

BP CHEMICALS LIMITED

(Registered No. 194971)

ANNUAL REPORT AND ACCOUNTS 1996

Board of directors: B K Sanderson (Chairman)
 G C Greve
 M C Buzzacott
 P A Pearson
 Dr J K Robinson

REPORT OF THE DIRECTORS

The directors present their report and accounts for the year ended 31 December 1996.

Principal activity

The company and its subsidiary undertakings operate chemicals and plastics manufacturing assets either in their own name or as agents of BP International Limited.

Results

The retained loss for the year after taxation and an interim dividend of £20,000,000 was £3,457,000 which has been deducted from the retained profit brought forward of £35,808,000. After an exchange loss of £2,275,000 retained profit of £30,076,000 was carried forward at 31 December 1996.

Research and development

The company, on behalf of itself and its subsidiaries, was engaged in a wide range of research and development activities in connection with the manufacture of chemicals and plastics.

Directors

Mr B K Sanderson, Dr C S Gibson-Smith, Mr M C Buzzacott, Mr P A Pearson, and Dr J K Robinson served as directors throughout the financial year. Mr G C Greve was appointed as a director on 16 July 1997 and Dr C S Gibson-Smith resigned on 31 August 1997.

Directors' interests

The interests of the directors holding office at 31 December 1996, other than a director of the ultimate parent undertaking and their families, in 25p ordinary shares of The British Petroleum Company p.l.c. were as set out below:

| | <u>31 December 1996</u> | <u>1 January 1996 or</u> <u>date of appointment</u> |
|------------------|-------------------------|--|
| M C Buzzacott | 12,410 | 11,413 |
| C S Gibson-Smith | 18,246 | 18,246 |
| P A Pearson | 20,455 | 19,631 |
| J K Robinson | 14 778 | 9,528 |



BP CHEMICALS LIMITED

REPORT OF THE DIRECTORS

Directors interests - continued

In addition, rights to subscribe for 25p ordinary shares in The British Petroleum Company p.l.c. were granted to, or exercised by, those directors between 1 January 1996 and 31 December 1996 as follows:

| | <u>Granted</u> | <u>Exercised</u> |
|------------------|----------------|------------------|
| M C Buzzacott | NIL | 45,600 |
| C S Gibson-Smith | NIL | 67,300 |
| P A Pearson | NIL | NIL |
| J K Robinson | NIL | NIL |

No director had any interest in the shares or debentures of subsidiary undertakings of The British Petroleum Company p.l.c. at 31 December 1996.

Disabled employees

The company gives full consideration to applications for employment from disabled persons where the requirements of the job can be adequately fulfilled by a handicapped or disabled person.

Where existing employees become disabled, it is the company's policy wherever practicable to provide continuing employment under normal terms and conditions and to provide training and career development and promotion wherever appropriate.

Employee involvement

During the year, the policy of providing employees with information about the group has been continued through the newsletter 'BP Today' in which employees have also been encouraged to present their suggestions and views on the company's performance. Regular meetings are held between management and employees to allow free flow of information and ideas.

Policy with respect of 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.

Auditors

In accordance with Section 386 of the Companies Act 1985, the company has elected to dispense with the obligation to appoint auditors annually and Ernst & Young continue in office.

By order of the Board



Assistant Secretary

Registered Office
Britannic House
1 Finsbury Circus
London EC2M 7BA

8 October 1997

BP CHEMICALS 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 to 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 CHEMICALS LIMITED

REPORT OF THE AUDITORS TO THE MEMBERS OF BP CHEMICALS LIMITED

We have audited the accounts on pages 7 to 15 which have been prepared under the historical cost convention and on the basis of the accounting policies set out on page 5.

Respective responsibilities of directors and auditors

As described on page 3, the company's directors are responsible for the preparation of the accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you.

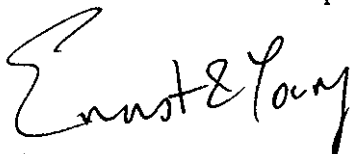
Basis of opinion

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 the company's affairs as at 31 December 1996 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Ernst & Young
Chartered Accountants
Registered Auditor
London

8 October 1997

BP CHEMICALS LIMITED
ACCOUNTING POLICIES

Accounting convention

The accounts have been prepared under the historical cost convention and in accordance with applicable UK accounting standards.

