PREMIER PICT PETROLEUM LIMITED REPORT AND ACCOUNTS 18 MONTHS ENDED 31 DECEMBER 1995

Registration Number: 48705



EP/Reps/0046.NEW/ss 24/10/96

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REPORT OF THE DIRECTORS

The Directors submit their report and the audited accounts for the 18 months ended 31 December 1995.

RESULTS

The Company's net profit after tax for the 18 months to 31 December 1995 was £10,252,000 (12 months ending 30 June 1994 (restated):£4,481,000).

The Directors do not recommend the payment of a dividend (12 months ending 30 June 1994: Nil).

ACTIVITY, REVIEW OF BUSINESS AND FUTURE DEVELOPMENTS

The Company is engaged in the exploration for and production of oil and gas on the United Kingdom continental shelf and in the exploration for oil and gas overseas.

The changes in fixed assets during the year are set out in note 10 to the accounts.

CHANGE OF OWNERSHIP AND NAME

On 14 February 1995 Premier Oil plc acquired the issued share capital of Pict Petroleum plc, being 100% of its nominal share capital for a consideration of £89.6 million, satisfied by the issue of 407,427,161 5p ordinary Premier Oil plc shares at 22p each.

On 7 July 1995 a special resolution was made to re-register the Company as a limited Company and to change its name to Premier Pict Petroleum Limited with effect from 10 July 1995.

DIRECTORS

The Directors of the Company were as follows:

C J A Jamieson	(Chairman) Appointed 14 February 1995
J A Heath	Appointed 14 February 1995
R N Haythornthwaite	Appointed 18 December 1995
M J Laws	Resigned 14 February 1995
P Everett	Resigned 14 February 1995
C B Chaloner	Resigned 15 February 1995
E Brown	Resigned 16 February 1995
H B K Williams	Resigned 22 May 1995
	1 10 37 1 1007 December 10 December 1

Appointed 10 March 1995, Resigned 18 December 1995 J H R Lander Appointed 14 February 1995, Resigned 10 March 1995 G Orbell

No Director had a disclosable interest in the shares of the Company at 31 December 1995. At the year end the Directors were also directors of the Ultimate Parent Company, Premier Oil plc, in whose accounts their interests in the share capital of that Company and other Group companies are shown. Full details of interests in ordinary shares and options held under the Savings Related Share Option Scheme are shown in note 7 to these accounts.

No Director held any interest in any contract with the Company.

ENVIRONMENT

The Company is aware of its responsibility to protect the environment and will ensure that its operations meet statutory requirements and regulations and are carried out with minimal environmental impact.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the Directors to prepare accounts for each financial year which give a true and fair view of the state of affairs of the Company and of the result, and total recognised losses of the Company for that period. In preparing those accounts, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any departures disclosed and explained in the accounts; and
- prepare accounts on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the accounts comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

REPORT OF THE DIRECTORS (Continued)

AUDITORS

Ernst & Young have expressed their willingness to continue in office and a resolution proposing their reappointment will be submitted at the Annual General Meeting.

By Order of the Board

N SHEPHERD

Secretary

25 October 1996

REPORT OF THE AUDITORS to the Members of Premier Pict Petroleum Ltd

We have audited the accounts on pages 5 to 19 which have been prepared under the historical cost convention and on the basis of the accounting policies set out on pages 8 to 9.

Respective responsibilities of directors and auditors

As described on page 3 the Company's Directors are responsible for the preparation of the accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you.

Basis of opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the accounts. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the accounts, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the accounts are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the accounts.

Opinion

In our opinion the accounts give a true and fair view of the state of affairs of the Company as at 31 December 1995 and of the profit for the 18 months then ended and have been properly prepared in accordance with the Companies Act 1985.

Ernst & Young
Chartered Accountants

Registered Auditor

London

29 October 1996

PROFIT AND LOSS ACCOUNT

FOR THE 18 MONTHS ENDED 31 DECEMBER 1995

	Notes	18 Months to 31/12/95	Restated Year to 30/06/94
		£'000	£'000
TURNOVER Production Costs		33,421 (8,587)	17,961 (4,743)
GROSS PROFIT Amortisation Operating and Administrative Costs Exceptional Item - Premier Offer Fees	3	24,834 (11,190) (924) (1,370)	13,218 (7,830) (526)
OPERATING PROFIT		11,350	4,862
Net Interest Payable Exchange Gain/(Loss) Movement on Investments	8	(951) 122 -	(289) (329) 98
PROFIT ON ORDINARY ACTIVITIES BEFORE TAX Taxation	9	10,521 (269)	4,342 (71)
PROFIT ON ORDINARY ACTIVITIES AFTER TAX Dividends		10,252	4,271
RETAINED PROFIT FOR THE PERIOD		10,252	4,271

The operating profit arises wholly on continuing activities.

