Company Registration No. 0886981

Kuwait Petroleum International Treasury Services Limited

Annual Report and Financial Statements

For the year ended 31 March 2009

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Annual report and financial statements for the year ended 31 March 2009

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Directors' report for the year ended 31 March 2009 (Continued)

The directors present their annual report and the audited financial statements for the year ended 31 March 2009

Principal activity and review of the business

The principal activity of the company is to act as a group treasury company. The directors expect the level of business to remain stable in the future

Enhanced Business Review (EBR)

The company is exempt from the requirement to provide an EBR as it qualifies as a small company under section 246A(4) of the Companies Act 1985

Financial risk management

The main finance risks faced by the company through its normal business activities are foreign exchange risk, interest rate risk, credit risk and commodity risk. These risks and the company's approach to dealing with them are described in note 9 to the financial statements.

Results and dividends

During the year the company made a profit after taxation of US\$6,787,286 (2008 US\$2,871,581) The directors recommended an interim dividend of US\$ 1 20 per ordinary share which was paid on 16th March 2009 (2008 US\$0 50 per ordinary share) The directors do not recommend the payment of a final dividend

The retained profit of US\$787,166 (2008 profit of US\$371,531) will be transferred to reserves

Directors

The directors who served during the year and to the date of this report, except as otherwise stated below, were as follows

Hussein Ismail

Y Al-Yateem

S A Hakım

Anthony P Saunders

The directors have no interests which require disclosure under Schedule 7 of the Companies Act 1985. There was no qualifying third party indemnity provision in force for the benefit of any director at any time during the year.

Statement of directors' responsibilities in respect of the Annual Report and the financial statements

The directors are responsible for preparing the Annual 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). The financial statements are required by law to 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 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
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business, in which case there should be supporting assumptions or qualifications as necessary

The directors confirm that they have complied with the above requirements in preparing the financial statements

Directors' report for the year ended 31 March 2009 (Continued)

The directors are responsible for keeping proper accounting records that 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 1985. 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.

Information to auditors

Each of the directors at the date of approval of this report confirms that

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- the director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of S234ZA of the Companies Act 1985

Independent auditors

During the year Deloitte & Touche LLP resigned as auditors to the company, and the directors appointed PricewaterhouseCoopers LLP to fill the casual vacancy PricewaterhouseCoopers LLP have indicated their willingness to continue in office and a resolution concerning their reappointment was proposed and accepted at the Annual General Meeting

These financial statements were prepared in accordance with the special provisions relating to small companies within Part VII of the Companies Act 1985

Approved by the Board of Directors and signed on behalf of the Board

S A Hakım

Director

Duke's Court Duke Street Woking, Surrey GU21 5BH

Independent auditors' report to the members of Kuwait Petroleum

International Treasury Services Limited

We have audited the financial statements of Kuwait Petroleum International Treasury Services Limited for the year ended 31 March 2009 which comprise the Profit and Loss account, the Balance Sheet and the related notes These financial statements have been prepared under the accounting policies set out therein

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland) This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements. In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read other information contained in the Annual Report, and consider whether it is consistent with the audited financial statements. This other information comprises only the Directors' report and all of the other information listed on the contents page. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, 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 financial statements 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 financial statements.

Opinion

In our opinion

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 March 2009 and of its profit for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and

- the information given in the Directors' Report is consistent with the financial statements

PricewaterhouseCoopers LLP

Chartered Accountants and Registered Auditors

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Reading, United Kingdom
12 February 2010

Profit and loss account For the year ended 31 March 2009

	Notes	2009 US\$	2008 * US\$
Administrative expenses Other operating (expenses)/income Interest receivable and similar income Interest payable and similar charges	2 2	(2,898,913) 41,777,893	(1,163,491) 31,373 52,902,049 (49,813,090)
Operating profit	3	3,238,532	1,956,841
Other finance income		3,615,125	914,740
Profit on ordinary activities before taxation		6,853,657	2,871,581
Tax on profit on ordinary activities	5	(66,371)	
Profit on ordinary activities after taxation		6,787,286	2,871,581

There were no recognised gains or losses in either year other than the profit for those years

Consequently no statement of total recognised gains and losses has been presented

All activities of the company were continuing throughout both years

There is no material difference between the profit on ordinary activities before taxation and the retained profit for the year stated above and their historical cost equivalents

^{*}Certain line items have been reclassified so they are consistent with the current year format (see note 1). There has been no change in prior year profit on ordinary activities before tax.