As the ultimate parent undertaking has published a group cash flow statement in compliance with Financial Reporting Standard No. 1 (revised) in which the cash flows of the company are consolidated, a cash flow statement is not presented in these accounts.

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, The British Petroleum Company p.l.c. a company registered in England and Wales.

Stock valuation

Stocks are valued at cost using the first-in, first-out method, or at net realisable value, whichever is the lower. Stores are stated at or below cost calculated mainly using the average method.

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.

Depreciation

Tangible fixed assets, other than freehold land, are depreciated on the straight line method over their estimated useful lives.

Research expenditure

Expenditure on research is written off in the year in which it is incurred.

Pensions

Pension costs represent the contributions made to The BP Pension Fund.

Deferred taxation

Deferred taxation is calculated using the liability method, in respect of timing differences arising primarily from the different accounting and tax treatment of depreciation. Provision is made or recovery anticipated where timing differences are expected to reverse in the foreseeable future.

BP CHEMICALS LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 1996

| | Note | 1996 £000 | 1995 £000 |
|---|------|----------------|---------------|
| Turnover - continuing operations | 1 | 317,236 | 414,159 |
| Cost of sales | | (289,771) | (399,651) |
| Gross Profit | | <u>27,465</u> | <u>14,508</u> |
| Administration expenses | | (5,770) | (5,537) |
| Distribution and marketing expenses | | (254) | (265) |
| Other income | 2 | 119 | 90 |
| Operating profit - continuing operations | 3 | <u>21,560</u> | <u>8,796</u> |
| Loss on disposal of fixed assets | | (30) | (136) |
| Interest payable and similar charges | 4 | (918) | (1,562) |
| Profit before taxation | | <u>20,612</u> | <u>7,098</u> |
| Taxation | 5 | (4,069) | (1,798) |
| Profit for the year | | <u>16,543</u> | <u>5,300</u> |
| Dividend | 7 | (20,000) | - |
| Retained (loss)/ profit for the year | | <u>(3,457)</u> | <u>5,300</u> |

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
FOR THE YEAR ENDED 31 DECEMBER 1996


There are no recognised gains and losses attributable to the shareholders of the company other than the loss of £3,457,000 for the year ended 31 December 1996 (1995 profit of £5,300,000).

| | 1996 £000 | 1995 £000 |
|---|----------------|--------------|
| Retained (loss)/profit for the year | (3,457) | 5,300 |
| Currency translation differences | (2,275) | 2,199 |
| Total recognised gains and losses for the year | <u>(5,732)</u> | <u>7,499</u> |

BP CHEMICALS LIMITED

BALANCE SHEET AT 31 DECEMBER 1996

| | Note | 1996 | 1995 |
|---|------|-----------|-----------|
| | | £000 | £000 |
| Fixed assets | | | |
| Tangible assets | 8 | 23,544 | 26,472 |
| Investments | 9 | 78,546 | 78,546 |
| | | <hr/> | <hr/> |
| | | 102,090 | 105,018 |
| Current assets | | | |
| Stocks | 10 | 13,569 | 15,463 |
| Debtors - amounts falling due: | | | |
| Within one year | 11 | 15,897 | 68,944 |
| After more than one year | 11 | 25,460 | 25,498 |
| Cash at bank and in hand | | 8,579 | 14,137 |
| Creditors - amounts falling due within one year | 12 | (111,535) | (168,064) |
| | | <hr/> | <hr/> |
| Net current liabilities | | (48,030) | (44,022) |
| | | <hr/> | <hr/> |
| TOTAL ASSETS LESS CURRENT LIABILITIES | | 54,060 | 60,996 |
| Creditors - amounts falling due after more than one year | 12 | (38) | (48) |
| Provision for liabilities and charges | 13 | (2,722) | (3,916) |
| | | <hr/> | <hr/> |
| | | 51,300 | 57,032 |
| | | <hr/> | <hr/> |
| Represented by | | | |
| Capital and reserves | | | |
| Called-up share capital | 14 | 12,500 | 12,500 |
| Share premium | 15 | 8,724 | 8,724 |
| Reserves | 15 | 30,076 | 35,808 |
| | | <hr/> | <hr/> |
| SHAREHOLDERS FUNDS-EQUITY INTERESTS | | 51,300 | 57,032 |
| | | <hr/> | <hr/> |


