
PETROGAS NORTH SEA LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017



PETROGAS NORTH SEA LIMITED

COMPANY INFORMATION

DIRECTORS	U M A Al Barwani N P Dancer K Sen T N Chapman
REGISTERED NUMBER	05470844
REGISTERED OFFICE	35 Great St. Helen's London United Kingdom EC3A 6AP
INDEPENDENT AUDITORS	Moore Stephens LLP Statutory Auditor 150 Aldersgate Street London EC1A 4AB

PETROGAS NORTH SEA LIMITED

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PETROGAS NORTH SEA LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2017

The directors present their report and the financial statements for the year ended 31 December 2017.

PRINCIPAL ACTIVITY

The principal activity is the procurement of exploration and production oil and gas licences and their operatorship and management on its own behalf or on behalf of its partner oil companies.

DIRECTORS

The directors who served during the year were:

U M A Al Barwani
N P Dancer
K Sen
T N Chapman

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the directors are required to:

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

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

DIRECTORS' INDEMNITY INSURANCE

During the reporting year the Company provided a directors' and officers' insurance policy to those in the office.

PETROGAS NORTH SEA LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2017**

DISCLOSURE OF INFORMATION TO AUDITORS

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

AUDITORS

The auditors, Moore Stephens LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

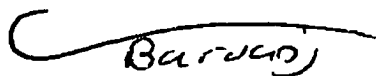
SMALL COMPANIES NOTE

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on

16/05/2018

and signed on its behalf.



U M A Al Barwani
Director

PETROGAS NORTH SEA LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF PETROGAS NORTH SEA LIMITED

OPINION

We have audited the financial statements of Petrogas North Sea Limited (the 'Company') for the year ended 31 December 2017 which comprise the Statement of Comprehensive Income, Balance Sheet, Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies set out on pages 6 to 15. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2017 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

USE OF OUR REPORT

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

CONCLUSIONS RELATING TO GOING CONCERN

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

PETROGAS NORTH SEA LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF PETROGAS NORTH SEA LIMITED (CONTINUED)

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditors' report thereon. Our opinion on the financial statements does not cover the information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

OPINION ON OTHER MATTERS PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report has been prepared in accordance with applicable legal requirements.

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' Report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Directors' Report and from the requirement to prepare a strategic report.

PETROGAS NORTH SEA LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF PETROGAS NORTH SEA LIMITED (CONTINUED)

RESPONSIBILITIES OF DIRECTORS

As explained more fully in the Directors' Responsibilities Statement on page 1, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. The description forms part of our auditors' report.



Michael Simms (Senior Statutory Auditor)

for and on behalf of
Moore Stephens LLP

Statutory Auditor

150 Aldersgate Street
London
EC1A 4AB
Date:

PETROGAS NORTH SEA LIMITED

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2017

	Note	2017 £	2016 £
Turnover		-	-
GROSS PROFIT		-	-
Administrative expenses		(73,896)	(103,435)
Other operating charges		(562)	(1,906)
OPERATING LOSS		(74,458)	(105,341)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(74,458)	(105,341)
Taxation on loss on ordinary activities	6	-	-
TOTAL COMPREHENSIVE LOSS FOR THE YEAR		(74,458)	(105,341)

The notes on pages 9 to 15 form part of these financial statements.

PETROGAS NORTH SEA LIMITED
REGISTERED NUMBER: 05470844

BALANCE SHEET
AS AT 31 DECEMBER 2017

	Note	2017 £	2016 £
FIXED ASSETS			
Intangible assets	7	601,594	17,812
		<u>601,594</u>	<u>17,812</u>
CURRENT ASSETS			
Debtors: Amounts falling due within one year	8	269	
		<u>269</u>	
Creditors: Amounts falling due within one year	9	(5,781,730)	(5,123,759)
		<u>(5,781,730)</u>	<u>(5,123,759)</u>
NET CURRENT ASSETS			
		<u>(5,781,730)</u>	<u>(5,123,759)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			
		<u>(5,180,136)</u>	<u>(5,105,678)</u>
NET DEFICIT			
		<u>(5,180,136)</u>	<u>(5,105,678)</u>
CAPITAL AND RESERVES			
Called up share capital	10	100	100
Accumulated losses		(5,180,236)	(5,105,778)
		<u>(5,180,136)</u>	<u>(5,105,678)</u>

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on



U M A Al Barwani
Director

The notes on pages 9 to 15 form part of these financial statements.

