u>8</u>

Fees paid to the company's auditor, Ernst & Young LLP, and its associates for services other than the statutory audit of the company are not disclosed in these accounts since the consolidated accounts of PHP Investments Limited's ultimate parent, BP plc, are required to disclose non-audit fees on a consolidated basis

2. Exceptional items

Exceptional item comprises reversal of amounts provided against fixed assets as follows

	<u>2012</u>	<u>2011</u>
	<u>\$000</u>	<u>\$000</u>
Amounts provided against fixed assets	(260,962)	-
Reversal of amounts provided against fixed assets	-	587,663
	<u>(260,962)</u>	<u>587,663</u>

The amounts provided against fixed assets are in relation to impairment of the company's investments in PHP Operations as at 31 December 2012

3. Interest payable and similar charges

	<u>2012</u>	<u>2011</u>
	<u>\$000</u>	<u>\$000</u>
Interest expense on loans from group undertakings	<u>66,588</u>	<u>61,182</u>

4. Interest receivable and similar income

	<u>2012</u>	<u>2011</u>
	<u>\$000</u>	<u>\$000</u>
Interest income from group undertakings	<u>640</u>	<u>883</u>

5. Taxation

The Company is a member of a group for the purposes of relief within Part 5, Corporation Tax Act 2010. No UK corporation tax has been provided because another group company, BP International Limited, has undertaken to procure the claim or surrender of group relief to the extent it is required and to provide for any current or deferred UK tax that arises without charge.

The following table provides a reconciliation of the UK statutory corporation tax rate to the effective current tax rate on profit before taxation

PHP INVESTMENTS LIMITED

NOTES TO THE ACCOUNTS

5. Taxation (continued)

	<u>2012</u>	<u>2011</u>
	<u>\$000</u>	<u>\$000</u>
Profit before taxation	653,081	527,353
Current taxation	-	-
Effective current tax rate	0%	0%
	<u>2012</u>	<u>2011</u>
	<u>%</u>	<u>%</u>
UK statutory corporation tax rate	24	26
Increase / (decrease) resulting from		
Non-deductible expenditure / non-taxable income	10	(29)
Free group relief	2	3
Dividends not subject to UK tax	(36)	-
Effective current tax rate	<u>-</u>	<u>-</u>

6. Director and employees

(a) Remuneration of director

The director did not receive any fees or remuneration for services as a director of the company during the financial year (2011: \$Nil)

(b) Employee costs

The company had no employees during the year (2011: Nil)

7. Investments

	<u>Investment in associate shares</u>
<u>Cost</u>	<u>\$000</u>
At 1 January 2012 / 31 December 2012	5,462,814
Impairment losses	
At 1 January 2012	-
Charge for the year	(260,962)
At 31 December 2012	<u>(260,962)</u>
Net book amount	
At 31 December 2012	<u>5,201,852</u>
At 31 December 2011	<u>5,462,814</u>

PHP INVESTMENTS LIMITED

NOTES TO THE ACCOUNTS

7. Investments (continued)

The investment in the associated undertakings is unlisted

The associated undertaking of the company at 31 December 2012 and the percentage of equity capital held are set out below. The principal country of operation is generally indicated by the company's country of incorporation or by its name

Associated undertaking	Class of share held	%	Country of incorporation	Principal activity
PHP Operations	Ordinary	49	England and wales	Holding Company

8. Debtors

	<u>2012</u>	<u>2011</u>
	Within	Within
	1 year	1 year
	\$000	\$000
Amounts owed by group undertakings	<u>599,688</u>	<u>665,645</u>

9. Creditors

	<u>2012</u>	<u>2012</u>	<u>2011</u>	<u>2011</u>
	Within	After	Within	After
	1 year	1 year	1 year	1 year
	\$000	\$000	\$000	\$000
Amounts owed to group undertakings	9	-	9	-
Loans (see note 10)	-	2,891,000	-	2,891,000
	<u>9</u>	<u>2,891,000</u>	<u>9</u>	<u>2,891,000</u>

10. Loans

Loans repayable, included within creditors, are analysed as follows

	<u>2012</u>	<u>2011</u>
	Within	Within
	5 years	5 years
	\$000	\$000
Wholly repayable	<u>2,891,000</u>	<u>2,891,000</u>

Interest rates on borrowings repayable within five years from 31 December 2012 are calculated by reference to the LIBOR plus 160 basis points

PHP INVESTMENTS LIMITED

NOTES TO THE ACCOUNTS

11. Called up share capital

	<u>2012</u>	<u>2011</u>
	\$000	\$000
Allotted, called up and fully paid		
3,724,499 Ordinary shares of \$1 each for a total nominal value of		
\$3,724,499 and 1 Ordinary share of £1 00 for a total nominal value of	3,724	3,724
£1 00		

12. Capital and reserves

	Called up share capital	Share premium account	Profit and loss account	Total
	\$000	\$000	\$000	\$000
At 1 January 2012	3,724	2 572,795	660,931	3,237,450
Profit for the year	-	-	653,081	653,081
Dividends – current year interim paid	-	-	(980,000)	(980,000)
At 31 December 2012	<u>3,724</u>	<u>2,572,795</u>	<u>334,012</u>	<u>2,910,531</u>

In 2012 the company paid interim ordinary dividends of \$980,000,000 (2011 \$Nil) The dividend per share was \$263 15 (2011 dividend per share \$Nil)

13. Reconciliation of movements in shareholders' funds

	<u>2012</u>	<u>2011</u>
	\$000	\$000
Profit for the year	653,081	527,353
Dividends – current year interim paid	(980,000)	-
Net (decrease) / increase in shareholders' funds	(326 919)	527,353
Shareholders' funds at 1 January	3,237,450	2,710,097
Shareholders' funds at 31 December	<u>2,910,531</u>	<u>3,237,450</u>

14. Related party transactions

The company has taken advantage of the exemption contained within Financial Reporting Standard No 8 "Related Party Disclosures", and has not disclosed transactions entered into with group companies. There were no other related party transactions in the year which qualifies to be disclosed during 2012.

15. Pensions

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

PHP INVESTMENTS LIMITED

NOTES TO THE ACCOUNTS

16. Immediate and ultimate controlling parent undertaking

The immediate parent undertaking is BP Exploration Operating Company Limited, a company registered in England and Wales. The ultimate controlling parent undertaking is BP p l c , a company registered in England and Wales, which is the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of the consolidated financial statements of BP p l c can be obtained from 1 St James's Square, London, SW1Y 4PD.