BP OIL YEMEN LIMITED
(Registered No 00190435)

ANNUAL REPORT AND ACCOUNTS 2012

Board of Directors D Coleman
D Gilmour

REPORT OF THE DIRECTORS

The directors present their report and accounts for the year ended 31 December 2012

Results and dividends

The loss for the year after taxation was £110,989 which, when deducted from the retained profit brought forward at 1 January 2012 of £1,961,344 together with exchange adjustments taken directly to reserves of £5,206 gives a total retained profit carried forward at 31 December 2012 of £1,855,561

The company has not declared any dividends during the year (2011 £Nil) The directors do not propose the payment of a dividend

Principal activity and review of the business

The company was engaged in the purchasing and selling of aviation fuels This company has a branch in Yemen. Operations in Yemen ceased on 1 January 2009 The Yemen branch is expected to be closed

The key financial and other performance indicators during the year were as follows

	2012	2011	Variance
	£	£	%
Loss after taxation	(110,989)	(23 922)	364
Shareholders' funds	1,855,571	1,961,354	(5)

	2012	2011	Variance
	%	%	%
Quick ratio*	34,037	26,773	27

*Quick ratio is defined as current assets excluding stock and debtors receivable after one year, as a percentage of current liabilities

The variance between 2011 and 2012 principally derives from the increase in the currency exchange loss on assets held in Yemeni Rial, owing to a weakening of the currency against sterling

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

BP OIL YEMEN LIMITED

REPORT OF THE DIRECTORS

Principal risks and uncertainties (continued)

Gulf of Mexico oil spill

Company level risks have been categorised against the following areas: compliance and control and financial risk management. 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)

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 BP Oil Yemen 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 risks

Regulatory

Due to the Gulf of Mexico oil spill, it is likely that there will be more stringent regulation of the BP group's oil and gas activities in the US and elsewhere, particularly relating to environmental, health and safety controls and oversight of drilling operations, as well as access to new drilling areas

Regulatory or legislative action may impact the industry as a whole and could be directed specifically towards the BP group. New regulations and legislation, the terms of the BP group's settlements with US government authorities and future settlements or litigation outcomes related to the Incident, and/or evolving practices could increase the cost of compliance and may require changes to the company's drilling operations, exploration, development and decommissioning plans, and could impact the company's ability to capitalise on its assets and limit its access to new exploration properties or operatorships. In addition, increases in taxes, royalties and other amounts payable to governments or governmental agencies, or restrictions on availability of tax relief, could also be imposed as a response to the Incident

Principal risks and uncertainties (continued)

Compliance and control risks (continued)

Regulatory (continued)
In addition, the oil industry in general is subject to regulation and intervention by governments throughout the world in such matters as the award of exploration and production interests, the imposition of specific drilling obligations, environmental, health and safety controls, controls over the development and decommissioning of a field (including restrictions on production) and, possibly, nationalisation, expropriation, cancellation or non-renewal of contract rights

Failure to respond to changes in trading regulations could result in regulatory action and damage to the company's reputation The oil industry is also subject to the payment of royalties and taxation, which tend to be high compared with those payable in respect of other commercial activities, and operates in certain tax jurisdictions that have a degree of uncertainty relating to the interpretation of, and changes to, tax law As a result of new laws and regulations or other factors, the company could be required to curtail or cease certain operations, or could incur additional costs

Ethical misconduct and non-compliance
The code of conduct, which applies to all employees, defines the company's commitment to integrity, compliance with all applicable legal requirements, high ethical standards and the behaviours and actions the company expects of its businesses and people wherever it operates The values are intended to guide the way the company and its employees behave and do business Incidents of ethical misconduct or non-compliance with applicable laws and regulations, including non-compliance with anti-bribery, anti-corruption and other applicable laws could be damaging to the company's reputation and shareholder value. Multiple events of non-compliance could call into question the integrity of the company's operations

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

Financial risk management

The main financial risk faced by the company through its normal business activities is foreign currency exchange risk The management of this financial risk is performed at BP group level The company seeks to maintain a financial framework to ensure that it is able to maintain an appropriate level of liquidity and financial capacity This framework constrains the level of assessed capital at risk for the purposes of positions taken in financial instruments Failure to accurately forecast or maintain sufficient liquidity and credit to meet these needs could impact the company's ability to operate and result in a financial loss

