

000480/20

In accordance with
Section 1046 of the
Companies Act 2006 &
Regulation 4(1) of the
Overseas Companies
Regulations 2009

OS IN01

Registration of an overseas company opening
a UK establishment



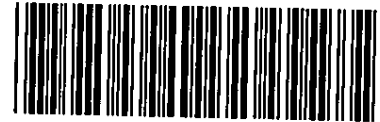
Companies House

A fee is payable with this form
Please see 'How to pay' on the last page

✓ **What this form is for**
You may use this form to register a
UK establishment

✗ **What this form is NOT for**
You cannot use this form to cl
the details of an existing com
officer or establishment

WEDNESDAY



A31JO38P

A12

12/02/2014

#94

COMPANIES HOUSE

Part 1 Overseas company details (Name)

A1 Corporate name of overseas company

Corporate name ①

Perenco Vietnam A S

Do you propose to carry on business in the UK under the corporate name as
incorporated in your home state or country, or under an alternative name?

- To register using your corporate name, go to **Section A3**
- To register using an alternative name, go to **Section A2**

→ Filling in this form

Please complete in typescript (10pt
or above), or in bold black capitals

All fields are mandatory unless
specified or indicated by *

- ① This must be the corporate name in
the home state or country in which
the company is incorporated

A2 Alternative name of overseas company *

Please show the alternative name that the company will use to do business
in the UK

Alternative name
(if applicable) ②

- ② A company may register an
alternative name under which it
proposes to carry on business in the
United Kingdom under Section 1048
of the Companies Act 2006. Once
registered it is treated as being its
corporate name for the purposes of
law in the UK

A3 Overseas company name restrictions ③

This section does not apply to a European Economic Area (EEA) company
registering its corporate name

Please tick the box only if the proposed company name contains sensitive or
restricted words or expressions that require you to seek comments of a
government department or other specified body

- ☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

③ Overseas company name restrictions

A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website
www.companieshouse.gov.uk

OS IN01

Registration of an overseas company opening a UK establishment

Part 2 Overseas company details

B1	Particulars previously delivered Have particulars about this company been previously delivered in respect of another UK establishment ^① → No Go to Section B2 → Yes Please enter the registration number below and then go to Part 5 of the form Please note the original UK establishment particulars must be filed up to date	^① The particulars are legal form, identity of register, number in registration, director and secretaries details, whether the company is a credit or financial institution, law, governing law, accounting requirements, objects, share capital, constitution, and accounts
UK establishment registration number	B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
B2	Credit or financial institution Is the company a credit or financial institution? ^② <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	^② Please tick one box
B3	Company details If the company is registered in its country of incorporation, please enter the details below Legal form ^③ Private Limited Company Country of incorporation * Norway Identity of register in which it is registered ^④ The Register of Business Enterprises Registration number in that register 9 7 6 0 7 9 7 4 4	^③ Please state whether or not the company is limited Please also include whether the company is a private or public company if applicable ^④ This will be the registry where the company is registered in its parent country
B4	EEA or non-EEA member state Was the company formed outside the EEA? → Yes Complete Sections B5 and B6 → No Go to Section B6	
B5	Governing law and accounting requirements Please give the law under which the company is incorporated Governing law ^⑤ Is the company required to prepare, audit and disclose accounting documents under parent law? → Yes Complete the details below → No Go to Part 3	^⑤ This means the relevant rules or legislation which regulates the incorporation of companies in that state

OS IN01

Registration of an overseas company opening a UK establishment

Please give the period for which the company is required to prepare accounts by parent law

From	d	d	m	m
To	d	d	m	m

Please give the period allowed for the preparation and public disclosure of accounts for the above accounting period

Months		
--------	--	--

B6

Latest disclosed accounts

Are copies of the latest disclosed accounts being sent with this form? Please note if accounts have been disclosed, a copy must be sent with the form, and, if applicable, with a certified translation ^①

☒ Yes

Please indicate what documents have been disclosed

☒ Please tick this box if you have enclosed a copy of the accounts

☒ Please tick this box if you have enclosed a certified translation of the accounts

☐ Please tick this box if no accounts have been disclosed

^① Please tick the appropriate box(es)

OS IN01

Registration of an overseas company opening a UK establishment

Part 3 Constitution

C1	Constitution of company The following documents must be delivered with this application - Certified copy of the company's constitution and, if applicable, a certified translation Please tick the appropriate box(es) below <input checked="" type="checkbox"/> I have enclosed a certified copy of the company's constitution ❶ <input checked="" type="checkbox"/> I enclose a certified translation, if applicable ❷	❶ A certified copy is defined as a copy certified as correct and authenticated by - the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator ❷ A certified translation into English must be authenticated by the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator
C2	EEA or non-EEA member state Was the company formed outside the EEA? → Yes Go to Section C3 → No Go to Part 4 'Officers of the company'	
C3	Constitutional documents Are all of the following details in the copy of the constitutional documents of the company? - Address of principal place of business or registered office in home country of incorporation - Objects of the Company - Amount of issued share capital → Yes Go to Part 4 'Officers of the company' → No If any of the above details are not included in the constitutional documents, please enter them in Section C4 The information is not required if it is contained within the constitutional documents accompanying this registration	
C4	Information not included in the constitutional documents Please give the address of principal place of business or registered office in the country of incorporation ❶ Building name/number Street Post town County/Region Postcode Country Please give the objects of the company and the amount of issued share capital Objects of the company ❷ Amount of issued share capital ❸	❶ This address will appear on the public record ❷ Please give a brief description of the company's business ❸ Please specify the amount of shares issued and the value

OS IN01

Registration of an overseas company opening a UK establishment

Part 4 Officers of the company

Have particulars about this company been previously delivered in respect of another UK establishment?

- **Yes** Please ensure you entered the registration number in **Section B1** and then go to **Part 5** of this form
- **No** Complete the officer details.

For a secretary who is an individual, go to **Section D1**, for a corporate secretary, go to **Section E1**, for a director who is an individual, go to **Section F1**, or for a corporate director, go to **Section G1**

Continuation pages

Please use a continuation page if you need to enter more officer details

Secretary

D1

Secretary details¹

Use this section to list all the secretaries of the company
Please complete **Sections D1-D3** For a corporate secretary, complete **Sections E1-E5** Please use a continuation page if necessary

Full forename(s)	NONE
Surname	
Former name(s) ²	

¹ Corporate details

Please use Sections E1-E5 to enter corporate secretary details

² Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes

D2

Secretary's service address³

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

³ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address

If you provide your residential address here it will appear on the public record

D3

Secretary's authority

Please enter the extent of your authority as secretary. Please tick one box

Extent of authority	<input type="checkbox"/> Limited ⁴ <input type="checkbox"/> Unlimited
Description of limited authority, if applicable	<p>Are you authorised to act alone or jointly? Please tick one box</p> <p><input type="checkbox"/> Alone <input type="checkbox"/> Jointly ⁵</p>
If applicable, name(s) of person(s) with whom you are acting jointly	

⁴ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

⁵ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

OS IN01

Registration of an overseas company opening a UK establishment

Corporate secretary

E1	Corporate secretary details^① Use this section to list all the corporate secretaries of the company Please complete Sections E1-E5 Please use a continuation page if necessary	① Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
Name of corporate body or firm	NONE	
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
E2	Location of the registry of the corporate body or firm Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
E3	EEA companies^② Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Where the company/firm is registered ^③		
Registration number		
E4	Non-EEA companies Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ^④		
If applicable, the registration number		

OS IN01

Registration of an overseas company opening a UK establishment

E5

Corporate secretary's authority

	Please enter the extent of your authority as corporate secretary Please tick one box		<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
Extent of authority	<input type="checkbox"/> Limited ❶ <input type="checkbox"/> Unlimited		
Description of limited authority, if applicable			
	Are you authorised to act alone or jointly? Please tick one box		
	<input type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷		
If applicable, name(s) of person(s) with whom you are acting jointly			

Registration of an overseas company opening a UK establishment

F1 Director details ¹		
Use this section to list all the directors of the company Please complete Sections F1-F4 For a corporate director, complete Sections G1-G5 Please use a continuation page if necessary		
Full forename(s)	Jonathan Brian	1 Corporate details Please use Sections G1-G5 to enter corporate director details 2 Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years Married women do not need to give former names unless previously used for business purposes 3 Country/State of residence This is in respect of your usual residential address as stated in Section F3 4 Business occupation If you have a business occupation, please enter here If you do not, please leave blank
Surname	Parr	
Former name(s) ²		
Country/State of residence ³	United Kingdom	
Nationality	British	
Date of birth	<div> <div>^d1</div> <div>^d5</div> <div>^m1</div> <div>^m0</div> <div>^y1</div> <div>^y9</div> <div>^y7</div> <div>^y1</div> </div>	
Business occupation (if any) ⁴	Lawyer	
F2 Director's service address ⁵		
Building name/number	Anchor House, 15 - 19	5 Service address This is the address that will appear on the public record This does not have to be your usual residential address If you provide your residential address here it will appear on the public record
Street	BRITTEN STREET	
Post town	London	
County/Region		
Postcode	S W 3 3 T Y	
Country	United Kingdom	

OS IN01

Registration of an overseas company opening a UK establishment

F4

Director's authority

	Please enter the extent of your authority as director Please tick one box		<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
Extent of authority	<input type="checkbox"/> Limited ❶ <input checked="" type="checkbox"/> Unlimited		
Description of limited authority, if applicable			
	Are you authorised to act alone or jointly? Please tick one box		
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷		
If applicable, name(s) of person(s) with whom you are acting jointly			

OS IN01

Registration of an overseas company opening a UK establishment

Corporate director

G1	Corporate director details ^① Use this section to list all the corporate directors of the company Please complete G1-G5 Please use a continuation page if necessary	① Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
G2	Location of the registry of the corporate body or firm Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section G3 only → No Complete Section G4 only	
G3	EEA companies ^② Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Where the company/firm is registered ^③		
Registration number		
G4	Non-EEA companies Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ^④		
If applicable, the registration number		

OS IN01

Registration of an overseas company opening a UK establishment

G5

Corporate director's authority

	Please enter the extent of your authority as corporate director Please tick one box		<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
Extent of authority	<input type="checkbox"/> Limited ❶ <input type="checkbox"/> Unlimited		
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box		
	<input type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷		
If applicable, name(s) of person(s) with whom you are acting jointly			