Balance sheet as at 31 March 2009

	Note	2009 US\$	2008 US\$
Current assets Debtors Cash at bank	7	1,014,307,093 46,258	1,094,780,528 56,290
Creditors: amounts falling due within one year	8	1,014,353,351 (1,005,719,828)	1,094,836,818 (1,086,990,461)
Net assets		8,633,523	7,846,357
Capital and reserves			
Called up share capital	10	5,000,150	5,000,150
Profit and loss account	11	3,420,412	2,633,246
Capital contribution	11	212,961	212,961
Total shareholders' funds	12	8,633,523	7,846,357

The financial statements on pages 6 to 15 were approved by the board of directors on 4th February 2010 and were signed on their behalf by

S A Hakım

Director

Notes to the financial statements For the year ended 31 March 2009

1 Accounting policies

The financial statements are prepared on a going concern basis and in accordance with Companies Act 1985 and applicable accounting standards in the United Kingdom. The consistently applied accounting policies which have been adopted are described below.

Basis of accounting

The financial statements are prepared under the historical cost convention, except for the revaluation of certain open forward foreign exchange contracts, currency swaps and commodity derivatives, and in accordance with applicable United Kingdom law and accounting standards

Presentation of profit and loss account

The prior year profit and loss account has been restated to show the net income from treasury operations as other operating expenses, interest receivable or interest payable. Due to the nature of the entity's operations no turnover or cost of sales is presented.

Financial instruments

Financial assets and financial liabilities are recognised in the company's balance sheet when the company becomes a party to the contractual provisions of the instrument

The company takes out external forward exchange contracts, with high credit rating institutions, on behalf of group companies on which the exposure is passed onto the individual business via intercompany forward exchange contracts

Short term money market deposits and borrowings are measured at fair value at initial recognition and at amortised cost subsequently

The Company has prepared its accounts in accordance with FRS 26. The Company has elected to take the disclosure exemption available in paragraph 2D of FRS 29, as it is included in the publicly available consolidated financial statements of KPC Holdings (Aruba) AEC, which include disclosures that comply with IFRS 7 (an equivalent accounting standard to FRS 29 under International Accounting Standards)

Derivative financial instruments are recorded at trade date at fair value. The fair value of a derivative is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction. Derivatives with positive market values (unrealised gains) are included in current debtors and derivatives with negative market values (unrealised losses) are included in current creditors in the balance sheet. The resultant gains and losses from derivatives are included other operating income and expenses.

The company enters into various types of transactions that involve derivative financial instruments. Derivative financial instruments include forwards, futures, swaps and options

Further details of the company's financial instruments and risk management approach are provided in note 9

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date

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 that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in a period different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing difference can be deducted

Notes to the financial statements For the year ended 31 March 2009

Accounting policies and Taxation (continued)

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non discounted basis

Other operating (expenses) / income

Other operating (expenses)/ income includes the gains and losses on foreign currency trading activities accounted for on a mark-to-market basis

Other finance income

Other finance income comprises foreign exchange gains and losses on foreign currency trading activities in relation to money market borrowing and deposits. Other operating (expenses) / income and other finance income together form the total gains and losses on foreign currency trading activities.

Cash flow statement

The company's ultimate parent company, Kuwait Petroleum Corporation (see note 15), presents consolidated financial statements which consolidate the results of the company and are publicly available. Accordingly under Financial Reporting Standard No. 1 (revised 1996) no cash flow statement is included in these financial statements.

