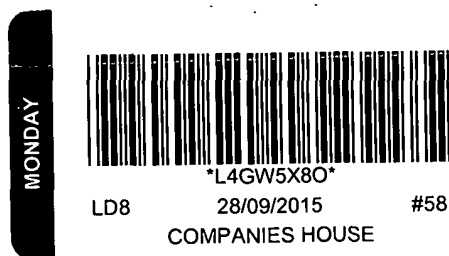


**Director's Report and Financial  
Statements**

*Statoil UK Properties  
Limited*

**31 December 2014**



# Statoil UK Properties Limited

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Registered No. 841421

## **DIRECTORS**

Phillipa Evans  
Helge Haugane  
Robert Adams

(Resigned 30 June 2014)  
(Resigned 1 May 2014)  
(Appointed 1 May 2014)

## **SECRETARY**

A J Saul

## **AUDITOR**

KPMG LLP  
15 Canada Square  
London  
E14 5GL

## **BANKERS**

JP Morgan Chase  
125 London Wall  
London  
EC2Y 5AJ

## **REGISTERED OFFICE**

1 Kingdom Street  
London  
W2 6BD

## **DIRECTOR'S REPORT**

The director presents his report with the financial statements of the company for the year ended 31 December 2014.

### **STRATEGIC REPORT**

The Company has taken advantage of the exemption contained in section 414B of the Companies Act 2006 not to prepare a Strategic Report as it is eligible to prepare its financial statements in accordance with the small companies' regime.

### **SMALL COMPANY PROVISIONS**

Having turnover of less than £6.5 million and fewer than 50 employees, the Company qualifies as small in terms of sections 382 and 383 of the Companies Act 2006.

This report has been prepared in accordance with the provisions in Part 15 of the Companies Act 2006 applicable to the small company's regime.

### **PRINCIPAL ACTIVITIES**

The principal activities of the company were to previously act as an investment holding company and provide management services to other group undertakings. However, at the end of 2007, the company ceased to provide these services and during 2008 all remaining investments were disposed of. The directors plan to wind up the company.

### **REVIEW OF THE BUSINESS**

The results for the year are in line with the director's expectation.

The financial statements have been prepared on a break-up basis reflecting the planned winding-up of the company in 2015.

The company has claimed an exemption under section 417, Part 15 of the Companies Act 2006 from preparing an enhanced business review (EBR).

### **RESULTS AND DIVIDENDS**

The profit for the year after taxation was £37,826 (2013: £305,277). No dividends were distributed in respect of the year ended 31 December 2014 (2013: £nil).

### **FUTURE DEVELOPMENTS**

It is planned that the company will cease activities and be wound up in 2015.

## DIRECTOR'S REPORT

### DIRECTORS AND THEIR INTERESTS

The directors who served the company during the year and changes since 31 December 2014 are listed on page 1.

The Director held the following interests in the ultimate parent company, Statoil ASA as at 31 December 2014:

	Class	2014
Robert Adams	Statoil ASA-Ordinary	13,858

The company indemnifies the director in its Articles of Association to the extent allowed under section 232 of the Companies Act 2006.

The director is responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

### PRINCIPAL RISKS AND UNCERTAINTIES

There are few risks that face the company given that the company is expected to cease activities in 2015. However, there is a risk associated with the intercompany receivable balance but this is by managed by the company's Norwegian parent on a group wide basis.

### CREDITORS PAYMENT POLICY

It is the company's policy that payments to suppliers are made in accordance with those terms and conditions agreed between the company and its suppliers, provided that all trading terms and conditions have been complied with.

### GOING CONCERN

As the director intends to wind up the company in the near future, it is considered more appropriate to prepare the financial statements on the break-up basis rather than on the going concern basis. The break-up basis results in assets held by the company at the year end being recorded at their estimated realisable values and liabilities due at the year end being recorded at amounts at which they will ultimately settled. This did not cause any adjustment from the book amounts.

DIRECTOR'S REPORT

**DIRECTOR'S STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITOR**

The Director who held office at the date of approval of this Director's report confirms that, so far as he is aware, there is no relevant audit information of which the Company's auditor is unaware and the Director has taken all the steps he ought to have taken as a Director in order to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

**AUDITOR**

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

*On behalf of the board*



Robert Adams

Director



1 Kingdom Street  
London  
W2 6BD

25/9/15.

Date

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE  
DIRECTOR'S REPORT AND THE FINANCIAL STATEMENTS

The director is responsible for preparing the Director's report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial period. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

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 of the profit or loss for that period. In preparing these financial statements, 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 UK 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. As explained in note 1, the directors do not believe that it is appropriate to prepare these financial statements on a going concern basis.