OS IN01

Registration of an overseas company opening a UK establishment

Part 5 UK establishment details

H1	Documents previously delivered - constitution Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment? → No Go to Section H3 → Yes Please enter the UK establishment number below and then go to Section H2	
UK establishment registration number	B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
H2	Documents previously delivered – accounting documents Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment? → No Go to Section H3 → Yes Please enter the UK establishment number below and then go to Section H3	
UK establishment registration number	B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Sections H3 and H4 must be completed in all cases		
H3	Delivery of accounts and reports Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment ① <input checked="" type="checkbox"/> In respect of this establishment Please go to Section H4 <input type="checkbox"/> In respect of another UK establishment Please give the registration number below, then go to Section H4	① Please tick the appropriate box
UK establishment registration number	B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	

OS IN01

Registration of an overseas company opening a UK establishment

H4**Particulars of UK establishment ①**

	Please enter the name and address of the UK establishment		① Address This is the address that will appear on the public record
Name of establishment	Perenco Vietnam A S		
Building name/number	Anchor House, 15 - 19		
Street	Britten Street		
Post town	London		
County/Region			
Postcode	S W 3 3 T Y		
Country			
	Please give the date the establishment was opened and the business of the establishment		
Date establishment opened	09 03 2012		
Business carried on at the UK establishment	Board meetings and auxiliary legal and administrative activities		

OS IN01

Registration of an overseas company opening a UK establishment

Part 6 Permanent representative

Please enter the name and address of every person authorised to represent the company as a permanent representative of the company in respect of the UK establishment

J1 Permanent representative's details

Please use this section to list all the permanent representatives of the company
Please complete Sections J1-J4

Continuation pages

Please use a continuation page if you need to enter more details.

Full forename(s)	Averi
Surname	Eager

J2 Permanent representative's service address ^①

Building name/number	Anchor House, 15 - 19
Street	Britten Street
Post town	London
County/Region	
Postcode	S W 3 3 T Y
Country	United Kingdom

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

J3 Permanent representative's authority

Please enter the extent of your authority as permanent representative
Please tick one box

Extent of authority	<input type="checkbox"/> Limited ^② <input checked="" type="checkbox"/> Unlimited
---------------------	--

Description of limited authority, if applicable	<p>Are you authorised to act alone or jointly? Please tick one box</p> <p><input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ^③</p>
---	---

If applicable, name(s) of person(s) with whom you are acting jointly	
--	--

② If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

③ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

OS IN01

Registration of an overseas company opening a UK establishment

Part 7 Person authorised to accept service

Does the company have any person(s) in the UK authorised to accept service of documents on behalf of the company in respect of its UK establishment?

→ **Yes** Please enter the name and service address of every person(s) authorised below

→ **No** Tick the box below then go to **Part 8 'Signature'**

☒ If there is no such person, please tick this box

K1 Details of person authorised to accept service of documents in the UK

Please use this section to list all the persons' authorised to accept service below
Please complete **Sections K1-K2**

Continuation pages

Please use a continuation page if you need to enter more details.

Full forename(s)

Surname

K2 Service address of person authorised to accept service ①

Building name/number

Street

Post town

County/Region

Postcode

Country

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address. Please note, a DX address would not be acceptable.

OS IN01

Registration of an overseas company opening a UK establishment

Part 8

Signature

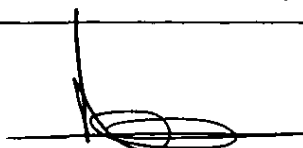
This must be completed by all companies

I am signing this form on behalf of the company

Signature

Signature

X



X

This form may be signed by **NJ Fallows**
Director, Secretary, Permanent representative

OS IN01

Registration of an overseas company opening a UK establishment



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record

Contact name	Steven Savage
Company name	Perenco Holdings
Address	Anchor House
15 - 19 Britten Street	
Post town	London
County/Region	
Postcode	S W 3 3 T Y
Country	United Kingdom
DX	
Telephone	020 7368 9184



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The overseas corporate name on the form matches the constitutional documents exactly
- ☐ You have included a copy of the appropriate correspondence in regard to sensitive words, if appropriate
- ☐ You have included certified copies and certified translations of the constitutional documents, if appropriate
- ☐ You have included a copy of the latest disclosed accounts and certified translations, if appropriate.
- ☐ You have completed all of the company details in Section B3 if the company has not registered an existing establishment
- ☐ You have complete details for all company secretaries and directors in Part 4 if the company has not registered an existing establishment
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ You have completed details for all permanent representatives in Part 6 and persons authorised to accept service in Part 7
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses



How to pay

A fee of £20 is payable to Companies House in respect of a registration of an overseas company. Make cheques or postal orders payable to 'Companies House'



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

England and Wales

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

Scotland

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

Northern Ireland

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Higher protection

If you are applying for, or have been granted, higher protection, please post this whole form to the different postal address below
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

Director

F1	Director details ^①	
	Please use this section to list all the directors of the company Please complete Sections F1-F4 For a corporate director, complete Sections G1-G5	
Full forename(s)	Tobias Christian	
Surname	Daroczi	
Former name(s) ^②		
Country/State of residence ^③	France	
Nationality	French	
Date of birth	<div> <div>d</div> <div>1</div> <div>d</div> <div>2</div> <div>m</div> <div>0</div> <div>m</div> <div>1</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>7</div> <div>y</div> <div>3</div> </div>	
Business occupation (if any) ^④	Lawyer	

① Corporate details
Please use Sections G1-G5 to enter corporate director details

② Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years
Married women do not need to give former names unless previously used for business purposes

③ Country/State of residence
This is in respect of your usual residential address as stated in Section F3

④ Business occupation
If you have a business occupation, please enter here If you do not, please leave blank

F2	Director's service address ^⑤	
Building name/number	Anchor House, 15 - 19	
Street	Britten Street	
Post town	London	
County/Region		
Postcode	S W 3 3 T Y	
Country	United Kingdom	

⑤ Service address
This is the address that will appear on the public record This does not have to be your usual residential address

If you provide your residential address here it will appear on the public record

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

F4

Director's authority

	Please enter the extent of your authority as director Please tick one box	
Extent of authority	<input type="checkbox"/> Limited ❶ <input checked="" type="checkbox"/> Unlimited	
Description of limited authority, if applicable		
	Are you authorised to act alone or jointly? Please tick one box	
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷	
If applicable, name(s) of person(s) with whom you are acting jointly		

❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

Director

F1	Director details ①		<p>① Corporate details Please use Sections G1-G5 to enter corporate director details</p> <p>② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years Married women do not need to give former names unless previously used for business purposes</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section F3</p> <p>④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank</p>
Please use this section to list all the directors of the company. Please complete Sections F1-F4. For a corporate director, complete Sections G1-G5			
Full forename(s)	Timothy Mark		
Surname	Sandford		
Former name(s) ②			
Country/State of residence ③	United Kingdom		
Nationality	British		
Date of birth	<div> <div>d</div> <div>0</div> <div>7</div> </div> <div> <div>m</div> <div>0</div> <div>2</div> </div> <div> <div>y</div> <div>1</div> <div>9</div> </div> <div> <div>y</div> <div>7</div> <div>6</div> </div>		
Business occupation (if any) ④	Solicitor		

F2	Director's service address ⑤		<p>⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>If you provide your residential address here it will appear on the public record.</p>
Building name/number	Anchor House, 15 - 19		
Street	Britten Street		
Post town	London		
County/Region			
Postcode	<div>S</div> <div>W</div> <div>3</div> <div></div> <div>3</div> <div>T</div> <div>Y</div> <div></div>		
Country	United Kingdom		

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

F4 Director's authority	
	Please enter the extent of your authority as director Please tick one box
Extent of authority	<input type="checkbox"/> Limited ❶ <input checked="" type="checkbox"/> Unlimited
Description of limited authority, if applicable	<div>Are you authorised to act alone or jointly? Please tick one box</div> <div><input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷</div>
If applicable, name(s) of person(s) with whom you are acting jointly	<div></div> <div></div> <div></div>

❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

Director

F1	Director details ^①		① Corporate details Please use Sections G1-G5 to enter corporate director details ② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years Married women do not need to give former names unless previously used for business purposes ③ Country/State of residence This is in respect of your usual residential address as stated in Section F3 ④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank
Please use this section to list all the directors of the company. Please complete Sections F1-F4. For a corporate director, complete Sections G1-G5			
Full forename(s)	Averi		
Surname	Eager		
Former name(s) ^②			
Country/State of residence ^③	United Kingdom		
Nationality	British		
Date of birth	<div> <div>d</div> <div>2</div> <div>d</div> <div>8</div> <div>m</div> <div>0</div> <div>m</div> <div>9</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>5</div> <div>y</div> <div>9</div> </div>		
Business occupation (if any) ^④	Secretary		

F2	Director's service address ^⑤		⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address. If you provide your residential address here it will appear on the public record.
Building name/number	Anchor House, 15 - 19		
Street	Britten Street		
Post town	London		
County/Region			
Postcode	<div> <div>S</div> <div>W</div> <div>3</div> <div></div> <div>3</div> <div>T</div> <div>Y</div> <div></div> </div>		
Country	United Kingdom		

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

F4 Director's authority	
	Please enter the extent of your authority as director Please tick one box
Extent of authority	<input type="checkbox"/> Limited ^❶ <input checked="" type="checkbox"/> Unlimited
Description of limited authority, if applicable	<div>Are you authorised to act alone or jointly? Please tick one box</div> <div><input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ^❷</div>
If applicable, name(s) of person(s) with whom you are acting jointly	<div></div> <div></div> <div></div>

^❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

^❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

Director

F1	Director details ^①	
Please use this section to list all the directors of the company. Please complete Sections F1-F4. For a corporate director, complete Sections G1-G5		
Full forename(s)	Nicholas James	
Surname	Fallows	
Former name(s) ^②		
Country/State of residence ^③	United Kingdom	
Nationality	British	
Date of birth	<div> <div>d</div> <div>0</div> <div>d</div> <div>7</div> <div>m</div> <div>1</div> <div>m</div> <div>2</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>6</div> <div>y</div> <div>7</div> </div>	
Business occupation (if any) ^④	Deputy Chief Financial Officer	
<div> <div>① Corporate details</div> <div>Please use Sections G1-G5 to enter corporate director details</div> <div>② Former name(s)</div> <div>Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes</div> <div>③ Country/State of residence</div> <div>This is in respect of your usual residential address as stated in Section F3</div> <div>④ Business occupation</div> <div>If you have a business occupation, please enter here. If you do not, please leave blank</div> </div>		
F2	Director's service address ^⑤	
Building name/number	Anchor House, 15 - 19	
Street	Britten Street	
Post town	London	
County/Region		
Postcode	S W 3 3 T Y	
Country	United Kingdom	
<div> <div>⑤ Service address</div> <div>This is the address that will appear on the public record. This does not have to be your usual residential address.</div> <div>If you provide your residential address here it will appear on the public record</div> </div>		

