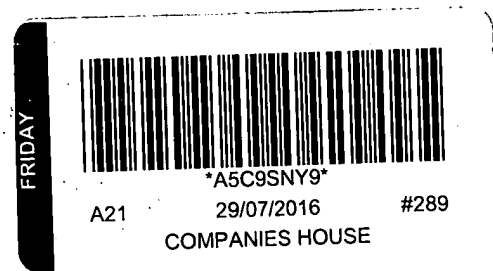


NSMP HoldCo 2 Limited

Report and Financial Statements

31 December 2015



Directors

A Heppel
D Revers
A Kuhnley
M Wagstaff

Secretary

Jordan Company Secretaries Limited

Auditor

Ernst & Young LLP
Citygate
St James' Boulevard
Newcastle upon Tyne
NE1 4JD

Registered Office

20/22 Bedford Street
London
WC1R 4JS

Strategic report

The Directors present their Strategic report, Directors' report and financial statements for the period ended 31 December 2015.

Principal activity, review of the business and future developments

The principal activity of the Company during the period was that of an investment Company. The Company was incorporated on 30 July 2015.

The result for the period was a loss before taxation of £133, arising from minor administrative costs.

The Directors envisage that the nature and scale of the Company's activities will continue in the coming year.

Principal risks and uncertainties

Given its position within the NSMP Holdings Limited Group of companies and as the Company is purely an intermediary holding company within the Group, it is not considered to face any singular risks or uncertainties beyond those of being a member of the aforesaid group.

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



Andy Heppel

Director

8 July 2016

Directors' report

Results and dividends

The loss for the period after taxation amounted to £106.

Directors

The Directors who served the Company during the period and to the date of approval of the financial statements were as follows:

A Heppel	(appointed on incorporation)
D Revers	(appointed 10 March 2016)
M Wagstaff	(appointed 10 March 2016)
A Kuhnley	(appointed on incorporation)

Going Concern

The Directors have considered the Company's current and future prospects and its availability of financing, and are satisfied that the Company can continue to pay its liabilities as they fall due for a period of at least 12 months from the date of approval of these financial statements. For this reason the Directors continue to adopt the going concern basis for preparation of these financial statements. The Directors have received confirmation that NSMP Holdings Limited intends to support the Company for at least one year after these financial statements are signed.

Disclosure of information to the auditor

So far as each person who was a Director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow Directors and the Company's auditor, each Director has taken all the steps that he/she is obliged to take as a Director in order to make himself/herself aware of any relevant audit information and to establish that the auditor is aware of that information.

Re-appointment of auditor

In accordance with s.485 of the Companies Act 2006, a resolution is to be proposed at the Annual General Meeting for re-appointment of Ernst & Young LLP as auditor of the Company.

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



Andy Heppel
Director

8 July 2016

Directors' responsibility statement

The Directors are responsible for preparing the strategic report, Directors' 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). 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 of the Company 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.

The Directors are responsible for keeping proper 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 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.

Independent auditor's report

to the members of NSMP HoldCo 2 Limited

We have audited the financial statements of NSMP Holdco 2 Limited for the period ended 31 December 2015 which comprise the Income Statement, the Statement of Changes in Equity, the Statement of Financial Position, and the related notes 1 to 7. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS102 'The Financial Reporting Standard applicable to the UK and Republic of Ireland'

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 Directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 4, the Directors are 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

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the Directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Report and Financial Statements to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on the 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 2015 and of its loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including FRS102 'The Financial Reporting Standard applicable to the UK and Republic of Ireland'; 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 Strategic Report and the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements.

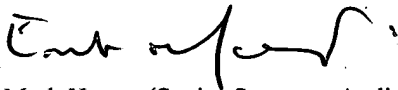
Independent auditor's report (continued)

to the members of NSMP HoldCo 2 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.



Mark Hatton (Senior Statutory Auditor)
For and on behalf of Ernst & Young LLP (Statutory Auditor)
Newcastle upon Tyne
15 July 2016

Income statement

for the period ended 31 December 2015

	<i>Notes</i>	<i>2015</i> <i>£</i>
Turnover		—
Cost of sales		—
Gross profit		—
Administrative expenses		(133)
Loss on ordinary activities before taxation	2	(133)
Tax on loss on ordinary activities	3	27
Retained loss for the period		(106)

All amounts relate to continuing activities.

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

There are no recognised gains or losses other than the loss for the financial year.

