

The Shell Petroleum Development Company of Nigeria Limited

Internal Investment Proposal

Summary information

Business unit and company	Shell Petroleum Development Company of Nigeria		
Group equity interest	100% in SPDC, whereas SPDC is the Joint Venture (JV) operator of an unincorporated JV with a 30% interest.		
Other shareholders/partners	Nigeria National Petroleum Company (NNPC: 55%), Total: 10%, Nigeria Agip Oil Company (NAOC: 5%) in SPDC-JV		
Business or Function	P&T		
Amount	US\$15.99mln Shell share, MOD, 50/50		
Project	Associated Gas Gathering Facilities Improvement Project (Obigbo & Agbada Scope)		
Main commitments		This Proposal (100% JV US\$ mln)	This Proposal (Shell Share US\$ mln)
	Front End Engineering & Detailed Design	5.00	1.50
	Procurement & Installation/Construction	47.00	14.10
	Total CAPEX	52.00	15.60
	Sustainable Community Development	1.30	0.39
	Total	53.30	15.99
Source and form of financing	This investment will be financed with JV funding and Shell share of capital expenditure will be met by SPDC's own cash flow.		
Summary cash flow	Cost Only. Cash Flow Plot Not Applicable.		
Summary economics	Summary economics	NPV (USD mln)	RTEP (%)
	Base case	-3.8	NA
	High Capex	-4.4	NA
			VIR7%

Detailed information including management summary

Management Summary

This investment proposal seeks organizational approval for funding of **US\$ 15.99 mln (US\$ 53.30 mln 100% JV)** to execute the Obigbo & Agbada scope of the Associated Gas Gathering Upgrade.

The P50 CAPEX cost estimate for the full Obigbo & Agbada scope is US\$52mln, US\$5mln of this being the estimate for the FEED and Detailed Design. US\$5.1 mln will be spent in 2013, while the balance of US\$46.9 mln will be spent in 2014 and 2015. An OPEX of US\$1.3mln is provided for Sustainable Community Development.

This project is an integral part of SPDC's flares down and associated gas utilization campaign. The project will increase associated gas utilization to at least 95% in Obigbo North and Agbada fields, while eliminating oil production deferments and operational gas flaring associated with Associated Gas Gathering issues. In addition to the incremental oil and gas production, the Project will allow the SPDC JV improve the availability of the facilities to meet the Eastern domestic gas supply commitments.

The Obigbo and Agbada projects are part of a wider Associated Gas Gathering upgrade programme which also includes Imo River, Cawthorne Channel, Soku and Belema. Concept studies for the Obigbo & Agbada scope of the project was completed in November 2011 and approval is now requested for proceeding to the define phase.

Project Scope

SPDC installed Associated Gas Gathering facilities with a total capacity of about 900MMscf/d in the 1990's and early 2000's in order to convert the hitherto flared associated gas to value. In the period between when the facilities were installed and now, a number of technical and operational issues (including asset integrity, obsolescence, unavoidable abandonment, changes in operating envelop and reservoir depletion) have materialized, resulting in suboptimal performance of the Associated Gas Gathering systems over time.

A dedicated Associated Gas Gathering & Flare Improvement Concept Team was set up in August 2011 to identify and assess the Associated Gas Gathering issues and develop sustainable solutions.

The Project involves upgrade of existing Associated Gas Gathering facilities, together with their associated flow stations to achieve optimum performance. The work scope has been developed to address all the identified Associated Gas Gathering performance issues. A summary of the scope of work planned to be executed under this proposal is as follows:

Low Volume of Produced Associated Gas

1. Design and installation of gas recycle loop at Obigbo and Agbada Associated Gas compressor stations

High Liquid Carryover

2. Design, procurement and installation of two 2MMscf/d, 1.15m dia x 4.5m scrubbers for high pressure and low pressure duty at Obigbo North, Agbada-1 and Agbada-2 flow stations, respectively.

Low Fuel Gas Quality

3. Design, procurement and installation of one fuel gas scrubber each at Obigbo North, Agbada 1 and Agbada 2 flow stations, respectively.

Instrument Air/Gas

4. Replacement of instrument gas systems with instrument air systems
5. Upgrade of existing instrument air systems from 70Nm³/h to 220Nm³/h, to meet instrument air requirements in the various facilities (flow stations and Associated Gas Gathering plants in Obigbo and Agbada).