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

F4

Director's authority

	Please enter the extent of your authority as director Please tick one box		<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
Extent of authority	<input type="checkbox"/> Limited ❶ <input checked="" type="checkbox"/> Unlimited		
Description of limited authority, if applicable			
	Are you authorised to act alone or jointly? Please tick one box		
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷		
If applicable, name(s) of person(s) with whom you are acting jointly			

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

Director

F1	Director details ^①		① Corporate details Please use Sections G1-G5 to enter corporate director details ② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years Married women do not need to give former names unless previously used for business purposes ③ Country/State of residence This is in respect of your usual residential address as stated in Section F3 ④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank
Please use this section to list all the directors of the company. Please complete Sections F1-F4. For a corporate director, complete Sections G1-G5			
Full forename(s)	Frank Jean Paul Rene		
Surname	Poli		
Former name(s) ^②			
Country/State of residence ^③	Vietnam		
Nationality	French		
Date of birth	<div> <div>d</div> <div>0</div> <div>d</div> <div>4</div> <div>m</div> <div>1</div> <div>m</div> <div>2</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>6</div> <div>y</div> <div>5</div> </div>		
Business occupation (if any) ^④	Engineer		

F2	Director's service address ^①		① Service address This is the address that will appear on the public record. This does not have to be your usual residential address. If you provide your residential address here it will appear on the public record.
Building name/number	Anchor House, 15 - 19		
Street	Britten Street		
Post town	London		
County/Region			
Postcode	<div> <div>S</div> <div>W</div> <div>3</div> <div></div> <div>3</div> <div>T</div> <div>Y</div> <div></div> </div>		
Country	United Kingdom		

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

F4 Director's authority	
	Please enter the extent of your authority as director Please tick one box
Extent of authority	<input type="checkbox"/> Limited ❶ <input checked="" type="checkbox"/> Unlimited
Description of limited authority, if applicable	<div>Are you authorised to act alone or jointly? Please tick one box</div> <div><input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷</div>
If applicable, name(s) of person(s) with whom you are acting jointly	<div></div> <div></div> <div></div>

❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

UNOFFICIAL OFFICE TRANSLATION – IN CASE OF
DISCREPANCIES THE NORWEGIAN VERSION
SHALL PREVAIL

**VEDTEKTER FOR
Perenco Vietnam A.S.**

Org nr 976 079 744

(sist endret i generalforsamling 22.02.2013)

**ARTICLES OF ASSOCIATION FOR
Perenco Vietnam A.S.**

Reg. No 976 079 744

(changed at the general meeting on 22.02.2013)

§ 1 Navn

Selskapets navn er Perenco Vietnam A S

§ 1 Name

The company's name is Perenco Vietnam A S

§ 2 Formål

Selskapets formål er å drive virksomhet i forbindelse med utforskning, utbygging, transport og produksjon av petroleum, og annen virksomhet i tilknytning til dette

§ 2 Object

The object of the company is to conduct business within exploration, exploitation, transportation and production of petroleum, and other operations related thereto

§ 3 Aksjekapital

Selskapets aksjekapital er NOK 30 000 000, fordelt på 30 000 aksjer, hver pålydende NOK 1 000,- fullt innbetalt og lydende på navn

§ 3 Share capital

The company's share capital is NOK 30,000,000 divided on 30,000 shares, each with a nominal value of NOK 1,000 fully paid and subscribed

§ 4 Forretningskontor

Selskapets forretningskontor er i Oslo kommune

§ 4 Registered address

The company's registered business address is in Oslo municipality

§ 5 Styre

Styret skal bestå av tre (3) til syv (7) styremedlemmer

§ 5 Board

The board of directors shall comprise of three (3) up to seven (7) members

Selskapets firma tegnes av daglig leder alene eller styrets formann alene eller to styremedlemmer i felleseie

The general manager or the chairman of the board alone or two board members jointly sign on behalf of the company.

Styret kan meddele procura

The board of directors is authorised to grant procurator rights

§ 6 Generalforsamlingen

Den ordinære generalforsamling skal behandle

§ 6 General meeting

The annual general meeting shall address

- 1 Godkjenning av årsregnskap og årsberetning
- 2 Anvendelse av overskuddet eller dekning av underskudd i henhold til den fastsatte balanse, samt utdeling av utbytte
- 3 Valg av styre

- 1 Approval of the annual accounts and the annual report
- 2 Distribution of profit or coverage of loss in accordance with the approved balance sheet, including distribution of dividend
- 3 Election of the board of directors

- 4 Andre saker som i henhold til lov hører under generalforsamlingen

4. Such other matters which, according to law, fall within the duties of the general meeting

§ 7

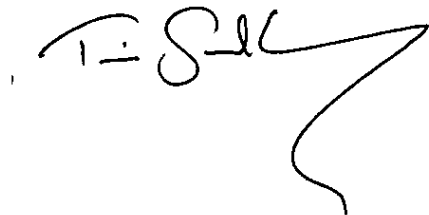
For øvrig henvises til den til enhver tid gjeldende aksjelovgivning

§ 7

The Norwegian Private Limited Liability Companies Act applies to any other matters

This copy of the company's constitution is certified as correct by:

TIMOTHY SANDFORD, DIRECTOR



English language translation certified as correct by: AVERIL EAGER, DIRECTOR





Brønnøysundregistrene

ÅRSREGNSKAP FOR REGNSKAPSÅRET 2011 - GENERELL INFORMASJON

Journalnummer 2012 331903

Enheten

Organisasjonsnummer 976 079 744
Organisasjonsform Aksjeselskap
Foretaksnavn. CONOCOPHILLIPS VIETNAM AS
Forretningsadresse: Ekofiskvegen 35
4056 TANANGER

Regnskapsår

Årsregnskapets periode 01 01 2011 - 31.12 2011

Konsern

Morselskap i konsern Nei

Regnskapsregler

Regler for små foretak benyttet Nei
Benyttet ved utarbeidelsen av
årsregnskapet til selskapet Regnskapslovens alminnelige regler

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet: Tone S. Rorgemoen
Dato for fastsettelse av årsregnskapet 07 03 2012

Grunnlag for avgivelse

År 2011 Årsregnskap er elektronisk innlevert
År 2010 Tall er hentet fra elektronisk innlevert årsregnskap fra 2011

Det er ikke krav til at årsregnskapet m.v som sendes til Regnskapsregisteret er undertegnet. Kontrollen på at dette er utført ligger hos revisor/enhetens øverste organ. Sikkerheten ivaretas ved at innsender har rolle/rettighet for innsending av årsregnskapet via Altinn, og ved at det bekreftes at årsregnskapet er fastsatt av kompetent organ

Brønnøysundregistrene, 12 04 2012

Brønnøysundregistrene

Postadresse Postboks 900, 8910 Brønnøysund
Telefoner Opplysningstelefonen 75 00 75 00 Administrasjonen 75 00 75 09 Telefaks 75 00 75 05
E-post: firmapost@breg.no Internett: www.breg.no

Organisasjonsnr: 976 079 744
CONOCOPHILLIPS VIETNAM AS

RESULTATREGNSKAP

Beløp i: NOK	Note	2011	2010
Inntekter			
Annen driftsinntekt	1	186 353 000	218 212 000
Sum inntekter		186 353 000	218 212 000
Kostnader			
Avskrivning på varige driftsmidler og immaterielle eiendeler	4	19 648 000	19 600 000
Drifts- og administrasjonskostnader	2,5	16 319 000	15 045 000
Nedstengnings- og fjerningskostnader	10	996 000	988 000
Sum kostnader		36 963 000	35 633 000
Driftsresultat		149 390 000	182 579 000
Finansinntekter og finanskostnader			
Annen renteinntekt		174 000	14 000
Annen finansinntekt		7 014 000	
Sum finansinntekter		7 188 000	14 000
Annen rentekostnad		159 000	761 000
Annen finanskostnad			2 863 000
Sum finanskostnader		159 000	3 624 000
Netto finans		7 029 000	-3 610 000
Ordinært resultat før skattekostnad		156 419 000	178 969 000
Skattekostnad på ordinært resultat	3	43 797 000	50 094 000
Ordinært resultat etter skattekostnad		112 622 000	128 875 000
Årsresultat		112 622 000	128 875 000
Årsresultat etter minoritetsinteressene		112 622 000	128 875 000
Overføringer og disponeringer			
Konsernbidrag			31 968 000
Overføringer til/fra annen egenkapital		112 622 000	
Sum overføringer og disponeringer		112 622 000	31 968 000

Organisasjonsnr: 976 079 744
CONOCOPHILLIPS VIETNAM AS

BALANSE

Beløp i: NOK	Note	2011	2010
EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Varige driftsmidler			
Rørledning	4	410 718 000	429 298 000
Sum varige driftsmidler		410 718 000	429 298 000
Sum anleggsmidler		410 718 000	429 298 000
Omløpsmidler			
Varer			
Lagerbeholdning		6 835 000	6 379 000
Sum varer		6 835 000	6 379 000
Fordringer			
Kundefordringer		5 439 000	697 000
Andre fordringer		541 000	478 000
Fordringer på beslektede selskaper			308 000
Sum fordringer		5 980 000	1 483 000
Bankinnskudd, kontanter og lignende			
Bankinnskudd, kontanter og lignende	7	293 995 000	211 666 000
Sum bankinnskudd, kontanter og lignende		293 995 000	211 666 000
Sum omløpsmidler		306 810 000	219 528 000
SUM EIENDELER		717 528 000	648 826 000
EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Selskapskapital	8	30 000 000	30 000 000
Annen innskutt egenkapital		20 865 000	20 865 000
Sum innskutt egenkapital		50 865 000	50 865 000
Opptjent egenkapital			
Annen Egenkapital		527 302 000	414 680 000
Sum opptjent egenkapital		527 302 000	414 680 000
Sum egenkapital	9	578 167 000	465 545 000
Langsiktig gjeld			

Utsatt skatt	3	80 002 000	79 867 000
Avsetning for nedstengning- og fjerning	9	8 246 000	6 952 000
Sum avsetninger for forpliktelsøer		88 248 000	86 819 000
Annen langsiktig gjeld			
Sum langsiktig gjeld		88 248 000	86 819 000
Kortsiktig gjeld			
Leverandørgjeld		5 505 000	12 834 000
Betalbar skatt	3	43 614 000	36 531 000
Skyldige offentlige avgifter		1 653 000	2 207 000
Kortsiktig gjeld til beslektede selskaper	5,6	341 000	44 890 000
Sum kortsiktig gjeld		51 113 000	96 462 000
Sum gjeld		139 361 000	183 281 000
SUM EGENKAPITAL OG GJELD		717 528 000	648 826 000

ConocoPhillips Vietnam AS

**Arsrapport
2011**


ConocoPhillips

ConocoPhillips Vietnam AS

ÅRSBERETNING 2011

Virksomhetens art og hvor den drives

Selskapet er hjemmehørende i Sola kommune, og eier gjennom en filial i Vietnam 16,33 prosent av andelene i rørledningsprosjektet Nam Con Son Pipeline i Vietnam.

