

## APPENDIX 1

### BP GROUP COMPANIES RELEVANT TO THE MERGER

#### THE BRITISH PETROLEUM COMPANY LIMITED

Share Capital:  
authorised and issued -  
£1,000,000.

Share Capital:  
authorised and issued -  
£100,000,000

Share Capital:  
authorised -  
£201,000 divided into 200,000 Ordinary Shares of £1 each and  
1,000 10% non-cumulative, non-redeemable Preference Shares  
of £1 each.  
issued -  
200,000 Ordinary Shares of £1 each, fully paid,  
300 10% non-cumulative, non-redeemable Preference Shares of  
£1 each, fully paid.

#### BP TRADING LIMITED

Shareholders:  
The British Petroleum Company Limited -  
999,999 shares of £1 each, fully paid.

\*Kenilworth Oil Company Limited - 1 Share of £1, fully paid.

#### BP CAPITAL LIMITED

Shareholders:  
BP Trading Limited -  
99,999,490 Ordinary Shares of £1 each, fully paid.

Kenilworth Oil Company Limited -  
500 Ordinary Shares of £1 each, fully paid.

\*BP Properties Limited -  
10 10% redeemable cumulative Preference Shares of £1 each,  
fully paid.

#### BP OIL LIMITED

Shareholders:  
BP Capital Limited - 199,999 Ordinary Shares  
of £1 each, fully paid.

Kenilworth Oil Company Limited - 1 Ordinary Share of £1, fully paid.

Shell-Mex and BP Limited -  
300 10% non-cumulative, non-redeemable Preference Shares of  
£1 each, fully paid.

#### ALEXANDER DUCKHAM & CO LIMITED

Share Capital:  
authorised -  
£1,250,000 divided into 5,000,000  
Ordinary Shares of 25p each.  
issued -  
£1,002,020 divided into 4,008,080  
Ordinary Shares of 25p each.

Shareholders:  
BP Oil Limited -  
4,005,280 Ordinary Shares of  
£1 each, fully paid.

Kenilworth Oil Company Limited -  
400 Ordinary Shares of £1, fully paid.

"Directors' nominee shareholdings" -  
2,400 Ordinary Shares of £1 each,  
fully paid.

#### DORCHESTER OIL TRADING COMPANY LIMITED

Share Capital:  
authorised and issued -  
£100 divided into 100 shares  
of £1 each.

Shareholders:  
BP Oil Limited -  
99 shares of £1 each, fully paid.

Kenilworth Oil Company Limited -  
1 share of £1, fully paid.

\*KENILWORTH OIL COMPANY LIMITED is a wholly-owned non-trading subsidiary of The British Petroleum Company Limited. Its shareholders are: The British Petroleum Company Limited - 99 shares of £1 each, fully paid. Melrose Oil Trading Company Limited - 1 share of £1, fully paid.

BP PROPERTIES LIMITED  
(BP Group owns 90.9% of share capital including all of equity share capital).  
Share Capital: authorised and issued - £110.

Shareholders:  
The British Petroleum Company Limited - 99 Ordinary shares of £1 each, fully paid.  
Kenilworth Oil Company Limited - 1 Ordinary share of £1, fully paid.

R F Nominees - 10 6% Redeemable Cumulative Preference Shares of £1 each, fully paid.

## APPENDIX 2

### BP Oil, Duckham and Century—product categories

The following lists of product categories are taken from information supplied by the companies. They are included for illustrative purposes, and are not intended to be exhaustive lists of each company's products.

#### A BP Oil

##### Automotive

- engine oils
- transmission oils
- speciality oils
- farm lubricants
- rust preventive
- greases

##### Industrial lubricants

- hydraulic oils
- electrical oils
- turbine oils
- gear oils
- neat cutting oils
- heat treatment oils
- soluble cutting oils
- heat transfer oils
- greases

#### B Duckham

##### Automotive

- monograde
- multigrade
- Q motor oil
- gear oils
- speciality oils

##### Anti-freeze

##### Neat cutting oils

##### Soluble cutting fluids

##### General lubricants

##### Hydraulic oils

##### Quenching oils and test fluids

##### Compressor and stationary diesel oils

##### Mould release agents

##### Greases

- general
- Bentone
- Keenomax
- filled
- special

Keenol oils

Moly-graphite oils

Preservatives

- solvent
- deposited
- oil
- jellies

Dewatering fluids

Hand cleansers

Barrier creams

Disinfectants

## **C Century**

Gear lubricants

Automotive transmission lubricants

Lubricants for diesel and petrol engines

Lubricants for compressors, vacuum pumps and refrigeration units

Synthetic lubricants for low temperature refrigeration and circulatory systems

Slideway and rock drill lubricants

Mineral hydraulic oils

Fire-resistant hydraulic fluids

Cutting fluids

Production and process products

Rope and guide lubricants

Multi purpose hydraulic and gear lubricants

General lubricating oils

Graphited oils

Kiln car oils

Penetrating oils

Lubricating greases

Fire resistant greases

Corfe greases

Rust preventives

Preservatives for hydraulic equipment

Anti-freeze/engine coolant

Lubrication equipment

Transformer oils

Skin cleansers  
Universal barrier skin cream  
Skin reconditioning cream  
Viscous liquid soaps  
Resin removal cream  
Disinfectants  
Liquid detergents  
Degreasing and dewaxing fluids  
Absorbent granules  
Non-slip floor treatment products  
Waxed car shampoos