Foreign currencies

The financial statements are presented in US dollars which is the functional currency of the company

Monetary assets and liabilities denominated in foreign currencies are translated into US Dollars at the year end foreign exchange rates. All forward foreign exchange contracts which are open at the year end are revalued at rates of exchange derived from observable market information applicable to those contracts.

All profits and losses arising on the translation or revaluation of foreign currency assets, liabilities and forward foreign exchange contracts are recognised immediately in the profit and loss account. Gains and losses arising from the use of hedging instruments are recorded in the profit and loss account concurrently with losses and gains arising from the underlying hedged investments.

The exchange rate for Pounds Sterling/US\$ at 31 March 2009 was 1 4297

Pensions

The company participates in a group defined benefit scheme The company accounts for its obligations in respect of the defined benefit scheme on a defined contribution basis, as the net assets of this scheme relating to individual companies cannot be separately identified. The latest actuarial valuation of the defined benefit scheme, prepared in accordance with FRS 17, shows a deficit position

For defined contribution schemes the amount charged to the profit and loss account is the contributions payable in the year

Further information on pension costs is provided in note 14

Notes to the financial statements For the year ended 31 March 2009

2. Net interest income

2009 US\$	2008 US\$
3,663,261	12,657,437
38,114,632	40,244,612
41,777,893	52,902,049
(103,721)	(83,787)
(8,119,779)	(4,413,112)
(26,234,325)	(45,316,191)
(34,457,825)	(49,813,090)
7,320,068	3,088,959
	US\$ 3,663,261 38,114,632 41,777,893 (103,721) (8,119,779) (26,234,325) (34,457,825)

3. Profit on ordinary activities before taxation

The audit fee in respect of the company's annual accounts of \$15,000 (2008 \$7,500) was borne by another group undertaking

4. Staff costs

Particulars of employees (including executive directors) are as shown below

Employee costs during the year amounted to

	2009	2008 As restated
	US\$	US\$
E),149 5,290	334,115 58,190
395	5,439	392,305

The average monthly number of persons employed by the company during the year was three (2008 three)

Directors' remuneration:

One director was remunerated by the company The remuneration of the director was as follows

	2009 US\$	2008 US\$
Emoluments (including pension contributions)	284,541	253,204

No other directors received or were due any remuneration relating to services provided to the company in either year. No directors held share options in the company during the current or prior years

One director (2008 one) was a member of a defined benefit pension scheme

Notes to the financial statements For the year ended 31 March 2009

4. Staff costs (continued)

The cost in relation to 2008 has been restated to remove certain non staff related costs classified in this disclosure in the prior year

5. Tax on profit on ordinary activities

The tax assessed for the year is lower (2008 lower) than the standard rate of corporation tax in the United Kingdom 28% (2008 30%) The differences are explained below

	2009 US\$	2008 US\$
Profit on ordinary activities before tax	6,853,657	2,871,581
Tax on profit on ordinary activities at standard UK corporation tax rate of 28% ($2008-30\%$) Effects of	1,919,024	861,474
Expenses not deductible for tax	18,584	_
Group relief claimed for nil consideration	(1,919,120)	(861,474)
Adjustment for prior years	47,883	
Current tax charge for the year	66,371	-

There are no material amounts of deferred tax at either year end

The Finance Act 2007 announced a reduction in the mainstream corporation tax rate from 30% to 28% from 1 April 2008

6. Dividends paid

Dividends paid on equity shares

	2009 US\$	2008 US\$
Interim paid for 2008/09 of US\$1 20 (2007/08 US\$0 50) per ordinary US\$1 share Interim paid for 2008/09 of US\$1 20 (2007/08 US\$0 50) per ordinary £1 share	6,000,000 120	2,500,000 50
	6,000,120	2,500,050