Statement of changes in equity**for the period ended 31 December 2015**

	<i>Called up share capital</i>	<i>Profit and loss account</i>	<i>Total</i>
	£	£	£
On incorporation	100	-	100
Retained loss for the year	-	(106)	(106)
At 31 December 2015	100	(106)	(6)

Statement of financial position

at 31 December 2015

	Notes	2015 £
Current assets		
Debtors	4	154
Creditors: amounts falling due within one year	5	(160)
Net current assets		(6)
Net liabilities		(6)
Capital and reserves		
Called up share capital	6	100
Profit and loss account		(106)
Shareholders' deficit		(6)

The financial statements of NSMP HoldCo 2 Limited were approved by the Board of Directors, authorised for issue and signed on its behalf by



Andy Heppel
Director

7 July 2016

Notes to the financial statements

for the period to 31 December 2015

1. Accounting policies

Statement of compliance

NSMP HoldCo 2 Limited is a limited liability Company incorporated in England.

The Registered Office is:

20/22 Bedford Street
London
WC1R 4JS

The financial statements have been prepared in accordance with FRS102 as it applies to the financial statements of the Company for the period ended 31 December 2015.

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards.

The financial statements have been prepared using accounting principles based on historical cost, unless stated otherwise.

The financial statements are prepared in GBP sterling which is the functional currency of the Company and rounded to the nearest £.

Judgements and key sources of estimation uncertainty

The preparation of the financial statements has not required management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year.

Going concern

The financial statements are prepared utilising the presumption of going concern which is assessed by the Directors for a period of at least 12 months from the date of approval of the financial statements. The documented assessment process is proportionate in depth and nature to the size, level of risk and complexity of the Company and its operations. The conclusion of the assessment can be found in the Directors' report.

Short-term debtors and creditors

Debtors and creditors with no stated interest rate and receivable or payable within one year are recorded at transaction price. Any losses arising from impairment are recognised in the income statement in other operating expenses.

Related party transactions

The Company has taken advantage of the exemptions given in FRS 102.33.1A and FRS102.33.7, not to disclose transactions with wholly owned related parties and key management personnel.

2. Loss on ordinary activities before taxation

The audit fee will be paid by the Company's parent on behalf of all Group companies. Disclosure of the fees paid to the auditor is included in the financial statements of NSMP Holdings Limited.

The Company has no employees. No Director received any remuneration in their capacity as Director of this Company for the period ended 31 December 2015.

Notes to the financial statements

for the period to 31 December 2015

3. Tax credit on loss on ordinary activities

(a) Tax credit on loss on ordinary activities

The tax credit is made up as follows:

	2015 £
<i>Current tax:</i>	
UK corporation tax on the loss for the period	-
Total current tax	-
<i>Deferred tax:</i>	
Origin and reversal of timing differences	27
Total deferred tax	27
Total tax credit in the income statement	27

(b) Factors affecting tax credit for the period

The tax assessed for the period is the same as the standard rate of corporation tax in the UK of 20.25%.

The differences are explained below:

	2015 £
Loss on ordinary activities before tax	(133)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 20.25%	(27)
Total tax for the period (note 3(a))	(27)

(c) Factors affecting future tax charges

The 2015 Budget announced a number of changes to the corporation tax rate. These included a reduction in the UK corporation tax rate from 20% to 19% effective from 1 April 2017 and further reductions in the UK corporation tax rate to 18% effective from 1 April 2020.

The rate reductions to 19% and 18% were substantively enacted on 26 October 2015. Deferred tax has therefore been provided at 18%.

Notes to the financial statements

for the period to 31 December 2015

4. Debtors

	2015
	£
Amounts owed by parent undertakings	100
Other taxes	27
Deferred tax	27
	<u>154</u>

5. Creditors

	2015
	£
Amounts owed to subsidiary undertakings	(160)

6. Issued share capital

	No.	2015
		£
<i>Allotted, issued and fully paid</i>		
'A' Ordinary shares of £1 each	100	<u>100</u>

7. Information about parent undertaking and ultimate controlling party

NSMP Holdco 2 Limited is a wholly owned subsidiary of North Sea Midstream Partners Limited, which in turn is a wholly owned subsidiary of NSMP Holdings Limited. All of these companies are incorporated in Jersey.

NSMP Holdings Limited is the parent undertaking for the largest and smallest group of undertakings for which group financial statements are drawn up.

Copies of the group financial statements can be obtained from 13 Castle Street, St. Helier, JE4 5UT, Jersey.

The Company's ultimate controlling party is ArcLight Energy Partners Fund V, registered in the state of Delaware USA, which is a fund managed by ArcLight Capital Partners LLC headquartered in Boston, Massachusetts.