BP OIL YEMEN LIMITED

REPORT OF THE DIRECTORS

Principal risks and uncertainties (continued)

Financial risk management (continued)

Foreign currency exchange risk
Fluctuations in foreign exchange rates can have significant effects on the company's reported results The company's financial assets and liabilities give rise to transactional currency exposures Such exposures arise from transactions in a currency other than the company's functional currency The management of such risks is performed at BP group level The main underlying economic currency of the BP group's cash flows is the US dollar This is because the BP group's major product, oil, is priced internationally in US dollars The BP group's foreign exchange management policy is to minimise economic and significant transactional exposures arising from currency movements against the US dollar The group co-ordinates the handling of foreign exchange risks centrally, by netting off naturally occurring opposite exposures wherever possible and then dealing with any material residual foreign exchange risks For highly probable forecast capital expenditures the group locks in the US dollar cost of non US dollar supplies by using currency forwards and futures

Crude oil prices are generally set in US dollars, while sales of refined products may be in a variety of currencies Fluctuations in exchange rates can therefore give rise to foreign exchange exposures, with a consequent impact on underlying costs and revenues.

Going concern

The directors consider that, despite the uncertainties deriving from the current economic environment and the loss reported for the year, the company has adequate resources to continue in operational existence for the foreseeable future

Directors

The present directors are listed on page 1

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

Directors' indemnity

The company indemnifies the directors 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

BP OIL YEMEN LIMITED

REPORT OF THE DIRECTORS

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

Directors' statement as to the disclosure of information to the auditor

The directors who were members of the board at the time of approving the directors' report are listed on page 1 Having made enquiries of fellow directors and of the company's auditor, each of these directors confirms that

- To the best of each director's knowledge and belief, there is no information relevant to the preparation of their report of which the company's auditor is unaware, and
- Each director 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

12 June 2013

Registered Office

Chertsey Road
Sunbury on Thames
Middlesex
TW16 7BP
United Kingdom

BP OIL YEMEN LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

The directors are 1esponsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepaie 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) Undei company law the directors must not approve the financial statements unless they aie 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 pieparing these accounts, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are 1easonable 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
- prepaie the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

The diiectois are 1esponsible foi keeping adequate accounting recoids 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 pievention and detection of fraud and other iiregularities

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 pieparing the accounts

BP OIL YEMEN LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BP OIL YEMEN LIMITED

We have audited the financial statements of BP Oil Yemen 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 to them 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 directors and auditor

As explained more fully in the Statement of Directors' Responsibilities set out on page 6 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) 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 directors, 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 loss 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 Directors' 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
18 June 2013

BP OIL YEMEN LIMITED

ACCOUNTING POLICIES

Accounting standards

The financial statements of BP Oil Yemen Limited were approved for issue by the Board of Directors on 6 JUNE 2013

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 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

Foreign currency transactions

Assets and liabilities of foreign currency branches are translated into sterling at rates of exchange ruling at the balance sheet date The profit and loss account is translated into sterling using average rates of exchange Exchange differences arising when the opening net assets and the profits for the year retained by foreign currency branches are translated into sterling are taken directly to reserves and reported in the statement of total recognised gains and losses Exchange gains and losses arising on long-term foreign currency borrowings, to the extent that they are used to finance or to provide hedge against 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 or loss for the year

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

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

BP OIL YEMEN LIMITED

PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2012

	Note	2012 £	2011 £
Administration expenses		(120,452)	(26,184)
Loss on ordinary activities before interest and taxation	1	(120,452)	(26,184)
Interest receivable and similar income	3	9 463	2,262
Loss before taxation		(110,989)	(23,922)
Taxation	4	-	-
Loss for the year		(110,989)	(23,922)

The loss 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

	2012 £	2011 £
Loss for the year	(110,989)	(23,922)
Currency translation differences	5 206	11,809
Total recognised gains and losses for the year	(105,783)	(12,113)

BP OIL YEMEN LIMITED
(Registered No 00190435)