Notes to the financial statements For the year ended 31 March 2009

7. Debtors

	2009 US\$	2008 US\$
Amounts falling due within one year:		
Amounts owed by other group undertakings Short term deposist Other debtors	655,184,684 359,046,786 75,622	1,094,703,635 - 76,893
	1,014,307,092	1,094,780,528

The directors consider that the carrying amount of the debtors approximates their fair value

Amounts owed by group undertakings are not secured and include loans bearing interest at a rate of 0.2% over LIBOR and have an average maturity of one month

2000

2000

8. Creditors: amounts falling due within one year

	US\$	2008 US\$
Amounts owed to other group undertakings	1,002,226,898	1,070,432,221
Accruals and deferred income	248,100	179,354
Fair value of derivative financial instruments	3,128,842	9,514,263
Taxation	66,371	-
Other creditors	49,617	6,864,623
	1,005,719,828	1,086,990,461
		

Fair value of derivative financial instruments represents the fair value of open foreign currency forward exchange contracts at the balance sheet date. During the year ended 31 March 2009, the gain in fair value of \$6.39 million (2008 loss of \$8.04m) has been recognised in other finance income in the profit and loss account.

The directors consider that the carrying amount of the creditors approximates their fair value

Amounts owed to group undertakings are not secured and include loans bearing interest at a rate of LIBOR less 0 6% and have an average maturity of one month

Notes to the financial statements For the year ended 31 March 2009

9. Financial instruments and risk management

Derivative financial instruments

The group for which the company acts as a treasury company operates internationally in commodity-based markets. As a result, it can be affected by changes in crude oil and petroleum product prices, exchange rates, and interest rates. In the areas described below, the company seeks to manage the risks arising from these external factors using a number of methods, some of which involve derivative instruments. The company does not use derivatives for speculative purposes. The risk in relation to interest rates is limited as the company was in a net deposit position in the year. The risk in relation to commodities is limited as the company undertakes very few commodity transactions.

Foreign exchange risk management

The company seeks to identify and measure all risks arising from movements in foreign exchange rates. Such risks are routinely hedged using a variety of methods, including derivatives such as forward currency contracts and swaps.

The principal source of foreign currency risk within the group which is hedged routinely by the company relates to other group companies' outstanding product supply accounts payable, which are mainly expressed in US dollars. These exposures, along with other transaction risks related to currency movements between commitment or billing and payment, are hedged by the company using derivative instruments such as forward currency contracts or, particularly in the case of uncertain exposures, swaps. All significant group foreign currency transactions, including those involving derivative instruments, are conducted through the company

All foreign currency derivative instruments are marked to market at the end of each month amounts of such contracts, none of which extended beyond 12 months, are given in note 13

The balances at 31 March 2009 relating to forward exchange contracts were in Euro/US\$ and Pounds Sterling/US\$

Counter party risk management

The company controls counter party risks in relation to its cash, short-term deposits and derivative instruments by rigorous screening and credit assessment of all proposed trading counter parties and limits on total financial exposure with each counter-party individually. As a general rule, the company only deals with banks with the highest national or international standing and also limits its credit risk exposure and its daily settlement risk with any single bank to certain specified amounts. Both such exposures are further reduced by having standardised ISDA Master Agreements, including set-off provisions, with each counter party

Notes to the financial statements For the year ended 31 March 2009

10. Called up share capital

	2009 US\$	2008 US\$
Authorised 10,000,000 ordinary shares of US\$1 each 100 ordinary shares of £1 each	10,000,000	10,000,000
Closing balance as at 31 March 2009	10,000,150	10,000,150
Issued and fully paid 5,000,000 (2008 5,000,000) ordinary shares of US\$1 each 100 (2008 100) ordinary shares of £1 each	5,000,000 150	5,000,000
Closing balance as at 31 March 2009	5,000,150	5,000,150

11. Reserves

Of the total reserves shown in the company's balance sheet, the following amounts are regarded as distributable or otherwise

