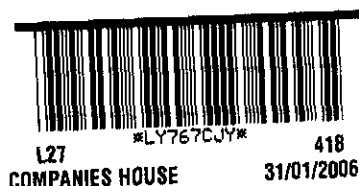


BP GLOBAL INVESTMENTS LIMITED

(Registered No. 263889)

ANNUAL REPORT AND ACCOUNTS 2004

Board of Directors: D P Chapman
B E Grote
F W M Starkie
J-B M Renard



REPORT OF THE DIRECTORS

The directors present their report and accounts for the year ended 31 December 2004.

Principal activity

The company is a holding company for BP Group investments in subsidiary undertakings worldwide. It is the intention of the directors that the above business of the company will continue for the foreseeable future.

Results and dividends

The profit for the year of £1,686,053,000 when added to the retained profit brought forward at 1 January 2004 of £520,208,000 and taking into account the interim dividend paid during the year of £1,712,438,000 gives a retained profit carried forward at 31 December 2004 of £493,823,000.

The directors do not propose the payment of a final dividend.

Directors

The present directors are listed above.

D P Chapman, B E Grote, F W M Starkie and J-B M Renard served as directors throughout the financial year. Changes since 1 January 2004 are as follows:

	<u>Appointed</u>	<u>Resigned</u>
A C Little (alternate to F W M Starkie)	26 July 2004	31 December 2004

Directors' interests

The interests of the directors holding office at 31 December 2004, other than directors of the ultimate parent undertaking, and their families, in the US \$0.25 ordinary shares of BP p.l.c., were as set out below:

	<u>31 December 2004</u>	<u>1 January 2004</u>
D P Chapman	226,909	162,058
F W M Starkie	140,816	127,620
J-B M Renard	73,969	54,281

BP GLOBAL INVESTMENTS LIMITED

REPORT OF THE DIRECTORS

Directors' interests (continued)

In addition, rights to subscribe for US \$0.25 ordinary shares in BP p.l.c. were granted to, or exercised by, those directors between 1 January 2004 and 31 December 2004 as follows:

	<u>Granted</u>	<u>Exercised</u>
D P Chapman	92,476	-
F W M Starkie	48,000	-
J-B M Renard	84,000	-

No director had any interest in the shares or debentures of subsidiary undertakings of BP p.l.c. at 31 December 2004.

Policy and practice with respect to payment of suppliers

It is the company's policy to follow the CBI's prompt payment code of practice for all suppliers to the company. A copy of the code of practice may be obtained from the CBI.

There are no trade creditors at year end.

Post balance sheet events

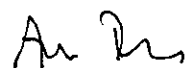
On 22 June 2005 the company subscribed to 350,000,000 ordinary shares of \$1 each in its subsidiary BTC Pipeline Holding Company Limited.

On 7 December 2005 the company issued 722,125,939 ordinary shares of £1 each, fully paid, ranking pari passu with all other ordinary shares in issue, to its parent BP p.l.c. and subscribed for ordinary shares of £722 million in its subsidiary Russian Holdings Limited.

Auditors

Ernst & Young LLP will continue in office as the company's auditor in accordance with the elective resolution passed by the company under Section 386 of the Companies Act 1985.

By order of the Board



Secretary

31 January 2006

Registered Office:

Chertsey Road
Sunbury on Thames
Middlesex
TW16 7BP

BP GLOBAL INVESTMENTS LIMITED

**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 also responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and which enable them to ensure that the accounts comply with the Companies Act 1985. They are also responsible for taking reasonable steps to safeguard the assets of the company and to prevent and detect 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.

BP GLOBAL INVESTMENTS LIMITED

REPORT OF THE AUDITORS TO THE MEMBERS OF
BP GLOBAL INVESTMENTS LIMITED

We have audited the company's accounts for the year ended 31 December 2004 which comprise Profit and Loss Account, Balance Sheet, Statement of Total Recognised Gains and Losses, Accounting Policies and the related Notes 1 to 16. These accounts have been prepared on the basis of the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. 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 described in the Statement of Directors' Responsibilities, the company's directors are responsible for the preparation of the accounts in accordance with applicable United Kingdom law and accounting standards.