Director
8 October 1997

BP CHEMICALS LIMITED

NOTES TO THE ACCOUNTS

1. **Turnover**

Turnover is attributable to one continuing activity and comprises gross proceeds, royalties, recoverable expenditure and management fee.

| | 1996 £000 | 1995 £000 |
|------------------------|----------------|----------------|
| Geographical analysis: | | |
| United Kingdom | 214,812 | 281,233 |
| Rest of Europe | 101,704 | 132,780 |
| Rest of World | 720 | 146 |
| | <u>317,236</u> | <u>414,159</u> |

2. **Other income**

| | 1996 £000 | 1995 £000 |
|---|--------------|--------------|
| Other interest and miscellaneous income | 119 | 90 |
| | <u>119</u> | <u>90</u> |

3. **Operating profit**

This is stated after charging:

| | 1996 £000 | 1995 £000 |
|-------------------------------------|---------------|---------------|
| Expenditure on research written off | 53,530 | 58,696 |
| Depreciation of owned fixed assets | 3,373 | 3,804 |
| Auditors' remuneration: | | |
| Overseas fees | 33 | 34 |
| | <u>60,936</u> | <u>66,334</u> |

BP CHEMICALS LIMITED

NOTES TO THE ACCOUNTS

4. Interest payable and similar charges

| | 1996 | 1995 |
|-------------|-------------------|-------------------|
| | £000 | £000 |
| Other loans | 918 | 1,562 |
| | <u> </u> | <u> </u> |

5. Taxation

| | 1996 | 1995 |
|---|-------------------|-------------------|
| | £000 | £000 |
| UK Corporation tax at 33% (1995 at 33%) | 3,273 | 1,026 |
| Overseas tax relief | (3,273) | (1,026) |
| | <u> </u> | <u> </u> |
| | - | - |
| | <u> </u> | <u> </u> |

United Kingdom taxation

The company is a member of a group for the purposes of relief under section 402 of the Income and Corporation Taxes Act 1988. The corporation tax liability for the year has been partially covered by double tax relief and owing to the availability of group relief, no provision has been made in the accounts of this company for the balance of the liability. The group's current corporation tax liability has been provided in the accounts of BP International Limited, the parent undertaking.

Provision for UK deferred taxation is not required.

Overseas taxation

| | 1996 | 1995 |
|---|-------------------|-------------------|
| | £000 | £000 |
| Corporation tax at 33.33% (1995 33.33%) | 1,816 | 61 |
| Other overseas taxation (current and prior) | 2,965 | 1,067 |
| Deferred tax - France | (712) | 670 |
| | <u> </u> | <u> </u> |
| | 4,069 | 1,798 |
| | <u> </u> | <u> </u> |

BP CHEMICALS LIMITED

NOTES TO THE ACCOUNTS

6. Directors and employees

(a) Remuneration of directors

None of the directors received any fees or remuneration from the company during the financial year (1995 £Nil)

| | 1996 £000 | 1995 £000 |
|---|--------------|--------------|
| (b) Employee costs | | |
| Wages and salaries | 114,941 | 111,719 |
| Termination payment | 23,701 | 23,251 |
| Social Security costs | 21,369 | 23,268 |
| Pension costs | (29,522) | (14,413) |
| | <hr/> | <hr/> |
| | 130,489 | 143,825 |
| | <hr/> | <hr/> |
| (c) Average number of employees during the year | | |

| | 1996 | | 1995 | |
|--------------------------|-------|--------|-------|--------|
| | UK | Non-UK | UK | Non-UK |
| Manufacturing | 2,643 | 304 | 2,673 | 305 |
| Distribution & marketing | 401 | 31 | 481 | 34 |
| Administration | 468 | 32 | 480 | 34 |
| | <hr/> | <hr/> | <hr/> | <hr/> |
| | 3,512 | 367 | 3,634 | 373 |
| | <hr/> | <hr/> | <hr/> | <hr/> |

7. Distribution to shareholders

| | 1996 £000 | 1995 £000 |
|-------------------------|--------------|--------------|
| Ordinary - interim paid | 20,000 | - |
| | <hr/> | <hr/> |