The accounting policies and notes on pages 8 to 19 form part of these accounts.

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

FOR THE 18 MONTHS TO 31 DECEMBER 1995

		Restated
	18 Months	Year to
	to 31/12/95	<u>30/06/94</u>
	£'000	£'000
Net Profit for 18 months/one year after tax	10,252	4,342
Exchange differences on translation of net assets and results of operations accounted for in foreign currencies	975	(376)
Disposal of current asset investment		106
TOTAL RECOGNISED GAINS RELATING TO THE PERIOD	11,227	4,072
		

The accounting policies and notes on pages 8 to 19 form part of these accounts.

BALANCE SHEET

AS AT 31 DECEMBER 1995

			Restated
	Notes	December 1995	June 1994
		£'000	£'000
FIXED ASSETS Tangible Assets	10	62,724	55,365
CURRENT ASSETS Stocks Debtors Amount Falling due from Subsidiary Undertakings	11 11	253 3,639 2,558	174 3,479 1,894
after more than one year Short Term Deposits Cash at Bank and in Hand		19,077 1	8,809 5,499
		25,528	19,855
CREDITORS: Amounts Falling Due Within One Year	12	7,037	3,746
NET CURRENT ASSETS		18,491	16,109
TOTAL ASSETS LESS CURRENT LIABILITIES		81,215	71,474
CREDITORS: Amounts Falling Due After One Year	13	19,193	22,155
PROVISIONS FOR LIABILITIES AND CHARGES	14	1,450	880
NET ASSETS		60,572	48,439
CAPITAL AND RESERVES Share Capital Share Premium Profit and Loss Account	15 16 16	2,629 28,285 29,658	2,587 27,421 18,431
SHAREHOLDERS' FUNDS		60,572	48,439
Approved on behalf of the Board of Directors by			

Approved on behalf of the Board of Directors by

C J A Jamieson

Directors Charle Thrilson

J A Heath

29 October 1996

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NOTES TO THE ACCOUNTS

1. ACCOUNTING POLICIES

Accounting Convention

The accounts are prepared under the historical cost convention and in accordance with applicable accounting standards.

Group Accounts

In accordance with S.228 of the Companies Act 1985 group accounts have not been prepared for the Company and its subsidiary undertakings because the Company's accounts have been included in the consolidated accounts of the Ultimate Parent Company.

Tangible Fixed Assets

The accounting policy for oil and gas assets provides for capitalisation and amortisation within a single cost pool.

Expenditure incurred on the exploration for and development of oil and gas is accounted for by the full cost method and capitalised as tangible fixed assets. Capitalised expenditure represents expenditure on acquiring licences, exploring for and testing exploration prospects, and acquiring, appraising and developing oil and gas reserves.

Capitalised exploration expenditure is carried forward until a licence area is evaluated at which point expenditure in the area is transferred to the cost pool. Amortisation of expenditure held in the cost pool is provided using the unit of production method based on proven and probable reserves of oil and gas, and estimated future development expenditure expected to be incurred to access these reserves.

An estimate of the undiscounted future net revenues, using period end prices, is made at each balance sheet date and compared to the net capitalised expenditure held in the cost pool. Provision is made to the extent that any permanent diminution in value is considered to have occurred.

Provision for expenditure on the decommissioning of oil and gas production facilities is made over the life of the field using the unit of production method. The expenditure is estimated at current price levels based on the extent of decommissioning expected to be required, with the costs allocated over the remaining proven and probable reserves of the field.

The financing cost of borrowings in respect of a field development and related foreign exchange gains and losses are capitalised until production commences from that field.

Other Fixed Assets

Depreciation on other fixed assets is provided on a straight line basis to write them off over their estimated useful life.

NOTES TO THE ACCOUNTS

(Continued)

Stores, Crude Oil and Products

These are valued at the lower of cost and net realisable value. Under and over lifts of crude oil are recorded at market value.

Taxation

Deferred Corporation Taxation is provided on the liability method. Where it is considered that no liability will arise in the foreseeable future, no provision is made.