Our responsibility is to audit the accounts in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the accounts give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' Report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit 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 2004 and of the profit of the company for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Ernst & Young LLP
Ernst & Young LLP
Registered Auditor
London.

31 January 2006

BP GLOBAL INVESTMENTS LIMITED

ACCOUNTING POLICIES

Accounting Standards

These accounts are prepared in accordance with applicable UK accounting standards.

Accounting convention

The accounts are prepared under the historical cost convention.

Statement of cash flows

The Group financial statements 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 228(1) of the Companies Act 1985. The results of subsidiary and associated undertakings are dealt with in the consolidated accounts of the ultimate parent undertaking, BP p.l.c., a company registered in England and Wales. The accounts present information about the company as an individual undertaking and not about the group.

Foreign currencies

Assets and liabilities of foreign currency branches are translated into sterling at closing rates of exchange. Income statements are translated at average rates of exchange. Exchange differences resulting from the retranslation of net investments in foreign currency branches at closing rates, together with differences between income statements translated at average rates and at closing rates of exchange, are dealt with in reserves. Exchange gains and losses arising on long-term foreign currency borrowings used to finance the company's foreign currency investments are also dealt with in reserves.

All other exchange gains or losses on settlement or translation at closing rates of exchange of monetary assets and liabilities are included in the determination of profit for the year.

Comparative figures

Certain prior year figures have been restated to conform with the 2004 presentation.

BP GLOBAL INVESTMENTS LIMITED

PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2004

	Note	2004 £000's	2003 £000's
Dividend income		1,759,686	1,395,950
Administration expenses		(25,131)	(7,997)
Other income	1	<u>2,564</u>	<u>19,511</u>
Operating profit	2	1,737,119	1,407,464
Exceptional items	3	<u>(922)</u>	<u>63,507</u>
Profit on ordinary activities before interest & taxation		1,736,197	1,470,971
Interest payable and similar charges	4	<u>(49,165)</u>	<u>(11,163)</u>
Profit on ordinary activities before taxation		1,687,032	1,459,808
Taxation	5	<u>(979)</u>	<u>(2,920)</u>
Profit for the year		1,686,053	1,456,888
Distribution to shareholders	6	<u>(1,712,438)</u>	<u>(1,150,000)</u>
Retained (loss) / profit for the year		<u>(26,385)</u>	<u>306,888</u>

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
FOR THE YEAR ENDED 31 DECEMBER 2004

There are no recognised gains or losses attributable to the shareholders of the company other than the profit of £1,686,053,000 for the year ended 31 December 2004 (2003 profit of £1,456,888,000).

BP GLOBAL INVESTMENTS LIMITED

BALANCE SHEET AT 31 DECEMBER 2004

	Note	<u>2004</u> £000's	<u>2003</u> £000's
Fixed Assets			
Investments	7	10,895,534	9,444,472
Current assets			
Debtors - amounts falling due within one year	8	85,496	38,579
Current liabilities			
Creditors – amounts falling due within one year	9	<u>(1,790,863)</u>	<u>(919,547)</u>
Net current (liabilities)		<u>(1,705,367)</u>	<u>(880,968)</u>
TOTAL ASSETS LESS NET CURRENT LIABILITIES		<u>9,190,167</u>	<u>8,563,504</u>

Represented by:

Capital and reserves

Called up share capital	10	8,696,344	8,043,296
Profit and loss account	11	<u>493,823</u>	<u>520,208</u>
SHAREHOLDERS' FUNDS – EQUITY INTERESTS	12	<u>9,190,167</u>	<u>8,563,504</u>