ConocoPhillips Vietnam AS er et heleid datterselskap av ConocoPhillips Investments Norge AS som er 100 prosent eid av ConocoPhillips Skandinavia AS, som igjen er et heleid datterselskap av ConocoPhillips Norge.

Hovedkontoret til ConocoPhillips i Norge ligger i Tananger i Sola kommune.

Analyse av årsregnskapet

Driftsresultat

Selskapet har inntektene sine fra transport av gass og kondensat.

Driftsinntektene i 2011 var på 186.353 tusen kroner, en reduksjon på 31.859 tusen kroner fra 2010. Reduksjonen skyldes i hovedsak lavere gjennomstrømning av gass og kondensat.

Selskapet har inntektene og kostnadene sine i US-dollar. Den gjennomsnittlige NOK/USD kursen i 2011 var 5,58 mot 6,06 i 2010.

Driftskostnadene var på 36 963 tusen kroner i 2011, sammenlignet med 35.633 tusen kroner i 2010.

Driftsresultatet for 2011 viste et overskudd på 149.390 tusen kroner, sammenlignet med et overskudd på 182 579 tusen kroner i 2010.

Årsresultatet for 2011 var på 112.622 tusen kroner mot 128.875 tusen kroner i 2010. Reduksjonen skyldes i hovedsak reduserte tariffinntekter.

Kontantstrøm og balanse

Netto kontantstrøm i 2011 fra operasjonelle aktiviteter var 127.798 tusen kroner, mot 197.228 tusen kroner i 2010. Reduksjonen skyldes lavere årsresultat før skatt, økning i betalte skatter, økte kundefordringer og redusert leverandørgjeld.

Selskapet hadde ved utgangen av 2011 ingen langsiktig gjeld. Selskapets egenkapital var 578.167 tusen kroner.

Selskapets utsikter

Dagens skipere i rørledningssystemet er BP som opererer blokk 6.1 og Rong Doi og Rong Doi Tay som opererer blokk 11.2. Fra juni 2011 ble blokk 12W som Premier Oil opererer inkludert i rørledningssystemet. Gjennomstrømningen for 2011 var 5,80 mrd. m³ hvor 4,3 mrd. m³ var fra blokk 6.1 og 1,46 mrd. m³ var fra blokk 11.2. og 0,78 fra blokk 12W. Gjennomstrømningen for 2012 er estimert til 6,3 mrd. m³ hvor 4,7 mrd. m³ er fra blokk 6.1, 1,3 mrd. m³ er fra blokk 11.2 og 0,3 mrd. m³ er fra blokk 12W.

ConocoPhillips Vietnam AS

ÅRSBERETNING 2011

Finansiell risiko

Markedsrisiko

Selskapets finansielle risiko er hovedsakelig knyttet til markedsrisiko. Selskapet påvirkes av produksjonsvolum i de tilknyttede feltene, utviklingen i prisene for transport av gass samt av endringer i NOK/USD valutakursen.

Kredittrisiko

Selskapet anses ikke å ha vesentlig risiko knyttet til kreditt.

Likviditetsrisiko

Det forventes at selskapet vil finansiere sitt framtidige behov for kontanter gjennom ordinær drift.

Fortsatt drift

Styret og daglig leder mener at det er riktig å legge forutsetningen om fortsatt drift til grunn ved avleggelsen av årsregnskapet. Selskapet har hatt en god utvikling og har en god egenkapital. Selskapet har derfor gode forutsetninger for å kunne videreføre en positiv utvikling

Arbeidsmiljø, likestilling og ytre miljø

Selskapet er medeier i Nam Con Son rørledningen som PetroVietnam opererer og har ikke selvstendig driftsansvar. Rapportering om utslipp til luft og sjø utføres av operatøren.

Gjennom oppfølging av lisensen er selskapet med på å påse at operatøren etterlever sine forpliktelser i overensstemmelse med helse-, miljø- og sikkerhetskrav og forventninger. Selskapet driver selv ikke virksomhet som påvirker det ytre miljø.

Selskapet har ingen ansatte og administreres av ConocoPhillips Norge og ConocoPhillips (U.K.) Cuu Long Ltd. – Vietnam Branch.

Forskning og utvikling

Selskapet har ikke hatt forsknings- og utviklingskostnader i 2011

ConocoPhillips Vietnam AS
ÅRSBERETNING 2011

Forslag til resultatdisponering

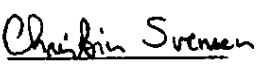

Årsresultatet for 2011 viste et overskudd på 112.622 tusen kroner. Styret foreslår at årets resultat blir fordelt som følger.

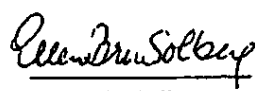
Årsresultat	112.622 tusen kroner
Til opptjent egenkapital	112.622 tusen kroner

Ved utgangen av året var selskapets frie egenkapital i henhold til aksjeloven 506 414 tusen kroner

Tananger, 31. desember 2011
7. mars 2012


S. Våge
Daglig leder

 
C. Svensen L. M. Strickland


E. B. Solberg

 
G. Eriksen J. B. Ellingsen
Styreformann

ConocoPhillips Vietnam AS
RESULTATREGNSKAP

Alle beløp i hele tusen kroner	Note	2011	2010
Driftsinntekter			
Tariffinntekter rørledning	1	186.353	218.212
Sum driftsinntekter		186.353	218.212
Driftskostnader			
Drifts- og administrasjonskostnader	2, 5	16.319	15.045
Avskrivninger	4	19.648	19.600
Nedstengnings- og fjerningskostnader	10	996	988
Sum driftskostnader		36.963	35.633
Driftsresultat		149.390	182.579
Finansinntekter og -kostnader			
Renteinntekter		174	14
Andre rentekostnader		-159	-761
Agio/disagio(-)		7.014	-2.863
Netto finansinntekter/-kostnader(-)		7.029	-3.610
Ordinært resultat før skattekostnad		156.419	178.969
Skattekostnad	3	43.797	50.094
Årsresultat		112.622	128.875
Opplysninger om:			
Avgitt konsernbidrag		-	31.968

ConocoPhillips Vietnam AS**BALANSE**

31. desember

Alle beløp i hele tusen kroner	Note	2011	2010
ETIENDELER			
<u>Anleggsmidler</u>			
Varige driftsmidler			
Rørledning	4	410.718	429.298
Sum varige driftsmidler		410.718	429.298
Sum anleggsmidler		410.718	429.298
<u>Omløpsmidler</u>			
Lagerbeholdning		6.835	6.379
Fordringer			
Fordringer på beslektede selskaper		-	308
Kundefordringer		5.439	697
Andre kortsiktige fordringer		541	478
Sum fordringer		5.980	1.483
Bankinnskudd	7	293.995	211.666
Sum omløpsmidler		306.810	219.528
Sum eiendeler		717.528	648.826

ConocoPhillips Vietnam AS**BALANSE**

31. desember

Alle beløp i hele tusen kroner	Note	2011	2010
EGENKAPITAL OG GJELD			
<u>Egenkapital</u>			
Innskutt egenkapital			
Aksjekapital	8	30.000	30 000
Innskutt egenkapital		20.865	20.865
Sum innskutt egenkapital		50.865	50 865
Opptjent egenkapital			
Opptjent egenkapital		527.302	414 680
Sum opptjent egenkapital		527.302	414 680
Sum egenkapital	9	578.167	465.545
<u>Gjeld</u>			
Avsetning for forpliktelser			
Utsatt skatt	3	80.002	79 867
Avsetning for nedstengnings- og fjerningskostnader	10	8.246	6.952
Sum avsetning for forpliktelser		88.248	86.819
Kortsiktig gjeld			
Leverandørgjeld		5.505	12.834
Skyldige offentlige avgifter		1.653	2 207
Kortsiktig gjeld til beslektede selskaper	5, 6	341	44 890
Betalbar skatt	3	43.614	36.531
Sum kortsiktig gjeld		51.113	96 462
Sum gjeld		139.361	183.281
Sum egenkapital og gjeld		717.528	648.826

ConocoPhillips Vietnam AS
KONTANTSTRØMOPPSTILLING

Alle beløp i hele tusen kroner	Note	2011	2010
Kontantstrømmer fra operasjonelle aktiviteter			
Ordinært resultat før skattekostnad		156.419	178 969
Betalt skatt		-36.579	-19 695
Avskrivninger	4	19.648	19.600
Endring i lagerbeholdning og fordringer		-4.953	8.613
Endring i avsetning for nedstengnings- og fjerningskostnader	10	1.294	1 594
Endring i kortsiktig gjeld		-8.031	8.147
Netto kontantstrøm fra operasjonelle aktiviteter		127.798	197.228
Kontantstrømmer fra investeringsaktiviteter			
Utbetaling ved investeringer i varige driftsmidler	4	-1.069	-1.424
Netto kontantstrøm fra investeringsaktiviteter		-1.069	-1.424
Kontantstrømmer fra finansieringsaktiviteter			
Utbetaling av konsernbidrag	6	-44.400	-69 000
Netto kontantstrøm fra finansieringsaktiviteter		-44.400	-69.000
Netto endring i kontanter og bankinnskudd		82.329	126.804
Kontanter og bankinnskudd ved begynnelsen av året		211.666	84 862
Kontanter og bankinnskudd ved utgangen av året		293.995	211 666

ConocoPhillips Vietnam AS

REGNSKAPSPRINSIPPER

Utenlandsk valuta

Transaksjoner i utenlandsk valuta bokføres til månedlige bokføringskurser som bestemmes av markedskursen ved inngangen av hver måned. Bankinnskudd, fordringer og gjeld i utenlandsk valuta er vurdert til balansedagens kurs.