	Capital contribution US\$	Profit and loss account US\$
Opening balance as at 1 April 2008 Profit for the year	212,961	2,633,246 787,166
Closing balance as at 31 March 2009	212,961	3,420,412

The capital contribution is non distributable

12. Reconciliation of movements in shareholders' funds

	2009 US\$	2008 US\$
Opening shareholders' funds Profit for the financial year Dividends paid	7,846,357 6,787,286 (6,000,120)	7,474,826 2,871,581 (2,500,050)
Closing shareholders' funds	8,633,523	7,846,357

13. Financial commitments

In accordance with the company's accounting policy, all foreign currency exchange contracts are marked to market at the end of each month. At the year end the gross contracted amounts of such contracts, none of which extended beyond 12 months, was US\$706,123,927 (2008 US\$1,502,644,730)

Notes to the financial statements For the year ended 31 March 2009

14. Pension costs

Kuwait Petroleum International Treasury Services Limited participates in a funded, defined benefit pension plan called the KPC UK Group Retirement Plan

The FRS17 disclosure requirements refer to the situation where either there is only one employer participating in a defined benefit scheme, or there is more than one employer and each employer's share of the underlying assets and liabilities can be identified. In the KPC UK Group Retirement Plan the assets attributable to each individual company cannot be identified on a reasonable and consistent basis, and so each company's share of the surplus/deficit cannot be identified. In this circumstance, the Accounting Standards Board allows the actual contributions paid by the company to be used as a substitute for 'defined benefit' FRS17 costs

The group also operates a defined contribution pension scheme in the UK, the assets of which are held in separate trustee administered funds

Directors and employees seconded to the company from other group companies are not included in the above schemes

The total pension cost for the company for the year was US\$55,290 (2008 US\$58,190)

The Company is also required to disclose the overall funding position of the Group Plan in accordance with FRS 17 For this purpose, the April 2006 actuarial valuation has been updated to 31 March 2009 by a qualified, independent actuary. The principal assumptions used to calculate the FRS17 liabilities were as follows discount rate of 6 4% per annum, salary increases (including promotion) of 4 2% per annum, inflation of 2 7% per annum, guaranteed annual increases to pensions in payment (in line with inflation up to 2 7%) of 2 7% per annum. Current company contributions are made at the rate of 20 30% of pensionable salary. The members contributed 7 0% of pensionable salary until 30 June 2008 and a rate of 8 0% thereafter.

In addition to the financial assumptions above, it is assumed that male members currently aged 65 will live for 22 6 years and female members currently aged 65 will live for 25 1 years. Further details of this valuation can be found in the annual report of Kuwait Petroleum (U.K. Holdings) Limited. These assumptions are made because it is not possible to identify the company's share of the assets and liabilities in the Scheme on a consistent and reasonable basis.

Taking the liabilities calculated on the above basis and assets at market value gives an aggregate pension scheme deficit at 31 March 2009, over the funded pension scheme for the whole UK Group, of £8,337,000 (2008 £10,131,000)

Where a deficit exists the method of removing that deficit is determined by agreement of the participating employers. The UK group are currently in negotiations with the Scheme Trustees to agree a recovery plan for the deficit

15. Ultimate parent company

The ultimate controlling party and parent company of the largest group of undertakings for which group accounts are drawn up, and of which the company is a member, is Kuwait Petroleum Corporation, incorporated in Kuwait The parent company of the smallest such group, and the immediate parent company, is KPC Holdings (Aruba) AEC, incorporated in Aruba Copies of the consolidated accounts of KPC Holdings (Aruba) AEC can be obtained from Companies House, Crown Way, Maindy, Cardiff CF14 3UZ

16. Related parties

The company has utilised the exemption in paragraph 3(c) of Financial Reporting Standard 8 'Related Party Disclosures' not to disclose transactions with other members of the group headed by Kuwait Petroleum Corporation as it is a wholly owned subsidiary of the group headed by Kuwait Petroleum Corporation