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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

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## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF STATOIL UK PROPERTIES LIMITED

We have audited the financial statements of Statoil UK Properties Limited for the year ended 31 December 2014 set out on pages 8 to 13. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK 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 the director and auditor**

As explained more fully in the Director's Responsibilities Statement set out on page 5, the director is 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). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

### **Scope of the audit of the financial statements**

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's web-site at [www.frc.org.uk/auditscopeukprivate](http://www.frc.org.uk/auditscopeukprivate).

### **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 2014 and of its profit 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 Director's Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

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**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF STATOIL UK  
PROPERTIES LIMITED**

**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; or
- the director was not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

**Emphasis of matter - non-going concern basis of preparation**

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 1 to the financial statements which explains that the financial statements are now not prepared on the going concern basis for the reasons set out in that note.



Juliette Lowes (Senior Statutory Auditor)

For and on behalf of KPMG LLP, Registered Auditor

15 Canada Square  
London  
E14 5GL

25 September 2015



**PROFIT AND LOSS ACCOUNT**  
for the year ended 31 December 2014

	<i>Notes</i>	<b>2014</b> £	<b>2013</b> £
Income		-	36,835
Administrative expenses		(5,001)	(12,218)
		<hr/>	<hr/>
<b>OPERATING (LOSS) / PROFIT</b>		<b>(5,001)</b>	<b>24,617</b>
Interest receivable	3a	1,384	564,032
Interest payable and similar charges	3b	(70)	(149,418)
		<hr/>	<hr/>
<b>(LOSS) / PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		<b>(3,687)</b>	<b>439,231</b>
Tax credit / (charge) on profit on ordinary activities	4	41,513	(133,954)
		<hr/>	<hr/>
<b>PROFIT FOR THE FINANCIAL YEAR AFTER TAXATION</b>	<b>8</b>	<b>37,826</b>	<b>305,277</b>
		<hr/> <hr/>	<hr/> <hr/>

All amounts relate to discontinued activities.

Movements on reserves are set out in note 8.

There are no other recognised gains or losses other than the profit for the period.

Notes 1-10 form an integral part of these financial statements.

**BALANCE SHEET**  
at 31 December 2014

	<i>Notes</i>	<b>2014</b> <b>£</b>	<b>2013</b> <b>£</b>
<b>CURRENT ASSETS</b>			
Debtors: amounts falling due within one year	5	1,056,204	1,061,229
		<u>1,056,204</u>	<u>1,061,229</u>
<b>CREDITORS: amounts falling due within one year</b>	6	(96,667)	(139,518)
		<u>959,537</u>	<u>921,711</u>
<b>NET CURRENT ASSETS</b>			
		<u>959,537</u>	<u>921,711</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			
		<u>959,537</u>	<u>921,711</u>
		<u>959,537</u>	<u>921,711</u>
		<u><u>959,537</u></u>	<u><u>921,711</u></u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	7	1,000	1,000
Profit and loss account	8	958,537	920,711
		<u>959,537</u>	<u>921,711</u>
<b>EQUITY SHAREHOLDER'S FUNDS</b>			
		<u>959,537</u>	<u>921,711</u>
		<u><u>959,537</u></u>	<u><u>921,711</u></u>

Notes 1 to 10 form an integral part of these financial statements.

Approved by the Board of Directors on 25 September 2015



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Robert Adams – Director

NOTES TO THE FINANCIAL STATEMENTS  
at 31 December 2014

**1. ACCOUNTING POLICIES**

The principal accounting policies are summarised below. They have all been applied consistently throughout the year.

***Basis of preparation***

The director intends to wind up the company in the near future. Consequently, the financial statements have been prepared on the break-up basis rather than on the going concern basis. The break-up basis results in assets held by the company at the year end being recorded at their estimated realisable values and liabilities due at the year end being recorded at amounts at which they will ultimately settled. This did not cause any adjustment from the book amounts.

Under FRS1 the Company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the Company in its own published consolidated financial statements.

***Accounting standards and convention***

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

The financial statements are prepared under the historical cost convention.

***Taxation***

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax in the future. Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantially enacted at the balance sheet date. Deferred tax assets are only recognised if recovery without replacement by equivalent debit balances is more likely than not.

Current tax is provided at amounts to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date. Where losses are surrendered from fellow group undertakings they are paid in full.

***Provisions for liabilities and charges***

Provisions are charged against profits where the liability has been incurred, but the expected value of the liability is not known with certainty, and must be estimated. The effect of the time value of money is not material and therefore the provisions are not discounted.

***Debtors***

Provision is made against all debts where there is doubt as to their recoverability.

***Related party disclosures***

Under the provision of FRS 8 the company is exempt from disclosing related party transactions with other group companies.