Eierandeler i felleskontrollert virksomhet og selskaper

Eierandeler i Nam Con Son rørledningen er inkludert i resultatregnskapet og inngår i balansen under de respektive eiendeler og gjeldsposter etter bruttometoden.

Kontanter og bankinnskudd

Kontanter og bankinnskudd inkluderer kontanter, bankinnskudd og andre betalingsmidler med forfallsdato mindre enn tre måneder fra anskaffelse.

Regnskapsføring av inntekter

Driftsinntekter regnskapsføres i samsvar med transportert mengde i rørledningen. Eventuelle betalte, men ikke transporterte mengder blir behandlet som utsatt inntekt i den perioden brukeren/kontraktsinnehaver kan benytte seg av transportkapasiteten.

Bruk av estimater

Utarbeidelsen av regnskapet i henhold til god regnskapsskikk forutsetter at selskapet benytter estimater og forutsetninger som påvirker resultatregnskapet og verdsettelsen av eiendeler, gjeld og forpliktelser på balansedagen. Faktiske resultater kan avvike fra estimatene.

Vedlikehold og reparasjoner

Utgifter til vanlig vedlikehold og reparasjoner kostnadsføres løpende. Forbedringer som øker transportkapasiteten eller anleggets levetid, balanseføres

Avskrivninger

Varige driftsmidler avskrives lineært over antatt økonomisk levetid.

Nedskrivning av anleggsmidler

Varige driftsmidler nedskrives til antatt virkelig verdi ved verdifall som forventes ikke å være forbigående.

Mulig nedskrivning vurderes for selvstendige grupper av eiendeler med uavhengige kontantstrømmer. Det foretas en vurdering av bruksverdi basert på ledelsens forventninger om framtidige økonomiske og driftsmessige forhold. Bruksverdi beregnes som en nåverdi av framtidige kontantstrømmer.

Dersom vurderingen tilsier at verdien av det varige driftsmiddelet er lavere enn bokført verdi, nedskrives eiendelen til det høyeste av antatt salgsverdi og bruksverdi.

ConocoPhillips Vietnam AS

REGNSKAPSPRINSIPPER

Lagerbeholdning

Lagerbeholdningen består av reservedeler og er vurdert til laveste verdi av gjennomsnittlig anskaffelseskost og markedsverdi.

Skatter

Skattekostnaden er knyttet til det regnskapsmessige resultat og består av betalbar skatt og endring i utsatt skatt, med unntak av betalbar skatt knyttet til poster som er ført direkte mot egenkapitalen. Utsatt skatt beregnes etter gjeldsmetoden. Etter denne metoden er utsatt skatt beregnet på grunnlag av midlertidige forskjeller mellom regnskapsmessige og skattemessige balanseverdier. Midlertidige forskjeller er utlignet mot hverandre. Utsatt skatt og utsatt skattefordel er beregnet til nominell verdi og presentert netto i balansen.

Avsetning for framtidige nedstengnings- og fjerningsutgifter

Nåverdien av beregnede utgifter for myndighetspålagte utgifter til framtidig nedstengning av, og fjerning av transportanlegg, avsettes lineært over anleggets økonomiske levetid. I tillegg kostnadsføres årlig en rentekostnad beregnet på nåverdien av forpliktelsen.

Diskonteringsrenten som benyttes ved beregning av nåverdien av fjerningsforpliktelsen er risikofri rente tillagt selskapets lånemargin med samme forfall som fjerningsforpliktelsen.

ConocoPhillips Vietnam AS

NOTER TIL ÅRSREGNSKAPET

Alle beløp er oppgitt i hele tusen kroner.

Kursen ved årets slutt for den viktigste valutaen er USD/NOK 5,99. Ved utgangen av 2010 var kursen USD/NOK 5,84.

Note 1 – Driftsinntekter

Driftsinntektene i 2011 var 186.353 tusen kroner. Driftsinntektene består av selskapets andel av inntektene fra Nam Con Son rørledningen i Vietnam.

Note 2 – Honorarer

Selskapet har ingen ansatte og derfor ingen lønnskostnader. Det er ikke utbetalt noen godtgjørelse eller gitt lån til eller sikkerhetsstillelse til fordel for daglig leder og styret. Selskapet har heller ingen andre økonomiske forpliktelser overfor daglig leder og styret. Godtgjørelse til daglig leder betales av ConocoPhillips Norge, konsernets morselskap i Norge.

Kostnadsførte honorarer til revisor for lovpålagte revisjonstjenester har i år vært 123.487 kroner.

Note 3 – Skatter

Skattekostnad	Skattesats	2011	2010
Ordinært resultat før skattekostnad		156.419	178.969
Inntektsskatt	28 %	43.797	50.111
Tidligere års skatt		-	-17
Sum skattekostnad		43.797	50.094

Inntektsskatt	28 %	43.662	48.988
Justeringer fra tidligere år		-	-17
Sum betalbar skatt		43.662	48.971
Endring utsatt skatt		135	1.123
Sum skattekostnad		43.797	50.094

Betalbar skatt pr. 31. desember

Årets betalbare skatt	43.662	48.988
Tidligere års skatt	-48	-25
Konsernbidrag - skatteeffekt	-	-12.432
Sum betalbar skatt i balansen	43.614	36.531

Grunnlag utsatt skatt pr. 31. desember

Midlertidige forskjeller knyttet til:		
- varige driftsmidler	292.596	290.818
- fjerning/nedstengning	-6.873	-5.580
Grunnlag utsatt skatt	28 %	285.723
Sum utsatt skatt i balansen pr 31. desember	80.002	79.867

ConocoPhillips Vietnam AS NOTER TIL ÅRSREGNSKAPET

Note 4 – Varige driftsmidler

	Ansk. kost		Akkum. avkrivn.	Årets	Balanse- verdi
	01.01.2011	Årets tilgang	01.01.2011	avskrivn.	31.12.2011
Rørledning	576.481	1.069	147.184	19.648	410.718

Rørledningen avskrives lineært over 30 år.

Note 5 – Transaksjoner med beslektede selskaper

I 2011 har ConocoPhillips Vietnam AS sine transaksjoner med beslektede selskaper i hovedsak relatert seg til utbetalt konsernbidrag (se note 6) og mottatte drifts- og administrasjonskostnader. Selskapet har blitt belastet drifts- og administrasjonskostnader på 2.618 tusen kroner fra ConocoPhillips (UK) Cuu Long Ltd. - Vietnam Branch og 187 tusen kroner fra ConocoPhillips Norge – filialen.

Note 6 – Konsernbidrag

Selskapet har utbetalt konsernbidrag til ConocoPhillips Investment Norge AS på 44.400 tusen kroner.

Note 7 – Bankinnskudd

ConocoPhillips Vietnam AS inngår i en konsernkontoordning med andre ConocoPhillips-selskaper. ConocoPhillips [NYSE:COP] stiller som hovedgarantist, mens andre ConocoPhillips-selskaper, som er deltaker i konsernkontoordningen, stiller som sekundær garantist med inntående beløp

Note 8 – Aksjekapital, aksjonærinformasjon og eierstruktur

Aksjekapitalen i selskapet pr. 31. desember 2011 består av 30.000 aksjer à kroner 1 000.

ConocoPhillips Investments Norge AS eier alle aksjene.

ConocoPhillips Vietnam AS inngår i konsernregnskapet til ConocoPhillips, Houston, USA. Konsernregnskapet er tilgjengelig på www.conocophillips.com.

Note 9 – Egenkapital

	Aksjekapital	Innskutt annen egenkapital	Opptjent egenkapital	Sum egenkapital
Egenkapital pr. 01.01.2011	30.000	20 865	414.680	465.545
Åreresultat	-	-	112.622	112.622
Egenkapital pr. 31.12.2011	30.000	20.865	527.302	578.167

ConocoPhillips Vietnam AS
NOTER TIL ÅRSREGNSKAPET

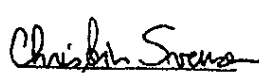

Note 10 – Avsetning til nedstengnings- og fjerningskostnader


	Sum
Avsatt forpliktelse pr. 01.01.2011	6.952
Årets avsetning	996
Valutajustering	298
Avsatt forpliktelse pr. 31.12.2011	8.246
Total nåverdi av framtidige kostnader	12.632


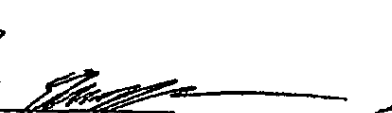
Årets avsetning er inkludert under nedstengings- og fjerningskostnader i resultatregnskapet.

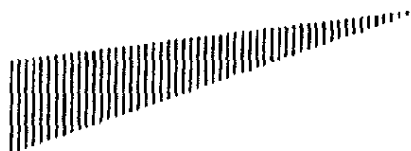
Tananger, 31. desember 2011
7. mars 2012


S. Våge
Daglig leder

 
C. Svensen L. M. Strickland


E. B. Solberg

 
G. Enksen J. B. Ellingsen
Styreformann



ERNST & YOUNG

Statsautoriserte revisorer
Ernst & Young AS

Vesetolmen 11a Forus, NO-4313 Sandnes
Postboks 8015, NO-4068 Stavanger

Foretaksregisteret, NO 878 389 387 MVA
Tlf + 47 51 70 66 00
Fax: + 47 51 70 66 01
www.ey.no

Medlemmer av Den norske Revisorforening

Til generalforsamlingen i ConocoPhillips Vietnam AS

REVISORS BERETNING

Uttalelse om årsregnskapet

Vi har revidert årsregnskapet for ConocoPhillips Vietnam AS, som består av balanse per 31. desember 2011, resultatregnskap og kontantstrømoppstilling for regnskapsåret avsluttet per denne datoen og en beskrivelse av vesentlige anvendte regnskapsprinsipper og andre noteopplysninger.

