

**HYDROGEN ENERGY INTERNATIONAL LIMITED**

**(Registered No. 05972602)**

**ANNUAL REPORT AND ACCOUNTS 2012**

Board of Directors      J A Forsyth  
R D Mutchell

**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 £91,211 which, when added to the retained deficit brought forward at 1 January 2012 of £2,979,121, gives a total retained deficit carried forward at 31 December 2012 of £3,070,332

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 is engaged in managing the Hydrogen Power Abu Dhabi ( HPAD ) project and associated activities

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

	2012	2011	Variance
	£	£	%
Operating loss	(56,859)	(62,388)	8.9
Loss after taxation	(91,211)	(74,378)	22.6
Shareholders' funds	1,304,668	1,395,879	(6.5)

	2012	2011	Variance
	%	%	
Quick ratio*	1.103	1.383	(280)

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

The company has a 40% share in the Hydrogen Power Abu Dhabi ( HPAD ) project with Carbon Captured Storage business unit alongside its partner, Masdar. This project has been on hold since 2010, while awaiting final endorsement by the Abu Dhabi government. This has resulted in minimal Profit and Loss activity since year 2011.

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## **HYDROGEN ENERGY INTERNATIONAL LIMITED**

### **REPORT OF THE DIRECTORS**

#### **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 areas: strategic and commercial, compliance and control, safety and operational, 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).

#### **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 Hydrogen Energy International 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 paid 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.

## **HYDROGEN ENERGY INTERNATIONAL LIMITED**

### **REPORT OF THE DIRECTORS**

#### **Principal risks and uncertainties (continued)**

##### **Strategic and commercial risks**

###### ***Access and renewal***

Successful execution of the company's strategy depends on implementing activities to renew and reposition its portfolio. The challenges to renewal of the company's upstream portfolio are growing due to increasing competition for access to opportunities globally and heightened political and economic risks in certain countries where significant hydrocarbon bases are located. Lack of material positions in new markets could impact the company's future hydrocarbon production.

Moreover, the Gulf of Mexico oil spill has damaged the BP group's reputation, which may have a long-term impact on the group's ability to access new opportunities, both in the US and elsewhere. Adverse public, political and industry sentiment towards the BP group, could damage or impair the company's existing commercial relationships with counterparties, partners and host governments and could impair access to new investment opportunities, exploration properties, operatorships or other essential commercial arrangements with potential partners and host governments, particularly in the US. In addition, responding to the Incident has placed, and will continue to place, a significant burden on cash flow over the next several years, which could also impede the BP group's ability to invest in new opportunities and deliver long-term growth, which in turn may impact the company. More stringent regulation of the oil and gas industry generally, and of the BP group's activities specifically arising from the Incident, could increase this risk.

###### ***Socio-political***

The diverse nature of the company's operations around the world exposes it to a wide range of political developments and consequent changes to the operating environment, regulatory environment and law.

The company has operations, in countries where political, economic and social transition is taking place. Some countries have experienced or may experience in the future political instability, changes to the regulatory environment, expropriation or nationalisation of property, civil strife, strikes, acts of war and insurrections. Any of these conditions occurring could disrupt or terminate the company's operations, causing its development activities to be curtailed or terminated in these areas or its production to decline, could limit the company's ability to pursue new opportunities, could affect the recoverability of its assets and could cause it to incur additional costs. In particular, the company's investments in the Abu Dhabi could be adversely affected by heightened political and economic environment risks.

###### ***Joint ventures and other contractual arrangements***

Many of the company's major projects and operations are conducted through joint ventures or associates and through contracting and sub-contracting arrangements. These arrangements often involve complex risk allocation, decision-making process and indemnification arrangements. In certain cases, the company may have less control of such activities than it would have if the company had full operational control.

Additionally, the company's joint venture partners or associates or contractual counterparties are primarily responsible for the adequacy of the human or technical competencies and capabilities which they bring to bear on the joint project, and in the event these are found to be lacking the company's joint venture partners or associates may not be able to meet their financial or other obligations to their counterparties or to the relevant project, potentially threatening the viability of such projects.