Pumping Capacity

6. Procurement and installation of 10Mbpd electric-driven crude export centrifugal pumps with remote operation capability (4no. in Agbada-1, 6no. in Agbada-2 and 5no. in Obigbo North)
7. Integration of new export pumps to existing control system in Obigbo and Agbada Associated Gas Gathering Plants.

Power System Inadequacy

8. Procurement and installation of one 550kVA gas engine generator each at Obigbo and Agbada Associated Gas Gathering facilities.

Non-Functional Auto Drain

9. Rerouting of process condensate disposal line in Obigbo Associated Gas Gathering plant to the LP header in Obigbo North flow station.
10. Rerouting of process condensate disposal line in Agbada Associated Gas Gathering plant to the LP header in Agbada 2 flow station.

Availability of Lift Gas

11. Piping and instrument modification to preferentially route high pressure gas to gas lift wells.

Collection of surge vessel gas

12. A pilot project on surge vessel gas collection is being undertaken in Imo River facilities. This solution, if successful, will be deployed to other locations.

The expenditure phasing is shown in table 1 below:

Table 1: Expenditure Phasing (US\$mIn MOD 50/50, 100% JV)

Year	2013	2014	2015	Total
CAPEX	5.10	26.10	20.80	52.00
OPEX	0.43	0.43	0.44	1.30
Total	5.50	26.50	21.20	53.30

Section 2: Value proposition and strategic and financial context

The proposed expenditures in 2013 are required to execute Front End Engineering and Detailed Design and execution of identified quick wins. Procurement of long lead items shall be initiated early in the design, as soon as the specifications are out. Early placement of purchase orders for the long lead items is critical to realizing the project schedule and hence value. Procurement of long lead items such as pressure vessels, transmitters, control valves, shutdown valves, etc was initiated in Q3 2013 so that they will be delivered early in 2014. Pre-FID of \$5mIn was approved for this activity.

The project will allow the JV to improve gas supply volumes and availability particularly as the Alaoji Power Plant comes into full operation. The project will also permit reduction to routine gas flaring to achieve gas utilization in the order of 95%. An additional benefit of this project is an opportunity to reduce oil production deferment in the Obigbo North and the Agbada fields by about 10% and 8% of the Integrated Production System Capacity, respectively, based on 2011 deferment data.

The remaining recoverable volume in Obigbo North is 212.2MMstb of oil and 259.1Bscf of Associated Gas and Associated Gas Gathering issues are responsible for about 10% oil production deferment in Obigbo, based on the full year 2011 actual deferment data. The Associated Gas Gathering Improvement Project will, therefore, eliminate this deferment, thereby boosting oil production and Associated Gas utilization accordingly.

The remaining recoverable volumes in Agbada Field are 266.3MMb of oil and 670.8Bscf of Associated Gas and Associated Gas Gathering issues are currently responsible for about 8% oil production deferments in Agbada 1

& 2, based on the full year 2011 actual deferment data. The Associated Gas Gathering Improvement Project will eliminate this deferment, thereby boosting oil production and Associated Gas utilization.

Furthermore, growth projects such as Agbada Further Oil Development 1-3 and Obigbo Node Integrated Oil and Gas Development 1-4, which are currently in the maturation phase will benefit from the Associated Gas Gathering Upgrade Project.

Summary Economics

The AGG Improvement IP for Agbada and Obigbo Nodes was evaluated as a cost only using the 50/50 Level III cost estimates. The P50 CAPEX estimate for the full Project scope is US\$52.0 mln MOD JV 100% (US\$15.6 mln Shell Share) while the sum of US\$1.30 mln MOD 100% JV (US\$0.39 mln Shell Share) was provided for Sustainable Community Development (SCD).

Sensitivities carried out on the base case these include:

- High Capex.
- Low Capex.
- 1 Year schedule delay.
- 1.5 % cost mark-up due to Benchmarked Marked Verified and Approved (BVA) issues due to NAPIMS cost dispute.
- Project Cost + NFA Production (Oil and AG) to see the impact of the Project on the value of the NFA.
- The proposed PIB (Petroleum Industry Bill).

The detailed results are shown in table 2 below.