Styrets og daglig leders ansvar for årsregnskapet

Styret og daglig leder er ansvarlig for å utarbeide årsregnskapet og for at det gir et rettviseende bilde i samsvar med regnskapslovens regler og god regnskapsskikk i Norge, og for slik intern kontroll som styret og daglig leder finner nødvendig for å muliggjøre utarbeidelsen av et årsregnskap som ikke inneholder vesentlig feilinformasjon, verken som følge av misligheter eller feil.

Revisors oppgaver og plikter

Vår oppgave er å gi uttrykk for en mening om dette årsregnskapet på bakgrunn av vår revisjon. Vi har gjennomført revisjonen i samsvar med lov, forskrift og god revisjonsskikk i Norge, herunder International Standards on Auditing. Revisjonsstandardene krever at vi etterlever etiske krav og planlegger og gjennomfører revisjonen for å oppnå betryggende sikkerhet for at årsregnskapet ikke inneholder vesentlig feilinformasjon.

En revisjon innebærer utførelse av handlinger for å innhente revisjonsbevis for beløpene og opplysningene i årsregnskapet. De valgte handlingene avhenger av revisors skjønn, herunder vurderingen av risikoene for at årsregnskapet inneholder vesentlig feilinformasjon, enten det skyldes misligheter eller feil. Ved en slik risikovurdering tar revisor hensyn til den interne kontrollen som er relevant for selskapets utarbeidelse av et årsregnskap som gir et rettviseende bilde. Formålet er å utforme revisjonshandlinger som er hensiktsmessige etter omstendighetene, men ikke for å gi uttrykk for en mening om effektiviteten av selskapets interne kontroll. En revisjon omfatter også en vurdering av om de anvendte regnskapsprinsippene er hensiktsmessige og om regnskapsestimatene utarbeidet av ledelsen er rimelige, samt en vurdering av den samlede presentasjonen av årsregnskapet.

Etter vår oppfatning er innhentet revisjonsbevis tilstrekkelig og hensiktsmessig som grunnlag for vår konklusjon.

Konklusjon

Etter vår mening er årsregnskapet for ConocoPhillips Vietnam AS avgitt i samsvar med lov og forskrifter og gir et rettvisende bilde av selskapets finansielle stilling per 31. desember 2011 og av dets resultater og kontantstrømmer for regnskapsåret som ble avsluttet per denne datoen i samsvar med regnskapslovens regler og god regnskapskikk i Norge.

Uttalelse om øvrige forhold

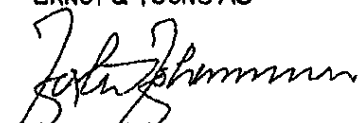
Konklusjon om årsberetningen

Basert på vår revisjon av årsregnskapet som beskrevet ovenfor, mener vi at opplysningene i årsberetningen om årsregnskapet og forutsetningen om fortsatt drift er konsistente med årsregnskapet og i samsvar med lov og forskrifter.

Konklusjon om registrering og dokumentasjon

Basert på vår revisjon av årsregnskapet som beskrevet ovenfor, og kontrollhandlinger vi har funnet nødvendig i henhold til Internasjonal standard for attestasjonsoppdrag (ISAE) 3000 «Attestasjonsoppdrag som ikke er revisjon eller forenklet revisorkontroll av historisk finansiell informasjon», mener vi at styret og daglig leder har oppfylt sin plikt til å sørge for ordentlig og oversiktlig registrering og dokumentasjon av selskapets regnskapsopplysninger i samsvar med lov og god bokføringskikk i Norge.

Stavanger, 7.mars 2012
ERNST & YOUNG AS


Jostein Johannessen
statsautonsert revisor

RETT KOPI

Brønnøysundregistrene


18/4 13 20

This is to certify that F. SVENSSON
is Notary Public in BRØNNØYSUND
and by virtue of the position thus held is qualified to issue such certificate as the foregoing

Royal Ministry of Foreign Affairs,

Oslo, this 19/04 day of 2013

No. of leg 5441/13 
Geir Krave
Adviser


Frank Svensson
notarius publicus
for Brønnøysundregistrene




Unni Stueland
gruppeleder



Translation from Norwegian

Brønnøysund Register Centre

ANNUAL FINANCIAL STATEMENTS FOR THE 2011 FINANCIAL YEAR – GENERAL INFORMATION

Journal number 2012 331903

Unit
Organisation no 976 079 744
Form of organisation Limited company
Company name CONOCOPHILLIPS VIETNAM AS
Registered business address Ekofiskvegen 35
4056 TANANGER

Financial year
Annual accounting period 1 January 2011 – 31 December 2011

Group
Parent company in the group No

Accounting rules:
Rules for small companies used No
Used for preparation of the company's annual financial statements General rules of the Norwegian Accounting Act

Annual financial statements adopted by a competent body
Confirmed by a representative for the company Tone S Rorgemoen
Date for adoption of the annual financial statements 7 March 2012

Grounds for submission

Year 2011 Annual financial statements have been submitted electronically.
Year 2010. Numbers have been obtained from the electronically submitted annual financial statements from 2011

There is no requirement that the annual financial statements etc. that are submitted to the Register of Company Accounts are signed. Verification that this has been done lies with the auditor/unit's highest governing body. Security is maintained by the submitter having the role/right to submit the annual financial statements via Alinn, and by confirmation that the annual financial statements have been adopted by a competent body.

Brønnøysund Register Centre, 12 April 2012

Brønnøysund Register Centre

Postal address P O Box 900, 8910 Brønnøysund
Telephone numbers Information Line 75 00 75 00 Administration 75 00 75 09 Fax 75 00 75 05
E-mail finnpost@brreg.no Internet www.brreg.no

English language translation certified
as correct by: AVERIL EAGER, DIRECTOR

A Eager

Government Authorised Translator

True translation certified



CE

Amesto
Amesto Translations AS
Smeltedigelen 1, 0195 Oslo
Org nr NO 956 153 557 MVA

Translation from Norwegian

INCOME STATEMENT

Amounts in: NOK	Note	2011	2010
Revenues			
Other operating revenues	1	186,353,000	218,212,000
Total revenues		186,353,000	218,212,000
Expenses			
Depreciation of tangible and intangible fixed assets	4	19,648,000	19,600,000
Operating and administrative expenses	2, 5	16,319,000	15,045,000
Shutdown and removal expenses	10	996,000	988,000
Total expenses		36,963,000	35,633,000
Operating profit		149,390,000	182,579,000
Financial income and expenses			
Other interest income		174,000	14,000
Other financial income		7,014,000	
Total financial income		7,188,000	14,000
Other interest paid		159,000	761,000
Other financial expenses			2,863,000
Total financial expenses		159,000	3,624,000
Net financial items		7,029,000	-3,610,000
Profit on ordinary activities before tax		156,419,000	178,969,000
Tax on ordinary profit	3	43,797,000	50,094,000
Profit on ordinary activities after tax		112,622,000	128,875,000
Profit for the year		112,622,000	128,875,000
Profit for the year after minority interests		112,622,000	128,875,000
Application and distribution of profit			
Group contributions			31,968,000
Transfers to/from other reserves		112,622,000	
Total transfers and disposals		112,622,000	31,968,000

True translation certified



Government Authorised Translator

99

amesto

Amesto Translations AS
Smøltedigelen 1, 0195 Oslo
Org nr NO 956 153 557 MVA

BALANCE SHEET

Amounts in NOK	Note	2011	2010
ASSETS			
Non-current assets			
Intangible assets			
Property, plant and equipment			
Pipeline	4	410,718,000	429,298,000
Total property, plant and equipment		410,718,000	429,298,000
Total non-current assets		410,718,000	429,298,000
Current assets			
Goods			
Inventories		6,835,000	6,379,000
Total inventories		6,835,000	6,379,000
Receivables			
Trade receivables		5,439,000	697,000
Other receivables		541,000	478,000
Receivables from related companies			308,000
Total receivables		5,980,000	1,483,000
Bank deposits, cash and equivalents			
Bank deposits, cash and equivalents	7	293,995,000	211,666,000
Total bank deposits, cash and equivalents		293,995,000	211,666,000
Total current assets		306,810,000	219,528,000
TOTAL ASSETS		717,528,000	648,826,000
EQUITY AND LIABILITIES			
Equity			
Paid-in equity:			
Share capital	8	30,000,000	30,000,000
Other paid-in equity		20,865,000	20,865,000
Total paid-in equity		50,865,000	50,865,000
Retained earnings			
Other reserves		527,302,000	414,680,000
Total retained earnings		527,302,000	414,680,000
Total equity	9	578,167,000	465,545,000
Long-term liabilities			



09

Organisation no 976 079 744
CONOCOPHILLIPS VIETNAM AS

Deferred tax	3	80,002,000	79,867,000
Provisions for shutdown and removal	9	8,246,000	6,952,000
Total provisions for liabilities		88,248,000	86,819,000
Other non-current liabilities			
Total non-current liabilities		88,248,000	86,819,000
Current liabilities			
Trade payables		5,505,000	12,834,000
Tax payable	3	43,614,000	36,531,000
Public duties payable		1,653,000	2,207,000
Current liabilities to related companies	5, 6	341,000	44,890,000
Total current liabilities		51,113,000	96,462,000
Total liabilities		139,361,000	183,281,000
TOTAL EQUITY AND LIABILITIES		717,528,000	648,826,000

Date printed 12 April 2012

Organisation no 976 079 744

Page 3 of 3

True translation certified



Government Authorised Translator

09

Amessto
Amessto Translations AS
Smeltedigelen 1, 0195 Oslo
Org nr NO 956 153 557 MVA

Translation from Norwegian

ConocoPhillips Vietnam AS

Annual Report
2011


ConocoPhillips

True translation certified



Government Authorised Translator

amexto®

Amesto Translations AS
Smeltestigelen 1, 0195 Oslo
Org nr NO 956 153 557 MVA

Nature of the business and where we operate

The company is domiciled in the Municipality of Sola and owns a 16.33 per cent interest in the pipeline project Nam Con Son Pipeline in Vietnam through a branch company in Vietnam

ConocoPhillips Vietnam AS is a wholly owned subsidiary of ConocoPhillips Investments Norge AS, which is wholly owned by ConocoPhillips Skandinavia AS, which is owned in turn by ConocoPhillips Norge

The head office of ConocoPhillips in Norway is located in Tananger in the Municipality of Sola

Analysis of the annual financial statements

Operating profit

The company's revenues are from the transport of gas and condensate

Operating revenues in 2011 totalled NOK 186,353,000, a reduction of NOK 31,859,000 compared with 2010. This reduction is attributed primarily to a lower throughput of gas and condensate.

