

**OCTANE HOLDINGS LIMITED**

**DIRECTORS' REPORT**

**AND ACCOUNTS**

**FOR THE YEAR ENDED 31 DECEMBER 2014**

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**OCTANE HOLDINGS LIMITED**  
**STRATEGIC REPORT**

The Directors present their strategic report on Octane Holding Limited ('also referred to as the Company') for the year ended 31 December 2014.

**BUSINESS REVIEW**

The principal activity of the Company was to act as a holding company.

The Company has carried on no business activity during the year and accordingly there is no Profit and Loss Account for the year.

During the financial year the Company has not traded and is therefore dormant within the meaning of Section 480 of the Companies Act 2006.

By order of the Board

A handwritten signature in black ink, appearing to read 'C. Bushay', with a stylized flourish at the end.

C. Bushay  
Authorised signatory for  
Shell Corporate Secretary Limited  
Company Secretary  
7 September 2015

**OCTANE HOLDINGS LIMITED**  
**DIRECTORS' REPORT**

The Directors present their report and accounts for the year ended 31 December 2014.

The Directors' report and accounts of the Company have been prepared in accordance with the Companies Act 2006.

**DIVIDENDS**

The Directors recommend that no dividend be paid for the year ended 31 December 2014 (2013: £nil).

**FUTURE OUTLOOK**

No significant change in the business of the Company has taken place during the year or is expected in the immediately foreseeable future.

**DIRECTORS**

The Directors of the Company who served throughout the year and to the date of this report were:

M. Colgan  
M. Coates  
P. Van Hoorn

Resigned on 15 May 2014

**OCTANE HOLDINGS LIMITED**  
**DIRECTORS' REPORT (continued)**

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

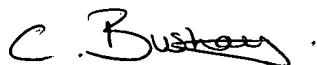
The Directors are responsible for preparing the Directors' Report, Strategic Report and the Company's accounts in accordance with applicable law and regulations.

Company law requires the Directors to prepare accounts for each financial year. Under that law the Directors have elected to prepare the Company's accounts 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 accounts 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 of the Company 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 UK 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 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 accounts 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.

By order of the Board



C. Bushay  
Authorised signatory for  
Shell Corporate Secretary Limited  
Company Secretary  
7 September 2015


**OCTANE HOLDINGS LIMITED**  
**REGISTERED IN ENGLAND AND WALES: 4527533**  
**BALANCE SHEET**  
**As at 31 December 2014**

	<b>Note</b>	<b>2014</b> <b>£</b>	<b>2013</b> <b>£</b>
<b>FIXED ASSETS</b>			
Investments	2	100	100
<b>CURRENT ASSETS</b>			
Debtors	3	151	151
<b>NET ASSETS</b>		<u>251</u>	<u>251</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	4	2,001	2,001
Profit and Loss account		(1,750)	(1,750)
<b>TOTAL SHAREHOLDER'S FUNDS</b>		<u>251</u>	<u>251</u>

The Notes on pages 5 to 6 form part of these accounts.

- (a) For the year ended 31 December 2014 the Company is exempt from the requirements relating to preparing audited accounts in accordance with Section 480 of the Companies Act 2006.
- (b) The member has not required the Company to obtain an audit of its accounts for the year ended 31 December 2014 in accordance with Section 476 of the Companies Act 2006.
- (c) The Directors acknowledge their responsibility for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of accounts.

The accounts were approved by the Board of Directors on 7 September 2015 and were signed on its behalf by:

  
M. Coates  
Director

**OCTANE HOLDINGS LIMITED**  
**NOTES TO THE ACCOUNTS**  
**For the year ended 31 December 2014**

**1. Accounting policies**

**a) Accounting convention and compliance with Accounting standards**

The accounts have been prepared on a going concern basis under the historical cost convention and in accordance with the Companies Act 2006 and applicable Accounting Standards in the UK and the accounting policies as described below.

**b) Group accounts**

The immediate parent company is Woodlea Limited.

The ultimate parent company and controlling party is Royal Dutch Shell plc ("Royal Dutch Shell"), which is incorporated in England and Wales. Royal Dutch Shell plc is the parent undertaking of the smallest and largest group to consolidate these accounts.

The consolidated financial statements of Royal Dutch Shell plc are available from:

Royal Dutch Shell plc  
Tel: +31 888 800 844  
email: [order@shell.com](mailto:order@shell.com)

**c) Cash flow statement**

In accordance with the exemption allowed by paragraph 5(a) of FRS 1, a cash flow statement for the Company has not been provided.

**d) Related party disclosures**

In accordance with the exemption allowed by paragraph 3(c) of FRS 8, no disclosure is made of transactions with other member companies of the Shell Group or investees of the Group qualifying as related parties.

**OCTANE HOLDINGS LIMITED**  
**NOTES TO THE ACCOUNTS (continued)**  
**For the year ended 31 December 2014**

**2. Fixed Asset Investments**

	Shares in participating interests £
Cost	
At 31 December 2014 and at 31 December 2013	100

The investment at the yearend was as follows

Company	Country of incorporation	Class of Shares held	% of shares held
Octane Properties Limited	England	Ordinary £1	50%

**3. Debtors**

	2014 Within 1 year £	2013 Within 1 year £
Amounts owed by Parent undertakings	151	151

**4. Called up share capital**

	2014 £	2013 £
Authorised 20,000,000 (2013: 20,000,000) ordinary shares of 1 p each	20,000,000	20,000,000
Allotted and fully paid 2,001 (2013: 2,001) ordinary shares of £1 each	2001	2001

**5. Profit and loss account**

During the year the Company has not traded, received no income and incurred no expenditure and made neither a profit nor a loss. Consequently no Profit and Loss Account has been presented. The Company had no other recognised gains or losses during the year.

None of the Directors received any emoluments in 2014 (2013: none) in respect of their services to the Company.

The Company had no employees during 2014 (2013: none).