Table 2: Economics Grid (Shell Share)

PV Reference Date: 1/7/2013	NPV (S/S \$ mln)		VIR	RTEP	UTC (RT \$/boe)		Payout- Time (RT)	Maximum Exposure (RT)
Cash flow forward from: 1/1/2013	0%	7%	7%	%	0%	7%	yyyy	mln
Base Case								
RV-RT (\$90/bbl RT'13)*	-2.7	-3.8	-0.27	NA	NA	NA	NA	US\$ 12.3 (2015)
Sensitivities (on base case)								
High Capex (P90)		-4.4	-0.27				NA	US\$ 14.1 (2015)
Low Capex (P10)		-3.6	-0.27				NA	US\$ 11.6 (2015)
1 Year schedule delay		-3.5	-0.27				NA	US\$ 12.3 (2016)
1.5% cost mark up due to BVA		-4.5	-0.28				NA	
Cost + NFA Production (Oil and AG)		159.3	11.43				2013	US\$ 2.5 (2013)
PIB		-11.0	-0.76				NA	

*Note: SV-RT and HV-RT not applicable as there is no revenue stream.

Key Project Parameters Data ranges (Shell Share)

	Unit	Bus Plan BP12	Low	Mid	High	Comments
Capex (MOD)	US\$ mln	15.6	14.7	15.6	18.0	
Opex (MOD)	US\$ mln	0.39	0.37	0.39	0.45	SCD Opex
Production volume	Mmboe	NA	NA	NA	NA	
Project Start-up Date	mm/yyyy	May-15	Oct-14	May-15	Oct-15	

Economics Assumptions

Base Case (Cost Only):

- SCD cost of 2.5% of MOD CAPEX.
- 10% RT CAPEX assumed as abandonment cost.
- NDDC levy 3% of total expenditure.

Sensitivity (Project Cost + NFA Production):

- Oil PSV of \$90/bbl RV-RT13 with Bonny offsets.
- NGMP Domestic gas aggregate price profile RT13.
- 31/12/2012 ARPR Variable OPEX of \$2.57/boe for Agbada1, \$2.16/boe for Agbada2, and \$2.63/boe for Obigbo were used.
- SPDC fixed generic Opex was used for new facilities.
 - 3.0% of Cumulative Oil Capex.
 - 3.5% of Cumulative Gas Capex.
- Gas was taxed under CITA with Associated Gas Framework Agreement (AGFA) incentive.
- Flare Fee of US \$3.5/mscf non-tax deductible.
- GHV of 1000Btu/scf for gas supply to Domgas.
- SCD cost of 2.5% of MOD CAPEX.
- 10% RT CAPEX assumed as abandonment cost.
- NDDC levy 3% of total expenditure.
- Education tax of 2% assessable profit.

PIB Assumptions:

- Nigeria Hydrocarbon Tax for onshore of 50%.
- Company Income Tax of 30%.
- Capital allowance for NHT over 5 years of 4x20% plus 1x19% at On-stream date.
- Capital allowance for CIT over 5 years of 4x20% plus 1x19% at Construction start date.
- Education tax of 2% of assessable profit deductible for NHT, but not CIT.
- NDDC levy of 3% of Capex and Opex deductible for NHT and CIT.

Section 3: Risks, opportunities and alternatives

Funding: JV partner have approved funding for this project as 'base capex' in 2012/13. JV partners have proactively been engaged and had participated at key project events.

NAPIMS Approval: There have been several engagements with NAPIMS, including technical workshops on AGG Performance & Flare Improvement that were organized for the SPDC JV Partners (NAPIMS, Total and ENI). Though NAPIMS have supported the project in principle, further engagement will continue until work completion. NAPIMS approved funding for the project in 2013 during the last DEVCOM Budget proposal exercise.

The installation works at Agbada and Obigbo will be executed using Asset Engineering Land Mechanical modification call-off contracts which are already NAPIMS approved.

Construction in live facilities: The risk posed by carrying out works in live Oil & Gas facilities is recognized and this shall be mitigated by ensuring that contracts are tendered among pre-qualified contractors with proven brown field construction experience.

Limited Capacity of In-country Equipment Vendors: Recent experience with the known Nigerian vendors for some of the project works, especially pressure vessel fabrication, has highlighted a limited number of capable local contractors who are capable of fabricating pressure vessels to ASME U standard. In order to mitigate this risk, local fabricators will be encouraged to partner with foreign fabricators who possess ASME U certification. Furthermore local fabricators who are not registered with SPDC but possess ASME U certification will be encouraged to participate to increase competition.