BP CHEMICALS LIMITED

NOTES TO THE ACCOUNTS

8. **Tangible assets**

| | <u>Land and buildings</u> £000 | <u>Plant and machinery</u> £000 | <u>Total</u> £000 |
|-------------------------------|---------------------------------------|--|----------------------|
| Cost | | | |
| At 1 January 1996 | 4,985 | 59,761 | 64,746 |
| Exchange adjustments | (703) | (8,422) | (9,125) |
| Additions | 224 | 3,982 | 4,206 |
| Deletions | (64) | (122) | (186) |
| At 31 December 1996 | <u>4,442</u> | <u>55,199</u> | <u>59,641</u> |
| Depreciation | | | |
| At 1 January 1996 | 2,495 | 35,779 | 38,274 |
| Exchange adjustments | (352) | (5,042) | (5,394) |
| Provided for year | 215 | 3,158 | 3,373 |
| Deletions | (48) | (108) | (156) |
| At 31 December 1996 | <u>2,310</u> | <u>33,787</u> | <u>36,097</u> |
| Net book value | | | |
| At 31 December 1996 | <u>2,132</u> | <u>21,412</u> | <u>23,544</u> |
| At 31 December 1995 | <u>2,490</u> | <u>23,982</u> | <u>26,472</u> |
| Depreciation rates: 5% to 25% | | | |

Included in land and buildings is freehold land valued at £1,036,000 (1995 - £1,145,000) which is not depreciated.

BP CHEMICALS LIMITED

NOTES TO THE ACCOUNTS

9. Fixed assets - investments

| | <u>Subsidiary undertakings</u> £'000 |
|------------------------------|---|
| Cost | |
| At 1 January 1996 | 80,063 |
| Additions | - |
| Deletions | (1,517) |
| | <hr/> |
| At 31 December 1996 | 78,546 |
| | <hr/> |
| Amounts provided | |
| At 1 January 1996 | 1,517 |
| Deletions | (1,517) |
| | <hr/> |
| At 31 December 1996 | - |
| | <hr/> |
| Net book value | |
| At 31 December 1996 and 1995 | 78,546 |
| | <hr/> |

In the opinion of the directors, the value of shares and loans in the company's associated and subsidiary undertakings is not less than the amounts at which they are shown in the balance sheet.

The more important subsidiary and associated undertakings of the company at 31 December 1996 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. A complete list of investments in subsidiary and associated undertakings will be attached to the parent company's annual return made to the Registrar of Companies.

| Subsidiary undertakings | % | Country of incorporation | Shares held |
|-------------------------------------|----------|-------------------------------------|--------------------|
| BXL Plastics Ltd | 100 | England & Wales | Ordinary |
| BXL Plastics Ltd | 100 | England & Wales | Deferred |
| Honeywell & Stein Ltd | 100 | England & Wales | Ordinary |
| BP Chemicals (Korea) Ltd | 100 | England & Wales | Ordinary |
| BP Chemicals Marketing Ltd | 100 | England & Wales | Ordinary |
| BP Chemicals Technical Services Ltd | 100 | England & Wales | Ordinary |

BP CHEMICALS LIMITED**NOTES TO THE ACCOUNTS****10. Stocks**

| | 1996 | 1995 |
|-------------------|--------|--------|
| | £000 | £000 |
| Raw materials | 4,169 | 4,968 |
| Finished products | 7,681 | 8,490 |
| Stores | 1,719 | 2,005 |
| | <hr/> | <hr/> |
| | 13,569 | 15,463 |
| | <hr/> | <hr/> |

The difference between the carrying value of stocks and their replacement cost is not material.

11. Debtors

| | 1996 | | 1995 | |
|--|---------------------------------|--------------------------------|---------------------------------|--------------------------------|
| | Due Within 1 year £000 | Due After 1 year £000 | Due Within 1 year £000 | Due After 1 year £000 |
| Trade | 3 | - | 94 | - |
| Subsidiary undertakings | - | - | 8 | - |
| Parent and fellow subsidiary undertakings | 11,219 | 24,529 | 60,446 | 24,529 |
| Taxation recoverable | 159 | - | 2,719 | - |
| Other | 4,516 | 931 | 5,677 | 969 |
| | <hr/> | <hr/> | <hr/> | <hr/> |
| | 15,897 | 25,460 | 68,944 | 25,498 |
| | <hr/> | <hr/> | <hr/> | <hr/> |