## **HYDROGEN ENERGY INTERNATIONAL LIMITED**

### **REPORT OF THE DIRECTORS**

#### **Principal risks and uncertainties (continued)**

##### **Strategic and commercial risks (continued)**

###### ***Joint ventures and other contractual arrangements (continued)***

Furthermore, should accidents or incidents occur in operations in which the company participates, whether as operator or otherwise, and where it is held that the company's sub-contractors or joint venture partners are legally liable to share any aspects of the cost of responding to such incidents, the financial capacity of these third parties may prove inadequate to fully indemnify the company against the costs it incurs on behalf of the joint venture or contractual arrangement. Should a key sub-contractor, such as a lessor of drilling rigs, be no longer able to make these assets available to the company, this could result in serious disruption to its operations. Where the company does not have operational control of a venture, the company may nonetheless still be pursued by regulators or claimants in the event of an incident.

###### ***Major project delivery***

Successful execution of the company's plan depends critically on implementing the activities to deliver the major projects over the plan period. Poor delivery of any major project that underpins production or production growth, including maintenance turnaround programmes, and/or a major programme designed to enhance shareholder value could adversely affect the company's financial performance. Successful project delivery requires, among other things, adequate engineering and other capabilities and therefore successful recruitment and development of staff is central to the company's plans.

###### ***Digital infrastructure***

The reliability and security of the company's digital infrastructure are critical to maintaining the availability of its business applications, including the reliable operation of technology in its various business operations and the collection and processing of financial and operational data, as well as the confidentiality of certain third-party information. A breach of the company's digital security, either due to intentional actions or due to negligence, could cause serious damage to business operations and, in some circumstances, could result in injury to people, damage to assets, harm to the environment, breaches of regulations, litigation, legal liabilities and repatriation costs.

##### **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.

## **HYDROGEN ENERGY INTERNATIONAL LIMITED**

### **REPORT OF THE DIRECTORS**

#### **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.

###### ***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.

##### **Safety and operational risks**

###### ***Security***

Security threats require continuous oversight and control. Acts of terrorism, piracy, sabotage and similar activities directed against the company's operations and offices, pipelines, transportation or computer systems could cause harm to people and could severely disrupt business and operations. The company's business activities could also be severely disrupted by civil strife and political unrest in areas where we operate.

##### **Financial risk management**

The main financial risks faced by the company through its normal business activities are foreign currency exchange risk and credit risk. The management of these financial risks 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.

## **HYDROGEN ENERGY INTERNATIONAL 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.

###### ***Credit risk***

Credit risk is the risk that a customer or counterparty to a financial instrument will fail to perform or fail to pay amounts due causing financial loss to the company. It arises from cash and cash equivalents, derivative financial instruments and deposits with financial institutions and principally from credit exposures to customers relating to outstanding receivables. The management of such risks is performed at BP group level. The group has a credit policy, approved by the CFO, which is designed to ensure that consistent processes are in place throughout the group to measure and control credit risk. Credit risk is considered as part of the risk-reward balance of doing business. On entering into any business contract the extent to which the arrangement exposes the group to credit risk is considered. Before trading with a new counterparty can start, its creditworthiness is assessed and a credit rating allocated that indicates the probability of default, along with a credit exposure limit. Creditworthiness continues to be evaluated after transactions have been initiated and a watch list of higher-risk counterparties is maintained.

Commercial credit risk is measured and controlled to determine the company's total credit risk. Inability to determine adequately the company's credit exposure could lead to financial loss. A credit crisis affecting banks and other sectors of the economy could impact the ability of counterparties to meet their financial obligations to the company. It could also affect the company's ability to raise capital to fund growth and to meet its obligations.

##### **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.

# **HYDROGEN ENERGY INTERNATIONAL LIMITED**

## **REPORT OF THE DIRECTORS**

### **Directors**

The present directors are listed on page 1

R G Mason served as director throughout the financial year Changes since 1 January 2012 are as follows

	<u>Appointed</u>	<u>Resigned</u>
J A Forsyth	27 February 2012	-
J C M Adams	-	27 February 2012
R G Mason	-	1 May 2013
R D Mutchell	1 May 2013	-

### **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

### **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

**HYDROGEN ENERGY INTERNATIONAL LIMITED**

**REPORT OF THE DIRECTORS**

**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

22 August 2013

Registered Office

Chertsey Road  
Sunbury on Thames  
Middlesex  
TW16 7BP  
United Kingdom



## **HYDROGEN ENERGY INTERNATIONAL LIMITED**

### **STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS**

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 the profit or loss for that period. In preparing these 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 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 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.

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.