The company's revenues and expenses are in US dollars. The average NOK/USD exchange rate was 5.58 in 2011, compared with 6.06 in 2010.

The operating expenses were NOK 36,963,000 in 2011, compared with NOK 35,633,000 in 2010.

The operating profit for 2011 was NOK 149,390,000, compared with a profit of NOK 182,579,000 in 2010.

The profit for the year for 2011 was NOK 112,622,000, compared with NOK 128,875,000 in 2010. This reduction is attributed primarily to lower tariff revenues.

Cash flow and balance sheet

Net cash flow from operating activities was NOK 127,798,000 in 2011, compared with NOK 197,228,000 in 2010. This reduction is attributed to a lower profit for the year before tax, increase in paid taxes, higher trade receivables and lower trade payables.

At the end of 2011, the company had no non-current liabilities. The company's equity totalled NOK 578,167,000.

Company's outlook

The current shippers in the pipeline system are BP, which operates Block 6.1, and Rong Doi and Rong Doi Tay, which operate Block 11.2. Block 12W, which is operated by Premier Oil, was included in the pipeline system from June 2011. The throughput for 2011 was 5.80 billion m³, 4.3 billion m³ of which was from Block 6.1, 1.46 billion m³ of which was from Block 11.2 and 0.78 billion m³ of which was from Block 12W. The throughput for 2012 has been estimated at 6.3 billion m³, 4.7 billion m³ of which was from Block 6.1, 1.3 billion m³ of which was from Block 11.2 and 0.3 billion m³ of which was from Block 12W.

True translation certified



Government Authorised Translator

PA

arnesto
Arnesto Translations AS
Smeltedigelen 1, 0195 Oslo
Org nr NO 956 153 557 MVA

Financial risk

Market risk

The company's financial risk is linked primarily to market risk. The company is affected by the production volume in the connected fields, development of the prices for the transport of gas and fluctuations in the NOK/USD exchange rate.

Credit risk

The company is regarded as not having any significant credit risk.

Liquidity risk

It is expected that the company will finance its future need for cash through its ordinary operations.

Continuation as a going concern

The Board of Directors and Chief Executive believe that it is correct to assume that the company will continue as a going concern in reporting the accounts. The company has showed a good development and has a good level of equity. The company has therefore good prerequisites for continuing its positive development.

Working environment, equal opportunities and the external environment

The company is a co-owner of the Nam Con Son pipeline, which is operated by PetroVietnam, and it is not independently responsible for the operations. The operator is responsible for reporting emissions and discharges to the air and sea.

Through its follow-up of the licence, the company participates in ensuring that the operator complies with its obligations in accordance with the health, environment and safety requirements and expectations. The company itself is not engaged in operations that affect the external environment.

The company does not have any employees and is administered by ConocoPhillips Norge and ConocoPhillips (U.K.) Cuu Long Ltd – Vietnam Branch.

Research and development

The company did not have any research and development expenses in 2011.

True translation certified



Government Authorised Translator

amesto

Amesto Translations AS
Smeltedigelen 1, 0195 Oslo
Org nr NO 956 153 557 MVA

Proposed allocation of the profit for the year

The profit for the year for 2011 showed a profit of NOK 112,622,000. The Board of Directors proposes the following allocation of the profit for the year:

<u>Profit for the year</u>	<u>NOK 112,622,000</u>
<u>To retained earnings</u>	<u>NOK 112,622,000</u>

At the end of the year the company's distributable equity in accordance with the Norwegian Limited Liability Companies Act was NOK 306,414,000.

Tananger, 31 December 2011
7 March 2012

S Våge [sign]
S Våge
Chief Executive

C Svensen [sign]
C Svensen

L M Strickland [sign]
L M Strickland

E B Solberg [sign]
E B Solberg

G Eriksen [sign]
G Eriksen
Board Chairman

J B Ellingsen [sign]
J B Ellingsen

True translation certified



Government Authorised Translator

PE

amesto
Amesto Translations AS
Smeltedigelen 1, 0195 Oslo
Org nr NO 956 153 557 MVA

ConocoPhillips Vietnam AS
INCOME STATEMENT

Page 5 of 15

All amounts in thousands of NOK	Note	2011	2010
Operating revenues			
Traffic revenues from pipeline	1	186,353	218,212
Total operating revenues		186,353	218,212
Operating expenses			
Operating and administrative expenses	2, 5	16,319	15,045
Depreciation	4	19,648	19,600
Shutdown and removal expenses	10	996	988
Total operating expenses		36,963	35,633
Operating profit		149,390	182,579
Financial income and expenses			
Interest income		174	14
Other interest expenses		-159	-761
Foreign exchange gains/losses(-)		7,014	-2,863
Net financial income/expenses(-)		7,029	-3,610
Profit on ordinary activities before tax		156,419	178,969
Income tax expense	3	43,797	50,094
Profit for the year		112,622	128,875
Information on Group contributions paid		-	31,968

True translation certified



Government Authorised Translator

99

Ameston
 Amesto Translations AS
 Smeltedigelen 1, 0195 Oslo
 Org nr NO 956 153 557 MVA

ConocoPhillips Vietnam AS
BALANCE SHEET
31 December

Page 6 of 15

All amounts in thousands of NOK	Note	2011	2010
ASSETS			
<u>Non-current assets</u>			
Property, plant and equipment			
Pipeline	4	410,718	429,298
Total property, plant and equipment		410,718	429,298
Total non-current assets		410,718	429,298
<u>Current assets</u>			
Inventories		6,835	6,379
Receivables			
Receivables from related companies		–	308
Trade receivables		5,439	697
Other current receivables		541	478
Total receivables		5,980	1,483
Bank deposits	7	293,995	211,666
Total current assets		306,810	219,528
Total assets		717,528	648,826

True translation certified



Government Authorised Translator

PE

Amesto
Amesto Translations AS
Smeltedigelen 1, 0195 Oslo
Org nr NO 956 153 557 MVA

ConocoPhillips Vietnam AS
BALANCE SHEET
31 December

Page 7 of 15

All amounts in thousands of NOK	Note	2011	2010
EQUITY AND LIABILITIES			
<u>Equity</u>			
Paid-in equity			
Share capital	8	30,000	30,000
Paid-in equity		20,865	20,865
Total paid-in equity		50,865	50,865
Retained earnings			
Retained earnings		527,302	414,680
Total retained earnings		527,302	414,680
Total equity	9	578,167	465,545
<u>Liabilities</u>			
Provisions for liabilities			
Deferred tax	3	80,002	79,867
Provisions for shutdown and removal expenses	10	8,246	6,952
Total provisions for liabilities		88,248	86,819
Current liabilities			
Trade payables		5,505	12,834
Public duties payable		1,653	2,207
Current liabilities to related companies	5, 6	341	44,890
Tax payable	3	43,614	36,531
Total current liabilities		51,113	96,462
Total liabilities		139,361	183,281
Total equity and liabilities		717,528	648,826

True translation certified



Government Authorised Translator

99

amesto
Amesto Translations AS
Smettedigelen 1, 0195 Oslo
Org nr NO 956 153 557 MVA

ConocoPhillips Vietnam AS
STATEMENT OF CASH FLOWS

Page 8 of 15

All amounts in thousands of NOK	Note	2011	2010
Cash flow from operating activities			
Profit on ordinary activities before tax		156,419	178,969
Income tax paid		-36,579	-19,695
Depreciation	4	19,648	19,600
Change in inventories and receivables		-4,953	8,613
Change in provisions for shutdown and removal expenses	10	1,294	1,594
Change in current liabilities		-8,031	8,147
Net cash flow from operating activities		127,798	197,228
Cash flows from investing activities			
Investments in property, plant and equipment	4	-1,069	-1,424
Net cash flow from investment activities		-1,069	-1,424
Cash flow from financing activities			
Group contributions paid	6	-44,400	-69,000
Net cash flow from financing activities		-44,400	-69,000
Net change in cash and bank deposits		82,329	126,804
Cash and bank deposits at the start of the year		211,666	84,862
Cash and bank deposits at the end of the year		293,995	211,666

True translation certified



Government Authorised Translator

09

amesto
 Amesto Translations AS
 Smeltedigelen 1, 0195 Oslo
 Org nr NO 956 153 557 MVA

Foreign currency

Transactions in foreign currencies are recorded at monthly average exchange rates that correspond to the market exchange rates at the start of each month. Bank deposits, receivables and liabilities in foreign currencies are recorded at the exchange rate in effect on the date of the balance sheet.

Assets in joint ventures and companies

Assets in the Nam Con Son pipeline have been incorporated into the income statement and balance sheet under the respective asset and liability items in accordance with the proportionate consolidation method.

Cash and bank deposits

Cash and bank deposits include cash, bank deposits and other liquid assets that fall due less than three months from their acquisition.

Revenue recognition

Operating revenues are recognised in accordance with the volume transported in the pipeline. Any paid, but untransported, volumes will be treated as deferred revenue during the period the user or contract holder can use the transport capacity.

Use of estimates

The preparation of the accounts in accordance with the generally accepted accounting principles requires that the company make estimates and assumptions that affect the income statement and the valuation of assets, liabilities and obligations on the balance sheet date. The actual results may deviate from these estimates.

Maintenance and repairs

Expenses for ordinary maintenance and repairs are recognised as incurred. Improvements that increase the transport capacity or the life of the facility must be recognised on the balance sheet.

Depreciation

Property, plant and equipment are linearly depreciated over the assumed economic life.

Write-down of non-current assets

Property, plant and equipment are written down to fair value in the event of impairment that is not expected to be temporary.

A possible write-down is considered for independent groups of assets with independent cash flows. An assessment of the utility value is made based on the management's expectations of future economic and operational conditions. The utility value is calculated as the present value of future cash flows.

If the assessment indicates that the value of the property, plant and equipment is lower than the book value, the asset will be written down to the higher of the assumed sales value and utility value.