UK Petroleum Revenue Tax is provided on a unit of production basis over the remaining life of each producing field. The total tax for each such producing field is calculated after deducting all expenditure incurred on that field and oil allowance. Deferred Petroleum Revenue Tax is provided for the difference between the amount of tax calculated on the unit of production basis and current tax payable.

Translation of Foreign Currencies

All monetary assets denominated in foreign currencies are retranslated at the rates ruling at the year end date. Translations in foreign currencies are recorded at the rate ruling at the date of transactions. All differences are taken to the profit and loss account, with the exception of differences on foreign currency borrowings to the extent that they are used to finance foreign oil and gas development and producing interests, which are taken directly to reserves together with the exchange difference on the carrying amount of the related assets.

Investments

Investments held as fixed assets are included at the lower of cost and directors' valuation. Where the directors consider that a permanent impairment of the value of the investment has occurred, the investment value is written down through the profit and loss account.

Investments held as current assets are included at the market value at the balance sheet date. Increases in value above costs are taken to the revaluation reserve and decreases are charged to the profit and loss account.

Hedging Instruments

Instruments entered into in respect of corporate cash balances are revalued at the year end and gains or losses are provided in the profit and loss account. Transactions entered into in respect of future revenues and interest rates are recorded at the hedged rates when the instruments mature.

2. TURNOVER

Turnover represents amounts invoiced exclusive of value added tax for the Company's share of oil and gas sales. All turnover is derived in the United Kingdom.

NOTES TO THE ACCOUNTS (Continued)

3. AMORTISATION

		Restated
	18 Months to	Year to
	<u>31/12/95</u>	30/06/94
	£'000	£'000
Amortisation of cost pool	10,745	7,593
Decommissioning charge	364	166
Depreciation of other fixed assets	81	71
	11,190	7,830

4. OPERATING AND ADMINISTRATIVE COSTS

Include:

	18 Months to	Year to
	<u>31/12/95</u>	<u>30/06/94</u>
	£'000	£'000
Auditor's Remuneration	2	22
Other Fees paid to Auditors	33	15

Post acquisition auditors fees were borne by the Parent Company.

5. DIRECTORS EMOLUMENTS

	18 Months to	Year to
	<u>31/12/95</u>	<u>30/06/94</u>
	£'000	£,000
Fees	8	11
Bonus Payments	23	15
Other Emoluments	155	209
Pension Contributions	31	33
	217	268

NOTES TO THE ACCOUNTS (Continued)

The emoluments of the Chairman and highest paid director were as follows:

	18 Months to 31/12/95 £'000	Year to 30/06/94 £'000
Chairman - Emoluments	22	19
Highest paid director - Bonus Payments - Other Emoluments - Pension Contributions	9 81 22	9 115 26

The emoluments of the directors, excluding pension contributions, were in the following ranges:

	18 Months to <u>31/12/95</u> Number	Year to <u>30/06/94</u> Number
£ Nil - £5,000	2	1
£ 5,001 - £10,000	_	2
£15,001 - £20,000	_	1
£20,001 - £25,000	1	
£65,001 - £70,000	1	_
£80,001 - £85,000	_	1
£90,001 - £95,000	1	-
£120,001 - £125,000	_	1

One of the directors waived fees of £5,460 (Year to 30 June 1994: £5,460).

6. EMPLOYEES

Employee costs, including executive directors a) 18 Months to Year to 30/06/94 31/12/95 £'000 £'000 450 591 Wages and Salaries 92 56 Pension Contributions 48 72 Social Security Costs 554 755

NOTES TO THE ACCOUNTS

(Continued)

b) The average weekly number of employees up to 14 February 1995, including executive directors was 13. (Year to 30 June 1994: 10). After the change of ownership, employees were transferred to the employment of Premier Oil plc.

7. DIRECTORS' INTEREST

The directors at 31 December 1995 and their beneficial interests in the ordinary shares of the company were as follows:

		31 December	30 June
		<u>1995</u>	<u>1994</u>
C J A Jamieson		Nil	-
J A Heath		Nil	_
R N Haythornthwa	ite	Nil	_
M J Laws	(Resigned)	Nil	3,920
P Everett	(Resigned)	Nil	23,000
C B Chaloner	(Resigned)	Nil	-
E Brown	(Resigned)	Nil	-
H B K Williams	(Resigned)	Nil	1,022
J H R Lander	(Resigned)	Nil	7,000
G Orbell	(Resigned)	Nil	-

In addition the following executive directors had options over ordinary shares of the Company:

	30 June 1994	
	Number	Price
John Lander	142,993	107p
John Landor	71,759	95p
	40,364	117p
Brian Williams	109,836	91p
	55,158	95p
	49,270	117p

All options were exercised on 17 March 1995

In addition, John Lander and Brian Williams each had options under the Savings Related Share Option Scheme over 21,837 shares at 83p per share, exercisable within 6 months of 1 April 1998. Both were exercised on 4 April 1995 at the reduced balance of 7,818 shares each.