## **HYDROGEN ENERGY INTERNATIONAL LIMITED**

### **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF** **HYDROGEN ENERGY INTERNATIONAL LIMITED**

We have audited the financial statements of Hydrogen Energy International 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 9, 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

3 September 2013

# **HYDROGEN ENERGY INTERNATIONAL LIMITED**

## **ACCOUNTING POLICIES**

### **Accounting standards**

The financial statements of Hydrogen Energy International Limited were approved for issue by the Board of Directors on 29 JULY 2013

### **Accounting convention**

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

### **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 p.l.c., a company registered in England and Wales. These accounts present information about the company as an individual undertaking and not about the group.

### **Foreign currency transactions**

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

### **Capitalisation of finance costs and interest**

Interest costs are not capitalised and are charged in the profit and loss account in the year in which it is incurred.

### **Interest income**

Interest income is recognised on an accruals basis.

### **Intangible assets**

Intangible assets include expenditure on the evaluation of computer software, patents, licences, trademarks and product development costs. Product development costs are capitalised as intangible assets when a project has obtained sanction and the future recoverability of such costs can reasonably be regarded as assured.

Intangible assets are stated at cost, less accumulated depreciation and accumulated impairment losses. Intangible assets with a finite life are depreciated on a straight-line basis over their expected useful lives. The expected useful lives of the assets are reviewed on an annual basis and, if necessary, changes in useful lives are accounted for prospectively.

## **HYDROGEN ENERGY INTERNATIONAL LIMITED**

### **ACCOUNTING POLICIES**

#### **Investments**

Fixed asset investments in subsidiaries 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.

#### **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, trade and other creditors are determined by discounting the expected future cash flows at a pre-tax rate.

#### **Provisions**

Provisions are recognised when the company has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the profit and loss account net of any reimbursement. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate.

#### **Use of estimates**

The preparation of accounts in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the accounts and the reported amounts of revenues and expenses during the reporting period. Actual outcomes could differ from those estimates.

**HYDROGEN ENERGY INTERNATIONAL LIMITED**

**PROFIT AND LOSS ACCOUNT**  
**FOR THE YEAR ENDED 31 DECEMBER 2012**

	Note	<u>2012</u> £	<u>2011</u> £
Administration expenses		(56,859)	(62,388)
<b>Loss on ordinary activities before interest and taxation</b>		(56,859)	(62,388)
Interest payable and similar charges	2	(47,628)	(17,396)
Interest receivable and similar income	3	13,276	5,400
<b>Loss before taxation</b>		<u>(91,211)</u>	<u>(74,384)</u>
Taxation	4	-	6
<b>Loss for the year</b>		<u>(91,211)</u>	<u>(74,378)</u>

The loss of £91,211 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 loss of £91,211 for the year ended 31 December 2012 (2011 loss of £74,378)

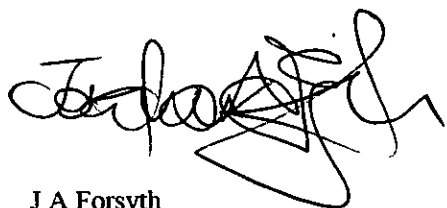
**HYDROGEN ENERGY INTERNATIONAL LIMITED**

(Registered No 05972602)

**BALANCE SHEET AT 31 DECEMBER 2012**

	Note	2012 £	2011 £
<b>Fixed assets</b>			
Investments	7	-	1
		-	1
<b>Current assets</b>			
Debtors	8	2,829,453	2,863,448
Cash at bank and in hand		-	10,521
		2,829,453	2,873,969
<b>Creditors: amounts falling due within one year</b>	9	(256,573)	(207,862)
<b>Net current assets</b>		2,572,880	2,666,107
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		2,572,880	2,666,108
<b>Creditors: amounts falling due after more than one year</b>	9	(1,187,500)	(1,187,500)
<b>Provisions for liabilities and charges</b>			
Other provisions	10	(80,712)	(82,729)
<b>NET ASSETS</b>		1,304,668	1,395,879
<b>Represented by</b>			
<b>Capital and reserves</b>			
Called up share capital	11	4,375,000	4,375,000
Profit and loss account	12	(3,070,332)	(2,979,121)
<b>SHAREHOLDERS' FUNDS – EQUITY INTERESTS</b>		1,304,668	1,395,879

On behalf of the Board


J A Forsyth  
Director

22 August 2013

# **HYDROGEN ENERGY INTERNATIONAL LIMITED**

## **NOTES TO THE ACCOUNTS**

### **1. Auditor's remuneration**

	<u>2012</u>	<u>2011</u>
	£	£
Fees for the audit of the company	<u>26,355</u>	<u>25,271</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 Hydrogen Energy International Limited's ultimate parent, BP p l.c . are required to disclose non-audit fees on a consolidated basis