By order of the Board


Director

31 January 2006

BP GLOBAL INVESTMENTS LIMITED

NOTES TO THE ACCOUNTS

1. Other income

	<u>2004</u>	<u>2003</u>
	<u>£000's</u>	<u>£000's</u>
Expenses recharged to group companies	<u>2,564</u>	<u>19,511</u>

2. Operating profit

This is stated after charging:

	<u>2004</u>	<u>2003</u>
	<u>£000's</u>	<u>£000's</u>
Exchange loss/ (gain) on foreign currency		
borrowings less deposits	115	71
Auditors' remuneration	<u>20</u>	<u>18</u>

3. Exceptional items

Exceptional items comprise the profit/(loss) on disposal of fixed assets as follows:

	<u>2004</u>	<u>2003</u>
	<u>£000's</u>	<u>£000's</u>
(Loss) / gain on disposal of fixed asset investments	<u>(922)</u>	<u>63,507</u>

4. Interest payable and similar charges

	<u>2004</u>	<u>2003</u>
	<u>£000's</u>	<u>£000's</u>
Interest payable to fellow subsidiary undertaking	<u>49,165</u>	<u>11,163</u>

BP GLOBAL INVESTMENTS LIMITED

NOTES TO THE ACCOUNTS

5. Taxation

UK Taxation

The Company is a member of a group for the purposes of relief under Section 402 of the Income & Corporation Taxes Act 1988. No 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 tax that arises without charge.

Overseas Taxation

The current tax charge represents Withholding Tax charged by foreign countries.

	<u>2004</u>	<u>2003</u>
	£000's	£000's
Current Taxation:		
Tax on income for the year	<u>979</u>	<u>2,920</u>

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

	<u>2004</u>	<u>2003</u>
	£000's	£000's
Profit before taxation	1,687,032	1,459,808
Current taxation	979	2,920
Effective current tax rate	<u>0%</u>	<u>0 %</u>

	<u>2004</u>	<u>2003</u>
	%	%
UK statutory corporation tax rate:	30	30
Increase / (decrease) resulting from:		
Non-deductible expenditure / Non taxed income	(23)	(23)
Double tax relief	(6)	(6)
Group relief	(1)	(1)
Effective current tax rate	<u>-</u>	<u>-</u>

6. Distribution to shareholders

	<u>2004</u>	<u>2003</u>
	£000's	£000's
Ordinary Dividend - interim paid	<u>1,712,438</u>	<u>1,150,000</u>

BP GLOBAL INVESTMENTS LIMITED

NOTES TO THE ACCOUNTS

7. Fixed assets – investments

	Subsidiary undertakings shares £000's	Associated undertakings shares £000's	Associated undertakings loans £000's	£000's
Cost				
At 1 January 2004	8,597,246	893,953	75,049	9,566,248
Additions	1,389,692	94,473	-	1,484,165
Disposals	(3,657)	-	(20,121)	(23,778)
At 31 December 2004	<u>9,983,281</u>	<u>988,426</u>	<u>54,928</u>	<u>11,026,635</u>
Amounts provided				
At 1 January 2004	121,776	-	-	121,776
Provided in the year	-	13,044	-	13,044
Disposals	(3,719)	-	-	(3,719)
At 31 December 2004	<u>118,057</u>	<u>13,044</u>	<u>-</u>	<u>131,101</u>
Net book amount				
At 31 December 2004	<u>9,865,224</u>	<u>975,382</u>	<u>54,928</u>	<u>10,895,534</u>
At 31 December 2003	<u>8,475,470</u>	<u>893,953</u>	<u>75,049</u>	<u>9,444,472</u>

The investments in the subsidiary and associated undertakings are unlisted.

The more important subsidiary and associated undertakings of the company at 31 December 2004 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.