NOTES TO THE FINANCIAL STATEMENTS  
at 31 December 2014

**2. OPERATING (LOSS) / PROFIT**

Remuneration paid to the external auditors for the year was £5,000 (2013: £5,000).

There were no staff employed by the company during the year (2013: nil).

None of the directors received any fees or remuneration for services as a director of the company during the year.

**3a. INTEREST RECEIVABLE AND SIMILAR INCOME**

	<b>2014</b>	<b>2013</b>
	<b>£</b>	<b>£</b>
Interest receivable from group undertakings	1,384	564,032
	<u>          </u>	<u>          </u>

**3b. INTEREST PAYABLE AND SIMILAR CHARGES**

	<b>2014</b>	<b>2013</b>
	<b>£</b>	<b>£</b>
Interest payable	-	149,344
Bank charges	70	74
	<u>          </u>	<u>          </u>
	<u>70</u>	<u>149,418</u>

**4. TAX ON (LOSS) / PROFIT ON ORDINARY ACTIVITIES**

	<b>2014</b>	<b>2013</b>
	<b>£</b>	<b>£</b>
a) Tax on (loss) / profit on ordinary activities:		
<i>Current tax:</i>		
Corporation tax on (loss) / profit for the year	283	138,180
Corporation tax over provided in previous years	(41,796)	(4,226)
	<u>          </u>	<u>          </u>
Total current tax (note 4 b)	<u>(41,513)</u>	<u>133,954</u>

NOTES TO THE FINANCIAL STATEMENTS  
at 31 December 2014

4. TAX ON PROFIT ON ORDINARY ACTIVITIES (CONTINUED)

b) Factors affecting current tax charge:

The tax assessed on the profit on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 21.5% (2013 – 23.25%). The differences are reconciled below:

	<b>2014</b> <b>£</b>	<b>2013</b> <b>£</b>
(Loss) / Profit on ordinary activities before tax	(3,687)	439,231
(Loss) / Profit on ordinary activities multiplied by standard rate of corporation Tax in the UK	(793)	102,121
Permanent differences	1,076	36,059
Adjustment to tax charge in respect of prior periods	(41,796)	(4,226)
Total current tax (note 4a)	(41,513)	133,954

A reduction in the UK corporation tax rate from 23% to 21% (effective from 1 April 2014) and to 20% (effective from 1 April 2015) was substantively enacted on 2 July 2013. This will reduce the Company's future current tax charge accordingly

5. DEBTORS: amounts falling due within one year

	<b>2014</b> <b>£</b>	<b>2013</b> <b>£</b>
Amounts due from group undertakings	1,056,204	1,061,005
VAT recoverable	-	224
	1,056,204	1,061,229

6. CREDITORS: amounts falling due within one year

	<b>2014</b> <b>£</b>	<b>2013</b> <b>£</b>
Trade creditors	-	1,338
Amounts due to group undertakings	96,384	-
Corporation tax	283	138,180
	96,667	139,518

NOTES TO THE FINANCIAL STATEMENTS  
at 31 December 2014

7. SHARE CAPITAL

	<i>Allotted, called up and fully paid</i>	
	<i>2014</i>	<i>2013</i>
	<i>£</i>	<i>£</i>
1,000 (2013 :1,000) ordinary shares of £1 each	1,000	1,000
	<u>          </u>	<u>          </u>

8. RESERVES

	<i>Profit &amp; loss account</i>	<i>Share Capital</i>	<i>Total Shareholders' funds</i>
	<i>£</i>	<i>£</i>	<i>£</i>
At 1 January 2014	920,711	1,000	921,711
Profit for the year	37,826	-	37,826
	<u>          </u>	<u>          </u>	<u>          </u>
At 31 December 2014	958,537	1,000	959,537
	<u>          </u>	<u>          </u>	<u>          </u>

9. ULTIMATE PARENT UNDERTAKING

The ultimate parent undertaking of the company is Statoil ASA, incorporated in Norway. Copies of its group financial statements, which include the company, are available from Statoil ASA, 4035, Stavanger, Norway. It is also the parent undertaking of the smallest group of which the company is a member and for which group financial statements are prepared. The consolidated financial statements of Statoil ASA are available to the public and may be obtained from [www.statoil.com](http://www.statoil.com).

The ultimate controlling party is the Norwegian government.

10. RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S FUNDS

	<i>2014</i>	<i>2013</i>
	<i>£</i>	<i>£</i>
Opening shareholder's funds	921,711	173,282,101
Profit for the financial year	37,826	305,277
Purchase of own shares	-	(172,665,667)
	<u>          </u>	<u>          </u>
Closing shareholder's funds	959,537	921,711
	<u>          </u>	<u>          </u>