PETROGAS NORTH SEA LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2017**

	Called up share capital	Accumulated losses	Total equity
	£	£	£
At 1 January 2017	100	(5,105,778)	(5,105,678)
COMPREHENSIVE INCOME FOR THE YEAR			
Loss for the year	-	(74,458)	(74,458)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	-	(74,458)	(74,458)
AT 31 DECEMBER 2017	<u>100</u>	<u>(5,180,236)</u>	<u>(5,180,136)</u>

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2016**

	Called up share capital	Accumulated losses	Total equity
	£	£	£
At 1 January 2016	100	(5,000,437)	(5,000,337)
COMPREHENSIVE INCOME FOR THE YEAR			
Loss for the year	-	(105,341)	(105,341)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	-	(105,341)	(105,341)
AT 31 DECEMBER 2016	<u>100</u>	<u>(5,105,778)</u>	<u>(5,105,678)</u>

The notes on pages 9 to 15 form part of these financial statements.

PETROGAS NORTH SEA LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

1. GENERAL INFORMATION

Petrogas North Sea Limited ("the Company") is a private limited company incorporated in England and Wales.

These financial statements are presented in Pounds Sterling (GBP), the Company's functional currency.

The principal activity of the Company is the procurement of exploration and production oil and gas licences and their operatorship and management on its own behalf or on behalf of its partner oil companies.

2. ACCOUNTING POLICIES

2.1 Basis of preparation of financial statements

The Financial Statements have been prepared under the historical cost convention and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland and the Companies Act 2006 (FRS 102).

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies (see note 3).

The Company's exploration and development activities are generally conducted in joint arrangements with other companies. These joint arrangements are wholly risk sharing in nature and therefore fall under the FRS 102 Section 15. The Financial Statements therefore reflect the proportion of capital expenditure and operating costs applicable to the Company relative to the Company's interests.

The following principal accounting policies have been applied:

2.2 Going concern

As in previous years, Petrogas North Sea Limited has no income from its assets and is wholly dependent upon its ultimate parent company for its funding.

The ultimate parent company, Petrogas International E&P Coöperatief U.A., is a reputable enterprise having assets through its subsidiaries in the Netherlands and financially supported by its parent Petrogas E&P LLC. Considering this and all other pertinent matters, the Directors have elected to prepare these financial statements on a going concern basis.

2.3 Intangible assets

Expenditures for exploration and evaluation of oil and gas properties are reported according to the Full Cost Method. All costs attributable to exploration, drilling and evaluation of such interests are capitalised in full. The expenditures are accumulated separately for each licence right and the capitalisation of exploration and evaluation assets, or alternatively oil and gas properties depends on the development phase that has been reached.

Expenditure incurred prior to the acquisition of a licence is written off to the statement of comprehensive income as it is incurred, as is expenditure on licences that are subsequently relinquished.

PETROGAS NORTH SEA LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

2. ACCOUNTING POLICIES (CONTINUED)

2.4 Impairment of intangible assets

Assets that are not subject to depreciation or amortisation are assessed at each balance sheet date to determine whether there is any indication that the assets are impaired. Where there is any indication that an asset may be impaired, the carrying value of the asset (or cash-generating unit to which the asset has been allocated) is tested for impairment. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the assets (or CGU's) fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGU's). Non-financial assets that have been previously impaired are reviewed at each balance sheet date to assess whether there is any indication that the impairment losses recognised in prior periods may no longer exist or may have decreased.

2.5 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.6 Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other accounts receivable and payable, loans to related parties and investments in non-puttable ordinary shares.

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of Comprehensive Income.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the balance sheet date.

2.7 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

PETROGAS NORTH SEA LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

2. ACCOUNTING POLICIES (CONTINUED)

2.8 Taxation

The tax expense represents the sum of current tax and deferred tax.

The charge for current tax is based on the results for the year adjusted for items which are non-assessable or disallowed. It is calculated using tax rates that have been enacted or substantively enacted by the reporting date.

Current and deferred tax is recognised in the same component of the Statement of Comprehensive Income, Other Comprehensive Income or Equity as the transaction or event that resulted in the tax expense or income.

Deferred tax is the tax expected to be payable or recoverable on timing differences between taxable profits and the total comprehensive income as reported in the Financial Statements.

Deferred tax liabilities are recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits will be available against which timing differences can be utilised. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither taxable profit nor the total comprehensive income.

The carrying amounts of deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the assets to be recovered.

A change in deferred tax assets and liabilities as a result of a change in the tax rates or laws is recognised in profit and loss, or other comprehensive income to the extent that it relates to items previously recognised in other comprehensive income.

3. JUDGEMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In preparing the financial statements, management is required to make estimates and assumptions which affect reported income, expenses, assets and liabilities. Use of available information and application of judgement are inherent in the formation of estimates, together with past experience and expectations of future events that are believed to be reasonable under the circumstances. Actual results in the future could differ from such estimates.

The main estimates and assumptions are shown below:

Estimates and assumptions of oil and gas reserves:

The valuation of oil and gas properties is based on estimates and assumptions concerning oil and gas resources at the time of acquisition and the expected oil and gas that may be subsequently produced annually.

Impairment testing of exploration and evaluation assets as well as oil and gas properties:

The exploration and evaluation assets were impaired to its recoverable amount which was its fair value less costs to sell.

PETROGAS NORTH SEA LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2017**

4. OPERATING LOSS

The operating loss is stated after charging:

	2017 £	2016 £
Fees payable to the Company's auditor and its associates for the audit of the company's annual financial statements	5,500	3,699
Accounts preparation services	1,333	1,333
Taxation compliance services	1,217	1,217
Exchange losses	562	1,906

5. EMPLOYEES

The company has no employees other than the directors.

The directors' remuneration was borne by the parent company.

The average monthly number of employees, including directors, during the year was 4 (2016 - 4).

PETROGAS NORTH SEA LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2017

6. TAXATION

	2017 £	2016 £
TOTAL CURRENT TAX	-	-

FACTORS AFFECTING TAX CHARGE FOR THE YEAR

The tax assessed for the year is higher than (2016 - higher than) the standard rate of corporation tax in the UK of 19.25% (2016 - 20%). The differences are explained below:

	2017 £	2016 £
Loss on ordinary activities before tax	(74,458)	(105,341)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.25% (2016 - 20%)	(14,331)	(21,068)
EFFECTS OF:		
Capital allowances for year in excess of depreciation	(112,378)	(3,562)
Unrelieved tax losses carried forward	126,709	24,630
TOTAL TAX CHARGE FOR THE YEAR	-	-

FACTORS THAT MAY AFFECT FUTURE TAX CHARGES

The Finance Act (No2) 2015, which was passed on 18 November 2015, provided that the main UK corporation tax rate was reduced to 19% from 1 April 2017 and will be reduced to 17% from 2020. These changes will impact the future tax liabilities of the Company.

At 31 December 2017 the Company had tax losses amounting to £5.6m (2016: £4.9m) available for offset against future trading profits. A deferred tax asset has not been recognised in respect of these losses as the conditions for recognition have not been realised.

PETROGAS NORTH SEA LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2017**

7. INTANGIBLE ASSETS

	Exploration and appraisal costs £
COST	
At 1 January 2017	1,838,122
Additions	583,782
At 31 December 2017	<u>2,421,904</u>
AMORTISATION AND IMPAIRMENT	
At 1 January 2017	1,820,310
At 31 December 2017	<u>1,820,310</u>
NET BOOK VALUE	
At 31 December 2017	<u>601,594</u>
At 31 December 2016	<u>17,812</u>

The accumulated amortisation relates to an impairment charge recognised in 2015 as a result of the acquisition of Petrogas North Sea Limited by Petrogas International E&P Coöperatief U.A. in March 2016.

8. DEBTORS

	2017 £	2016 £
Other debtors	-	269
	<u>-</u>	<u>269</u>

All financial assets included above are at amortised cost.

PETROGAS NORTH SEA LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2017

9. CREDITORS: Amounts falling due within one year

	2017 £	2016 £
Amounts owed to group undertakings	5,552,937	5,108,728
Accruals and deferred income	228,793	15,031
	<u>5,781,730</u>	<u>5,123,759</u>

All financial liabilities included above are at amortised cost.

10. SHARE CAPITAL

	2017 £	2016 £
Allotted, called up and fully paid		
100 Ordinary shares of £1 each	<u>100</u>	<u>100</u>

All shares carry the same voting rights.

11. RELATED PARTY TRANSACTIONS

The Company has taken the FRS 102 Section 1A disclosure exemption of related party transactions with and between wholly owned subsidiaries.

12. CONTROLLING PARTY

The Company is a member of the Petrogas E&P LLC Group, with as ultimate controlling party MB Holding company (Muscat/Oman). A copy of the Petrogas E&P LLC Group financials may be obtained from Petrogas E&P LLC at Way number 6862, Building number 1742-18 Nov Street, Azaiba, P.O. Box: 353, PC112 Ruwi, on request through their website, www.petrogasep.com.