BALANCE SHEET AT 31 DECEMBER 2012

	Note	2012 £	2011 £
Current assets			
Debtors	6	1,901,800	2,012,302
Cash at bank and in hand		28,096	27,276
		1,929,896	2,039,578
Creditors: amounts falling due within one year	7	(5,670)	(7,618)
Net current assets		1,924,226	2,031,960
TOTAL ASSETS LESS CURRENT LIABILITIES		1,924,226	2,031 960
Provisions for liabilities and charges			
Other provisions	8	(68,655)	(70,606)
NET ASSETS		1,855,571	1,961,354
Represented by			
Capital and reserves			
Called up share capital	9	10	10
Profit and loss account	10	1,855,561	1,961,344
SHAREHOLDERS' FUNDS – EQUITY INTERESTS		1 855 571	1,961,354

On behalf of the Board

David Gilmour

David Gilmour
Director

12 June 2013

BP OIL YEMEN LIMITED

NOTES TO THE ACCOUNTS

1. Loss on ordinary activities before interest and taxation

This is stated after charging

	2012	2011
	£	£
Currency exchange loss	97,024	10,787

2. Auditor's remuneration

	2012	2011
	£	£
Fees for the audit of the company	7,271	10,987

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 BP Oil Yemen Limited's ultimate parent, BP p l c , are required to disclose non-audit fees on a consolidated basis

3. Interest receivable and similar income

	2012	2011
	£	£
Other interest	9 463	2,262

BP OIL YEMEN LIMITED

NOTES TO THE ACCOUNTS

4. 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

	2012	2011
	£	£
Loss before taxation	(110,989)	(23,922)
Current taxation		-
Effective current tax rate	0%	0%

	2012	2011
	%	%
UK statutory corporation tax rate:	24	26
Increase / (decrease) resulting from		
Non-deductible expenditure / non-taxable income	-	(4)
Tax losses unused	(4)	(13)
Free group relief	(20)	(9)
Effective current tax rate	-	-

5. Directors and employees

(a) Remuneration of directors

None of the directors received 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)

6. Debtors

	2012	2011
	Within 1 year	Within 1 year
	£	£
Amounts owed by group undertakings	1,901,800	2,012,302

BP OIL YEMEN LIMITED

NOTES TO THE ACCOUNTS

7. Creditors

	2012 Within 1 year	2011 Within 1 year
	£	£
Amounts owed to group undertakings	4,301	4,301
Other creditors	1,369	3,317
	5,670	7,618

8. Other provisions

	Other
	£
At 1 January 2012	70,606
Exchange adjustments	(1,951)
At 31 December 2012	68,655

A claim had been made by the Yemeni tax authorities in respect of income tax Based on management's best estimate of amounts which will be payable, a provision of approximately 24 million Yemeni rials has been recorded for disputed tax assessments relating to the years 2005, 2007 and 2008 The provision amount at 31 December 2012 together with the exchange rate adjustments is £68,655 Currently the timing of economic outflows is uncertain owing to the political situation in Yemen

9. Called up share capital

	2012	2011
	£	£
Allotted, called up and fully paid		
1 Ordinary share of £10 for a total nominal value of £10	10	10

10. Capital and reserves

	Called up share capital	Profit and loss account	Total
	£	£	£
At 1 January 2012	10	1,961,344	1 961,354
Currency translation differences	-	5,206	5,206
Loss for the year	-	(110,989)	(110,989)
At 31 December 2012	10	1,855,561	1 855,571

11 Reconciliation of movements in shareholders' funds

	2012	2011
	£	£
Loss for the year	(110,989)	(23,922)
Currency translation differences	5,206	11,809
Decrease in shareholders' funds	(105,783)	(12,113)
Shareholders' funds at 1 January	1,961,354	1,973,467
Shareholders' funds at 31 December	1,855,571	1,961 354

12. Contingent liabilities

The company remains liable for the settlement of certain Yemeni tax audit issues, in particular for the years 2005, 2007, 2008 and 2010 Potential liabilities remain until these audits are formally closed No provision has been made as the company is of the opinion that there will be no outflow of resources above those which have been provided in these accounts (see note 8)

13. 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.

14. Pensions

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

15. Comparative figures

Certain prior year figures have been reclassified to conform to the 2012 presentation This had no impact on the profit and loss for the year or net assets

16 Immediate and ultimate controlling parent undertaking

The immediate parent undertaking is BP International 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

BP OIL YEMEN LIMITED

NOTES TO THE ACCOUNTS

11. Reconciliation of movements in shareholders' funds

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	£	£
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