True translation certified



Government Authorised Translator

PE

Amesto
Amesto Translations AS
Smeltedigelen 1, 0195 Oslo
Org nr. NO 956 153 557 MVA

Inventories

Inventories consist of spare parts and are valued at the lesser of the average acquisition cost or market value

Income tax

The income tax expense relates to the financial result and consists of the tax payable and change in deferred tax, with the exception of tax payable related to items that are recognised directly through equity. Deferred tax is calculated based on the liability method. In accordance with this method, deferred tax is calculated based on temporary differences between the financial and tax-related balance sheet values. Temporary differences are offset against each other. Deferred tax and deferred tax assets are calculated at their nominal value and presented on a net basis on the balance sheet.

Provisions for future shutdown and removal expenses

The present value of the estimated expenses for expenses imposed by the authorities for the future shutdown and removal of transport facilities is set aside on a linear basis over the economic life of the facility. In addition, an interest expense calculated on the present value of the obligation is recognised.

The discount rate that is used for calculation of the present value of the removal obligation is the risk-free interest rate plus the company's loan margin with the same due date as the removal obligation.

True translation certified



Government Authorised Translator

PE

Amesto
Amesto Translations AS
Smeitted gelen 1 0195 Oslo
Org nr NO 956 153 557 MVA

All the amounts are in thousands of NOK

The exchange rate at the end of the year for the most important currency is USD/NOK 5 99 At the end of 2010 the exchange rate was USD/NOK 5 84

Note 1 – Operating revenues

The operating revenues in 2011 totalled NOK 186,353,000 The operating revenues consist of the company's share of the revenues from the Nam Con Son pipeline in Vietnam

Note 2 – Remuneration

The company has no employees and thus no payroll costs No remuneration has been paid, nor loans granted nor security pledged in favour of the Chief Executive or Board of Directors. The company does not have any other financial obligations to the Chief Executive or Board of Directors Remuneration to the Chief Executive is paid by ConocoPhillips Norge, the group's parent company in Norway

The auditor's fees recognised as an expense for the statutory auditing of the company totalled NOK 123,487 this year

Note 3 – Income tax

Income tax expense	Tax rate	2011	2010
Profit on ordinary activities before tax		156,419	178,969
Income tax	28%	43,797	50,111
Tax from prior years		–	-17
Total income tax expense		43,797	50,094
Income tax	28%	43,662	48,988
Adjustments from prior years		–	-17
Total tax payable		43,662	48,971
Change in deferred tax		135	1,123
Total income tax expense		43,797	50,094
Tax payable as at 31 December			
Tax payable for the year		43,662	48,988
Tax from prior years		-48	-25
Group contributions – tax effect		–	-12,432
Total tax payable on the balance sheet		43,614	36,531
Deferred tax basis as at 31 December			
Temporary differences related to			
– property, plant and equipment		292,596	290,818
– removal/shutdown		-6,873	-5,580
Deferred tax basis	28%	285,723	285,238
Total deferred tax on the balance sheet as at 31 December		80,002	79,867

True translation certified



Government Authorised Translator

99

Amesto
Amesto Translations AS
Smeltedigelen 1, 0195 Oslo
Org nr NO 956 153 557 MVA

Note 4 – Property, plant and equipment

	Acquisition cost 01/01/2011	Additions during the year	Accumulated depreciation 01/01/2011	Depreciation for the year	Balance Sheet Value 31/12/2011
Pipeline	576,481	1,069	147,184	19,648	410,718

The pipeline is depreciated on a linear basis over 30 years

Note 5 – Transactions with related companies

In 2011, ConocoPhillips Vietnam AS's transactions with related companies have essentially involved the payment of group contributions (see Note 6) and receipt of operating and administrative expenses. The company has been charged for operating and administrative expenses in the amount of 2,618,000 by ConocoPhillips (UK) Cuu Long Ltd – Vietnam Branch and NOK 187,000 from the ConocoPhillips Norge branch.

Note 6 – Group contributions

The company has paid a group contribution to ConocoPhillips Investment Norge AS totalling NOK 44,400,000.

Note 7 – Bank deposits

ConocoPhillips Vietnam AS participates in a cash pooling system together with other ConocoPhillips companies. ConocoPhillips [NYSE COP] acts as the primary guarantor, while other ConocoPhillips companies that participate in the cash pooling system act as secondary guarantors for the amount they have on deposit.

Note 8 – Share capital, shareholder information and ownership structure

The company's share capital consists of 30,000 shares with a nominal value of NOK 1,000 each as at 31 December 2011.

ConocoPhillips Investments Norge AS owns all the shares.

ConocoPhillips Vietnam AS is included in the consolidated accounts of ConocoPhillips, Houston, USA. The consolidated accounts are available at www.conocophillips.com.

Note 9 – Equity

	Share capital	Other paid-in equity	Retained earnings	Total equity
Equity as at 01/01/2011	30,000	20,865	414,680	465,545
Profit for the year	–	–	112,622	112,622
Equity as at 31/12/2011	30,000	20,865	527,302	578,167

True translation certified



Government Authorised Translator

PR

Ameston

Amesto Translations AS
Smeltedigelen 1, 0195 Oslo
Org nr NO 956 153 557 MVA

Note 10 – Provisions for shutdown and removal expenses

	Total
Provisions set aside as at 01/01/2011	6,952
Provisions for the year	996
Foreign exchange adjustment	298
Provisions set aside as at 31/12/2011	8,246
 Total present value of future expenses	 12,632

The provisions for the year are included under the shutdown and removal expenses in the income statement

Tananger, 31 December 2011
7 March 2012

S Våge [sign]
S Våge
Chief Executive

C Svensen [sign]
C Svensen

L M Strickland [sign]
L M Strickland

E B Solberg [sign]
E B Solberg

G Enksen [sign]
G Enksen
Board Chairman

J B Ellingsen [sign]
J B Ellingsen

True translation certified



Government Authorised Translator

PE

amesto
Amesto Translations AS
Smeltningstien 1, 0195 Oslo
Org nr. NO 956 153 557 MVA



State Authorised Public Accountants
Ernst & Young AS
Vassbotnen 11 Forus, NO-4313 Sandnes
P O Box 8015, NO-4068 Stavanger
Register of Business Enterprises NO 976 389 387 VAT
Tel +47 51 70 66 00
Fax +47 51 70 66 01
www.ey.no
Members of the Norwegian Institute of Public
Accountants

To the Annual General Meeting of ConocoPhillips Vietnam AS

AUDITOR'S REPORT

Statement on the annual financial statements

We have audited the annual financial statements of ConocoPhillips Vietnam AS, which consist of the balance sheet as at 31 December 2011, income statement and statement of cash flows for the financial year ending on this date and a description of the significant accounting policies applied and other note information

Responsibility of the Board of Directors and Chief Executive for the annual financial statements

The Board of Directors and Chief Executive are responsible for preparing the financial statements, for ensuring that they fairly reflect the company's financial position in accordance with the rules of the Norwegian Accounting Act and the generally accepted accounting standards in Norway, and for internal control as the Board of Directors and Chief Executive find necessary in order to enable the preparation of financial statements that do not contain any material misstatements due to dishonesty or errors

Auditor's duties and obligations

Our responsibility is to express an opinion about these annual financial statements based on our audit. We have conducted our audit in accordance with the laws, regulations and generally accepted auditing practices in Norway, including International Standards on Auditing. The auditing standards require that we observe ethical requirements and plan and perform the audit to obtain all the information and explanations we consider necessary to give reasonable assurance that the annual financial statements are free from material misstatements

An audit involves performing procedures to obtain audit evidence for the amounts and information in the annual financial statements. The procedures selected are dependent on the auditor's judgement, including an assessment of the risks that the annual financial statements may contain material misstatements, whether due to fraud or error. In such a risk assessment the auditor takes into account the internal control that is relevant to the company's preparation of annual financial statements that fairly reflect the company's financial position. The purpose of this is to design audit procedures that are appropriate under the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the management, as well as evaluating the overall presentation of the annual financial statements

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion

True translation certified



Government Authorised Translator

99

Ameston
Ameston Translations AS
S. A. L. L. E. I. E. N. 1 0195 Oslo
Org. NO 956 153 557 MVA

TRUE COPY [stamp]
Brønnøysund Register Centre
[Illegible signature]

Conclusion

In our opinion, the annual financial statements of ConocoPhillips Vietnam AS have been prepared in accordance with the applicable laws and regulations and fairly reflect the company's financial standing as at 31 December 2011 and the result of its operations and cash flows for the financial year ending on this date in accordance with the rules of the Norwegian Accounting Act and the generally accepted accounting standards in Norway

Statement on other matters

Conclusion for the Board of Directors' Report

Based on our audit of the annual financial statements described above, we believe that the information in the Board of Directors' Report on the financial statements and the going concern assumption are consistent with the annual financial statements and in accordance with the applicable laws and regulations

Conclusion for the registration and documentation

Based on our audit of the annual financial statements described above, and the control procedures we have found to be necessary in accordance with the international standard on assurance engagements (ISAE) 3000 "Assurance Engagements Other than Audits or Reviews of Historical Financial Information", we believe that the Board of Directors and Chief Executive have fulfilled their duty to ensure proper and orderly registration and documentation of the company's accounting information in accordance with the applicable laws and the generally accepted accounting principles in Norway

Stavanger, 7 March 2012
ERNST & YOUNG AS
Jostein Johannessen [sign]
Jostein Johannessen
State Authorised Public Accountant

NOTARY PUBLIC [stamp]
Frank Svensson [sign]
Frank Svensson
Notary Public
for the Brønnøysund Register Centre

BRØNNØYSUND REGISTER CENTRE [stamp]
Unni Stueland [sign]
Unni Stueland
Group Leader

OFFICE
C. to translations AS
S. " 1 0195 Oslo
C. " 6 153 557 MVA

True translation certified



Government Authorised Translator

Peter A. Eseth



FILE COPY

**CERTIFICATE OF REGISTRATION
OF AN OVERSEA COMPANY**

(Registration of a UK establishment)

Company No. FC031777

UK Establishment No. BR016847

The Registrar of Companies hereby certifies that

PERENCO VIETNAM A.S.

has this day been registered under the Companies Act 2006 as having
established a UK Establishment in the United Kingdom.

Given at Companies House on **17th February 2014.**



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**