The Company's Share Option Scheme was open to directors, other than non-executive directors, and senior executives. Awards were subject to the recommendation of the Remuneration Committee.

NOTES TO THE ACCOUNTS (Continued)

8. INTEREST	18 months to 31/12/95 £'000	Year to 30/06/94 £'000
Receivable Short-term deposits	1,531	743
Payable Bank loans and overdrafts	2,482	1,032

Bank loans and overdrafts	2,482	1,032
Net Payable	951	289
		

18 months to

Year to

	31/12/95 £'000	30/06/94 £'000
UK Petroleum Revenue Tax - Current year	-	_
- Deferred	269	71
	269	71

There is no liability to Corporation Tax due to the availability of Group losses.

9.

TAX

NOTES TO THE ACCOUNTS (Continued)

10. TANGIBLE FIXED ASSETS

	Oil & Gas Properties Unamortised £'000	Oil & Gas Properties Amortised £'000	Other Assets £'000	Total £'000
COST At 1 July 1994 (restated) Additions to 14 February 1995 Disposals At 14 February 1995	28,761 5,923 ————————————————————————————————————	54,509 1,189 ————————————————————————————————————	341 9 (9) ————	83,611 7,121 (9) 90,723
Transfer to amortised pool Exchange movements Additions to 31 December 1995 Disposals	(729) - 3,783 -	729 1,200 6,121 (35)	- - - (47)	0 1,200 9,904 (82)
At 31 December 1995	37,738	63,713	294	101,745
AMORTISATION At 1 July 1994 (restated) Charge to 14 February 1995 Disposals At 14 February 1995	- - - -	28,069 6,361 ————————————————————————————————————	177 65 (8) ———————————————————————————————————	28,246 6,426 (8) 34,664
Charge to 31 December 1995 Disposals At 31 December 1995	- - -	4,384	15 (42) ————————————————————————————————————	4,399 (42) 39,021
NET BOOK VALUE At 31 December 1995	37,738	24,899	87	62,724
At 30 June 1994 (restated)	28,761	26,440	164	55,365

The accounting treatment for oil and gas properties under Premier Group accounting policies has been adopted for Pict Petroleum's accounts. The single cost pool as disclosed previously in Pict Petroleum's accounting policy has been separated into amortised and unamortised assets.

NOTES TO THE ACCOUNTS (Continued)

INVESTMENTS (held as fixed assets)

As at 31 December 1995, the company had the following wholly-owned subsidiary undertakings, whose share capital consists solely of ordinary shares:

Company	Country of Incorporation or Registration	Business and Area of Operation	Issued Share Capital
Caber Oil Limited	Scotland	Dormant, Scotland Oil and Gas	£434,000
Pict Petroleum (Tunisia) Limited*	Scotland	Exploration, Tunisia	\$-Z
Pict Petroleum (Ireland) Limited*	Republic of Ireland	Dormant, Republic of Ireland	£2

^{*} The principal activity of the above Companies is oil and gas exploration.

11. DEBTORS

II. DEBIORS	December <u>1995</u> £'000	Restated June 1994 £'000
Trade debtors Other debtors Prepayments Taxation recoverable	2,842 32 749 16	2,632 237 610
	3,639	3,479
Amounts falling due after more than one year: Amount due from subsidiary undertaking	2,558	1,894
	6,197	5,373

NOTES TO THE ACCOUNTS (Continued)

12. CREDITORS - Amounts Falling Due Within One Year

Within One Year	December <u>1995</u> £'000	June <u>1994</u> £'000
Amounts owed to parent company Amounts owed to fellows subsidiary undertakings Corporation tax Other taxes and social security Other creditors Accruals Interest payable Repayment due on loans (see note 13)	4,690 171 142 12 - 1,975 47 - 7,037	1,632 258 - 1,856 - 3,746

Included within Accruals are amounts relating to exploration and development activities.