Subsidiary Undertakings	%	Country of incorporation	Principal activity
BP Australia Investments Pty Ltd	100	Australia	Investment holdings
BP Chemicals East China Investments Limited	100	England & Wales	Investment holdings
BP Continental Holdings Limited	100	England & Wales	Investment holdings
BP Holdings B.V.	100	Netherlands	Investment holdings
BP Investments China Limited	100	England & Wales	Investment holdings
BP Pipelines (SCP) Ltd	100	England & Wales	Investment holdings
BTC Pipeline Holding Co. Ltd	100	England & Wales	Investment holdings
Cadman DBP Ltd	100	England & Wales	Investment holdings
Deutsche BP AG.	100	Germany	Investment holdings
Exploration Service Company Ltd	100	England & Wales	Investment holdings
Guangdong Investments Ltd	100	England & Wales	Investment holdings
Holdings BBG Ltd	100	England & Wales	Investment holdings
Pearl River Delta Investments Ltd	100	England & Wales	Investment holdings
Russian Holdings Limited	100	England & Wales	Investment holdings
BP (China) Holdings Ltd	100	China	Investment holdings

BP GLOBAL INVESTMENTS LIMITED**NOTES TO THE ACCOUNTS****7. Fixed assets – investments (continued)**

<u>Subsidiary Undertakings</u>	<u>%</u>	<u>Country of incorporation</u>	<u>Principal activity</u>
Jupiter Insurance Limited	100	Guernsey	Insurance
BP Egypt LNG Limited	100	England & Wales	Gas & Power
BP Foshan LPG Company Limited	100	China	Gas & Power
BP Zhongshan LPG Co., Limited	100	China	Gas & Power
BP Zhuhai LPG Company Limited	51	China	Gas & Power
BP Italia SpA	100	Italy	Petrochemicals
Fosven CA (in liquidation)	51	Venezuela	Petrochemicals
BP Solvay Polyethylene (Eastern Europe Services) s.r.o.	99	Slovakia	Petrochemicals
BP (Tianjin) Trading Co Limited	100	China	Oil
Burmah Chile S.A.	100	Chile	Lubricants
Castrol Lubricants Sp.zo.o	100	Poland	Lubricants
Castrol Ukraine LLC	100	Ukraine	Lubricants
Nordic Lubricants Oy	100	Finland	Lubricants
BP Espana S.A.	100	Spain	Refining & marketing
BP France S.A.	96	France	Refining & marketing
BP Portugal -Comércio de combustíveis e Lubrificantes SA	100	Portugal	Refining & marketing
Air BP Bolivia S.A.	98	Bolivia	Marketing
Air BP Brasil S.A.	100	Brasil	Marketing
BP (Switzerland) AG	100	Switzerland	Marketing
BP Greece Limited	100	England & Wales	Marketing
BP Hong Kong Limited	100	Hong Kong	Marketing
BP Ningbo Huadong LPG Co., Ltd	100	China	Marketing
BP Oil (Gibraltar) Limited	100	Gibraltar	Marketing
ZAO Baltic Petroleum	81	Russia	Marketing
BP Asia Limited	100	Hong Kong	Distribution and Consultancy
Jiu Feng ARCO Shipping Co. Ltd	100	Hong Kong	Shipping

BP GLOBAL INVESTMENTS LIMITED

NOTES TO THE ACCOUNTS

7. Fixed assets – investments (continued)

<u>Associated Undertakings</u>	<u>%</u>	<u>Country of incorporation</u>	<u>Principal Activity</u>
Amoco Chemical Holding B.V.	12	Netherlands	Investment holdings
BP Caplux SA	27	Luxembourg	Investment holdings
Abu Dhabi Gas Liquefaction Co. Ltd.	10	United Arab Emirates	Gas & Power
Bahia de Bizkaia Electricidad S.L.	25	Spain	Gas & Power
United Gas Derivatives Company	33	Egypt	Gas & Power
BP Guangzhou Development Oil Product Co., Ltd	40	China	Petrochemicals
BP Norge AS	48	Norway	Petrochemicals
BP PetroChina Fuels (Jiangmen) Company Limited	49	China	Petrochemicals
BP PetroChina Petroleum Co., Ltd	49	China	Petrochemicals
BP Sinopec (ZheJiang) Petroleum Co., Ltd	40	China	Petrochemicals
China American Petrochemical Co., Ltd	10	Taiwan	Petrochemicals
EMDAD Aviation Fuel Storage FZCO	33	United Arab Emirates	Petrochemicals
Formosa BP Chemicals Company	50	Taiwan	Petrochemicals
Duckhams Oils (Thailand) Co Ltd	45	Thailand	Oil
ARCO Wittenberg Invs. Ltd.	21	Bahamas	Retail
BPZR (Ningbo) LPG Consultancy co., Ltd	50	China	Consultancy