12. Creditors

| | 1996 | | 1995 | |
|--|---------------------------------|--------------------------------|---------------------------------|--------------------------------|
| | Due Within 1 year £000 | Due After 1 year £000 | Due Within 1 year £000 | Due After 1 year £000 |
| Bank overdrafts | 1,094 | - | 1,505 | - |
| Trade | 3,876 | - | 5,500 | - |
| Subsidiary undertakings | 31,610 | - | 12,040 | - |
| Parent and fellow subsidiary undertakings | 67,092 | - | 138,515 | - |
| Taxation payable | 803 | - | - | - |
| Social security | 1,147 | - | 1,334 | - |
| Accruals and deferred income | 1,310 | - | 1,259 | - |
| Other | 4,603 | 38 | 7,911 | 48 |
| | <hr/> | <hr/> | <hr/> | <hr/> |
| | 111,535 | 38 | 168,064 | 48 |
| | <hr/> | <hr/> | <hr/> | <hr/> |

BP CHEMICALS LIMITED

NOTES TO THE ACCOUNTS

13. Provision for liabilities and charges

| | 1996 | 1995 |
|-------------------------|---------|---------|
| | £000 | £000 |
| Deferred taxation | | |
| UK full potential | 1,949 | 2,654 |
| Less: Double Tax Relief | (1,949) | (2,654) |
| | <hr/> | <hr/> |
| France: full potential | 2,722 | 3,916 |
| | <hr/> | <hr/> |
| | 2,722 | 3,916 |
| | <hr/> | <hr/> |

The provision for deferred taxation arises from derogatory amortisation and a provision for price increases.

14. Called up share capital

| | 1996 | 1995 |
|---------------------------------------|--------|--------|
| | £000 | £000 |
| Authorised, allotted and fully paid | | |
| 12,500,000 Ordinary shares of £1 each | 12,500 | 12,500 |
| | <hr/> | <hr/> |

15. Reconciliation of shareholders' funds and movements on reserves

| | <u>Equity</u> <u>Share</u> <u>Capital</u> £000 | <u>Share</u> <u>Premium</u> <u>Account</u> £'000 | <u>Profit & Loss</u> <u>Account</u> £000 | <u>Total</u> £000 |
|----------------------------------|---|---|--|----------------------|
| At 1 January 1995 | 12,500 | 8,724 | 28,309 | 49,533 |
| Profit for the year | - | - | 5,300 | 5,300 |
| Currency translation differences | - | - | 2,199 | 2,199 |
| | <hr/> | <hr/> | <hr/> | <hr/> |
| At 1 January 1996 | 12,500 | 8,724 | 35,808 | 57,032 |
| Profit for the year | - | - | 16,543 | 16,543 |
| Currency translation differences | - | - | (2,275) | (2,275) |
| Distribution to shareholders | - | - | (20,000) | (20,000) |
| | <hr/> | <hr/> | <hr/> | <hr/> |
| At 31 December 1996 | 12,500 | 8,724 | 30,076 | 51,300 |
| | <hr/> | <hr/> | <hr/> | <hr/> |

16. Capital commitments

Authorised and contracted future capital expenditure is estimated at £1,072,000 (1995 - £422,000).

BP CHEMICALS LIMITED

NOTES TO THE ACCOUNTS

17. Pensions

The company is a participating employer in the BP Group's principal UK pension plan (The BP Pension Fund). The BP Pension Fund is separately funded and provides benefits that are computed based on an employee's years of service and final pensionable salary. Contributions are made to The BP Pension Fund on the basis of advice from independent actuaries, using actuarial methods the objective of which is to provide adequate funds to meet pension obligations as they fall due, and are based on pension costs in respect of all members of the fund. Contributions have been suspended since October 1993. Actuarial surpluses and deficiencies are amortised over the expected remaining service lives of members and charged or credited to income as appropriate in the accounts of BP International Limited, a parent undertaking, having regard to the overall position of the Fund. Particulars of the most recent actuarial valuation of The BP Pension Fund as at 1 January 1995 are included within the financial statements of the ultimate parent undertaking.

18. 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 The British Petroleum Company p.l.c., a company registered in England and Wales. Copies of The British Petroleum Company p.l.c.'s accounts can be obtained from Britannic House, 1 Finsbury Circus, London, EC2M 7BA.