13. CREDITORS - Amounts Falling Due After One Year

After One Teal	December <u>1995</u> £'000	June <u>1994</u> £'000
Bank loans - Limited recourse Included in current liabilities (see note 12)	19,193	24,011 (1,856)
	19,193	22,155

Limited recourse loans, which are all denominated in US dollars, are net of any set-off cash balances and are as follows:

June 1994 - £419,000). The bank loan was guaranteed by Amerada Hess Limited. Security for the guarantee was a fixed and floating charge against the company's whole interest in the Ivanhoe/Rob Roy fields including the net sales proceeds from production and any balances on bank accounts relating thereto. Interest was payable at LIBOR plus three - eights of one per cent. Repayments were at variable rates.

The loan was fully repaid in January 1995

NOTES TO THE ACCOUNTS (Continued)

b) Scott - the net amount outstanding at 31 December 1995 was £19,193,000 (30 June 1994 - £23,592,000). The syndicate of banks has recourse to the company's whole interest in the Scott field, including sales proceeds from future production and any balances on bank accounts relating thereto. Interest is payable at floating rates linked to LIBOR. Repayments, which commenced in August 1994, will be at variable rates.

The loan was repaid in full on 14 March 1996 from the proceeds of a loan from the parent company.

14. PROVISION FOR LIABILITIES AND CHARGES

	December <u>1995</u> £'000	June <u>1994</u> £'000
Abandonment costs Deferred petroleum revenue tax	1,110 340	809 71
	1,450	880
Abandonment costs have been provided as follows:		
	December <u>1995</u> £'000	June <u>1994</u> £'000
At 1 July 1994/1993 Charge for 18 months/one year Transfer to amortised pool	809 364 (63)	643 166
At 31 December 1995/30 June 1994	1,110	809

Deferred Petroleum Revenue Tax has been provided as follows:

	1995 £'000	1994 £'000
At 1 July 1994/1993 Charge for 18 months/one year	71 269	71
At 31 December 1995/30 June 1994	340	71

June

December

NOTES TO THE ACCOUNTS (Continued)

15. SHARE CAPITAL

	Number	December 1995 £'000	Number	June <u>1994</u> £'000
Authorised Ordinary Shares of 5p each	68,000,000	3,400	68,000,000	3,400
		3,400		3,400
Called up, issued and fully j	paid			
Ordinary Shares of 5p each at 1 July 1994/1993.	51,732,581	2,587	51,565,581	2,578
Issued on exercise of executive share options	836,069	42	167,000	9
At 31 December 1995/ 30 June 1994	52,568,650	2,629	51,732,581	2,587
16. RESERVES				December 1995 £'000
Share premium account 1 July 1994 Premium on issue				27,421 864
31 December 1995				28,285
Profit and loss account As originally reported at 1 Ju Prior year adjustment	ly 1994			16,391 2,040
As restated at 1 July 1994 Transfer from Profit and Los Difference on translation of 1				18,431 10,252
and results accounted for in f				975
Accumulated profit at 31 Dec	cember 1995			29,658
Total Reserves at 31 Decem	ber 1995			57,943

NOTES TO THE ACCOUNTS (Continued)

16. RESERVES (Continued)

The 1994 comparative figures have been restated to correctly reflect transactions made with a subsidiary undertaking. The effect on the prior year financial statements is to reduce amortisation by £2,040,000, to increase tangible fixed assets by £810,000, and to increase amounts due from subsidiary undertakings by £1,230,000.

17. RECONCILIATION OF SHAREHOLDERS' FUNDS

		Restated
	December	June
	<u> 1995</u>	<u> 1994</u>
	£,000	£,000
Profit relating to the year Unrealised exchange gain/(loss) New shares issued	10,252 975 906	4,271 (376) 168
Total movements during the year Shareholders' funds at 1 July 1994/1993	12,133 48,439	4,063 44,376
Shareholders' funds at 31 December 1995/30 June 1994	60,572	48,439

18. CAPITAL COMMITMENTS AND GUARANTEES

At 31 December 1995 capital commitments on exploration and production licences totalled £5,824,000 (1994: £2,700,000) of which £442,000 had been contracted.

19. PENSIONS

The company operates a defined contribution pension scheme. Contributions prepaid at the balance sheet date were £Nil (30 June 1994 - £Nil).

20. ULTIMATE PARENT COMPANY

The Ultimate Parent Company is Premier Oil plc, a company registered in Scotland. Copies of the Group accounts are available from Premier Oil plc, 23 Lower Belgrave Street, London, SW1W 0NR.

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