Prolonged Plant Downtime: Some construction activities, especially tie-ins, may require plant shutdown. Thus, there is a risk of prolonged plant downtime that may significantly impact production. To mitigate this risk, shutdown plans for all affected assets shall be developed for the project activities and these shall be incorporated in the project schedule and the tender package for the construction contracts. These plans shall ensure that all

activities requiring plant shutdown are aligned with planned maintenance activities within the framework of the Integrated Activity Plan.

Security: SPDC operates under a hostile environment. Baseline threats include violent crimes, organized crime, militant activism, community unrest, theft of information, terrorism etc. If not properly mitigated, the resultant effect is derailment in anticipated completion target dates of projects.

Consequently, contractors managing projects across SPDC locations are compulsorily required to put in place a realistic security plan to cover a wide range of risks. The purpose of the plan is to ensure the Security of all personnel (staff and contractors) both during movement to and from the worksite and during the task, in line with SPDC Convoy movement Standard Operating Procedures (SOP's) and best practice to reduce security risks to As Low As Reasonably Practicable (ALARP).

Alternatives: SPDC needs to utilize produced Associated Gas and eliminate routine flaring in order to meet the federal government's "flares out" directive. In addition, SPDC needs to meet her domestic gas supply commitments, which is partly from the Associated Gas Gathering facilities. These objectives can be realised if the existing Associated Gas Gathering facilities are performing optimally. Though the gas flaring objective may also be met by shutting in production, this is really not a viable alternative because of the impact on production and revenue.

Section 4: Carbon management

There will be no incremental potential greenhouse gas emissions resulting from this proposal.

Section 5: Corporate structure, and governance

The existing corporate structure and governance arrangements of SPDC-JV, with SPDC as operator still subsist for this investment.

Section 6: Functional Support and consistency with Group and Business Standards

This proposal complies with Group Business Principles, Policies and Standards. Functional support for this proposal will be provided by Finance, Social Performance, Contracting and Procurement, HSE, Operations, Legal, Treasury and Tax functions.

Section 7: Project management, monitoring and review

This project is being matured in line with established process and shall undergo all necessary Value Assurance Reviews, aligned to the risks, size and complexity of the project. There is an identified SPDC Decision Executive, Business Opportunity Manager, Project Manager and various Operations Managers, as per the respective assets.

Several scope alignment engagements/workshops have been held with other teams across the company in order to ensure that all relevant scopes are captured and that scopes are not duplicated in other teams.

Section 8: Budget provision

There is adequate provision in 2013/2014 JV base budget to cater for these proposed expenditures. FEED and detailed design activities commenced in 2013 under an approved LDL of \$5 mln.

Budget Cost object: C.NG.PAE.DG.12.005.

Section 9: Group financial reporting impact

There are no unusual accounting issues related to this GIP. Expenditure related to the project will be accounted for in line with Group Policy. The financial impact of this proposal on Shell Group Financials is as indicated in the table below

US\$ mln	2013	2014	2015	2016	Post 2016
Total Commitment	1.66	7.96	6.37		
SCD Expenditure	0.13	0.13	0.13		
Pre-FID Expenditure					
Capital Expenditure	1.53	7.83	6.24		
Cash Flow					
Operating Expenditure	0.05	0.24	0.19		
Cash flow From Operations	0.29	1.81	2.83	2.65	5.72
Cash Surplus/(Deficit)	-1.24	-6.02	-3.41	2.65	5.72
Profit and Loss					
NIBIAT +/-	0.29	1.81	2.83	2.65	7.43
Balance Sheet					
Avg Capital Employed	0.77	5.44	12.48	15.60	32.84

Section 10: Disclosure

Materials disclosures, if any, will be done in line with the Shell Group and SPDC Disclosure policies and guidelines.

Section 11: Financing

This investment will be financed with JV funding and Shell Share capital expenditure will be met by SPDC's own cash flow.

Section 12: Taxation

There are no unusual taxation features at this stage.

Section 13: Key Parameters

This Investment Proposal seeks approval for funding of \$15.99 mln (Shell Share, 50/50) Capital expenditure and SCD Opex, within specified allowable limit of 20% increase recommended (Shell Investment Proposal manual) for same authority level.

Section 14: Signatures

This Proposal is submitted to SPDC Technical OR Production Director OR GM Finance.

For Business Approval:

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Sunmonu Mutiu O.

UIO/G/N

Date / /

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Jan van Bunnik

FUI/OG

Date / /

Initiator:

Ejiogu, Emmanuel O.

(PTP/O/NM)

Date ... / /