### **2. Interest payable and similar charges**

	<u>2012</u>	<u>2011</u>
	£	£
Interest expense on Loans from group undertakings	<u>47,628</u>	<u>17,396</u>

### **3. Interest receivable and similar income**

	<u>2012</u>	<u>2011</u>
	£	£
Interest income from group undertakings	<u>13,276</u>	<u>5,400</u>

### **4. Taxation**

The Company is a member of a group for the purposes of relief within Part 5, Corporation Tax Act 2010 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

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

	<u>2012</u>	<u>2011</u>
	£	£
Loss before taxation	(91,211)	(74,384)
Current taxation	0	6
Effective current tax rate	0%	0%

# **HYDROGEN ENERGY INTERNATIONAL LIMITED**

## **NOTES TO THE ACCOUNTS**

### **4 Taxation (continued)**

	<u>2012</u>	<u>2011</u>
	%	%
UK statutory corporation tax rate	24	26
Increase / (decrease) resulting from		
Fixed asset timing differences	1	2
Non-deductible expenditure / non-taxable income	0	(118)
Free group relief	<u>(25)</u>	<u>90</u>
Effective current tax rate	<u>-</u>	<u>-</u>

### **5. Directors and employees**

#### **(a) Remuneration of directors**

None of the directors received any fees or remuneration for services as directors of the company during the financial year (2011 \$Nil)

#### **(b) Employee costs**

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

### **6. Intangible assets**

	<u>Intellectual Property</u>
<b>Cost</b>	£
At 1 January / At 31 December 2012	<u>249,998</u>
<b>Amortisation</b>	
At 1 January / At 31 December 2012	<u>249,998</u>
<b>Net book value</b>	
At 31 December 2012 / At 31 December 2011	<u>-</u>
Principal rates of amortisation	<u>33%</u>

### **7. Investments**

In year 2012, the subsidiary of the company, Hydrogen Energy Australia Pty Limited went into liquidation hence the investment was written off



# **HYDROGEN ENERGY INTERNATIONAL LIMITED**

## **NOTES TO THE ACCOUNTS**

### **8. Debtors**

	<u>2012</u>	<u>2011</u>
	Within	Within
	1 year	1 year
	£	£
Trade debtors	-	49,576
Amounts owed by group undertakings	2,829,453	2,813,872
	<u>2,829,453</u>	<u>2,863,448</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
	£	£	£	£
Trade creditors	-	-	25,271	-
Amounts owed to group undertakings	230,211	1,187,500	182,584	1,187,500
Accruals and deferred income	26,362	-	7	-
	<u>256,573</u>	<u>1,187,500</u>	<u>207,862</u>	<u>1,187,500</u>

### **10. Other provisions**

	<u>Total</u>
	£
At 1 January 2012	82,729
Exchange adjustments	(2,017)
At 31 December 2012	<u>(80,712)</u>

The provision relates to 50% projects costs to be paid to BASF of which timing of the payment is uncertain

### **11. Called up share capital**

	<u>2012</u>	<u>2011</u>
	£	£
Allotted, called up and fully paid		
4,375,000 Ordinary shares of £1 each for a total nominal value of £4,375,000	4,375,000	4,375,000
	<u>4,375,000</u>	<u>4,375,000</u>

# **HYDROGEN ENERGY INTERNATIONAL LIMITED**

## **NOTES TO THE ACCOUNTS**

### **12. Capital and reserves**

	Called up share capital	Profit and loss account	Total
	£	£	£
At 1 January 2012	4,375,000	(2,979,121)	1,395,879
Loss for the year	-	(91,211)	(91,211)
At 31 December 2012	<u>4,375,000</u>	<u>(3,070,332)</u>	<u>1,304,668</u>

### **13. Reconciliation of movements in shareholders' funds**

	2012	2011
	£	£
Loss for the year	(91,211)	(74,378)
Issue of ordinary share capital	-	2,000,000
Net (decrease) / increase in shareholders' (deficit) / funds	(91,211)	1,925,622
Shareholders' funds / (deficit) at 1 January	1,395,879	(529,743)
Shareholders' funds at 31 December	<u>1,304,668</u>	<u>1,395,879</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.

### **15. Pensions**

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

### **16. Immediate and ultimate controlling parent undertaking**

The immediate parent undertaking is BP Alternative Energy International Limited, a company registered in England and Wales. The ultimate controlling parent undertaking is BP plc, 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 plc can be obtained from 1 St James's Square, London, SW1Y 4PD.