8. Debtors – amounts falling due within one year

	<u>2004</u> <u>£000's</u>	<u>2003</u> <u>£000's</u>
Parent and fellow subsidiary undertakings	82,312	35,824
Prepayment and accrued income	244	1,497
Other debtors	2,940	1,258
	<u>85,496</u>	<u>38,579</u>

9. Creditors – amounts falling due within one year

	<u>2004</u> <u>£000's</u>	<u>2003</u> <u>£000's</u>
Parent and fellow subsidiary undertakings	1,781,882	911,689
Accruals and deferred income	8,981	7,858
	<u>1,790,863</u>	<u>919,547</u>

BP GLOBAL INVESTMENTS LIMITED

NOTES TO THE ACCOUNTS

10. Called up share capital

	<u>2004</u>	<u>2003</u>
	£000's	£000's
Authorised share capital:		
15,000,000,000 Ordinary shares of £1 each	<u>15,000,000</u>	<u>15,000,000</u>
Allotted, called up and fully paid:		
8,696,344,459 Ordinary shares of £1 each	<u>8,696,344</u>	<u>8,043,296</u>

On 14 December 2004 653,048,430 Ordinary shares of £1 each were issued, fully paid at par.

11. Reconciliation of shareholders' funds and movements on reserves

	<u>Equity share capital</u>	<u>Profit & Loss Account</u>	<u>Total</u>
	£000's	£000's	£000's
At 1 January 2004	8,043,296	520,208	8,563,504
Profit for the year	-	1,686,053	1,686,053
Distribution to shareholders	-	(1,712,438)	(1,712,438)
Issue of ordinary share capital	653,048	-	653,048
At 31 December 2004	<u>8,696,344</u>	<u>493,823</u>	<u>9,190,167</u>

12. Reconciliation of movements in shareholders' interest

	<u>2004</u>	<u>2003</u>
	£000's	£000's
Profit for the year	1,686,053	1,456,888
Distribution to shareholders	(1,712,438)	(1,150,000)
Issue of ordinary share capital	<u>653,048</u>	<u>2,324,069</u>
Net increase in shareholders' interests	626,663	2,630,957
Shareholders' interest at 1 January	8,563,504	5,932,547
Shareholders' interest at 31 December	<u>9,190,167</u>	<u>8,563,504</u>

BP GLOBAL INVESTMENTS LIMITED

NOTES TO THE ACCOUNTS

13. Directors and employees

None of the directors received any fees or remuneration for services as a director of the company during the financial year (2003 £Nil). The company has no employees.

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 with group companies.

There were no other related party transactions in the year.

15. Post balance sheet events

On 22 June 2005 the company subscribed to 350,000,000 ordinary shares of \$1 each in its subsidiary BTC Pipeline Holding Company Limited.

On 7 December 2005 the company issued 722,125,939 ordinary shares of £1 each, fully paid, ranking pari passu with all other ordinary shares in issue, to its parent BP p.l.c. and subscribed for ordinary shares of £722m in its subsidiary Russian Holdings Limited.

16. 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 BP p.l.c, a company registered in England and Wales. Copies of BP p.l.c.'s accounts can be obtained from 1 St James's Square, London, SW1Y 4PD.