APPENDIX 3

**Alexander Duckham & Co. Ltd. overseas sales**

<i>Volumes in '000 litres</i>	1969	1970	1971	1972	1973	1974	1975	1976
<i>Exports Direct</i>	5,689*	3,472	1,817	1,203	1,166	2,995	2,641	3,416
D.O. Ireland	1,404	1,647	1,642	1,893	1,932	2,119	2,163	2,525
BP Trading†	—	1,382	3,609	2,819	2,188	4,016	2,444	2,497
Total	7,093	6,504	7,068	5,915	5,286	9,130	7,248	8,438
<i>Overseas Blending</i>	493	690	5,133	5,552	6,762	8,793‡	6,578	8,298
<i>Overseas Subsidiary Co Sales (excluding quantities included above)</i>	100	833	1,332	2,610	3,287	3,327	3,455	3,220
<i>Total Overseas Sales</i>	7,686	8,027	13,533	14,077	15,335	21,250	17,281	19,956

\*Included deliveries to Thailand amounting to 1.2 million litres on which the Agent defaulted and the Agency was cancelled.

†This item relates to blending and filling work undertaken on a contractual basis by Duckham for BP Trading, for subsequent export.

‡Included sales into Malaysia to cover an exceptional demand during a period of a world shortage.

APPENDIX 4

Alexander Duckham & Co Ltd

CAPITAL EMPLOYED, TURNOVER, PROFIT, AND VOLUME OF SALES

Year to 31 December	Average capital employed	Sales to third parties	Profit before interest taxation and extraordinary items	Return on average capital employed	Return on turnover	Volume of sales index (base year 1972)
	(Historical cost basis) £'000	£'000	£'000	%	%	
1968	3,625	7,772	1,041	28.7	13.4	
1969	3,675	8,229	834	22.7	10.1	
1970	3,787	9,049	1,053	27.8	11.6	
1971	4,108	10,024	1,012	24.6	10.1	
1972	4,515	10,645	659	14.6	6.2	100.0
1973	5,105	11,889	1,419	27.8	11.9	103.7
1974	6,133	14,596	1,632	26.6	11.2	98.1
1975	6,964	16,350	963	13.8	5.9	87.2
1976 (Draft figures)	7,886	19,455	1,455	18.5	7.5	90.4

VALUE ADDED CALCULATION

	Years to 31 December				
	1972	1973	1974	1975	1976
	£'000	£'000	£'000	£'000	£'000
Employees remuneration	1,832	2,008	2,343	3,085	3,514
Operating profit before interest and depreciation	971	1,653	1,940	1,308	1,745
Value added	2,803	3,661	4,283	4,393	5,259
Average number of employees	959	936	903	855	817
Value added per employee:	£	£	£	£	£
Duckham	2,923	3,911	4,743	5,138	6,437
Quoted companies in manufacturing industry	2,237	2,598	2,903	3,530	4,212

Note: The above figures are taken from published accounts for 1968 to 1975 and draft accounts for 1976.

APPENDIX 5

**Alexander Duckham & Co Ltd**

**SOURCES AND APPLICATION OF FUNDS**

<i>Years ended 31 December</i>	<i>Parent and subsidiaries consolidated</i>		<i>Parent Company</i>			
	<i>1971 £'000</i>	<i>1972 £'000</i>	<i>1973 £'000</i>	<i>1974 £'000</i>	<i>1975 £'000</i>	<i>1976 £'000</i>
<i>Sources</i>						
Trading profit before interest charges (Note 1)	1,012	659	1,419	1,632	963	1,455
Movement in provisions for profits/losses of subsidiaries/associate	—	15	31	—83	—55	—7
Extraordinary items	—	100	—112	—	—	—
Depreciation	328	312	233	308	345	290
Interest payments	—60	—50	—51	—45	—46	—46
Cash funds generated from earnings	1,280	1,036	1,520	1,812	1,207	1,692
Loan from BP Oil Ltd	—	—	—	—	—	304
Proceeds from sale of fixed assets	116	36	40	20	319	36
<b>Total Sources £'000</b>	<b>1,396</b>	<b>1,072</b>	<b>1,560</b>	<b>1,832</b>	<b>1,526</b>	<b>2,032</b>
<i>Applications</i>						
Additions to fixed assets including equipment on loan to customers	334	572	349	407	474	818
Increase/decrease in long-term loans to customers	6	82	53	—64	—17	54
Increased working capital	50	28	1,062	1,105	345	810
Special payment to BP Pension Scheme	—	—	—	—	400	400
Taxation	382	—	—	—	—	—
Dividends	401	401	401	401	—	—
Other items	32	4	—11	14	26	—40
Increase/decrease in cash and short-term funds	191	—15	—294	—31	298	—10
<b>Total Applications £'000</b>	<b>1,396</b>	<b>1,072</b>	<b>1,560</b>	<b>1,832</b>	<b>1,526</b>	<b>2,032</b>

*Notes*

1. Includes provision for profits/losses of subsidiaries.
2. Up to and including 1972 the Company's published profit and loss account was consolidated to include the results of its three subsidiary companies (Duckham Oils, Ireland, South Africa, and New Zealand). Thereafter this was not considered necessary.
3. The above figures are taken from published accounts for 1971 to 1975 and draft accounts for 1976.

APPENDIX 6

Alexander Duckham & Co Ltd

ANALYSIS OF VOLUME OF SALES AND CONTRIBUTION\*

	<i>Year ended 31 December</i>			
	<i>1973</i> <i>Million</i> <i>litres</i>	<i>1974</i> <i>Million</i> <i>litres</i>	<i>1975</i> <i>Million</i> <i>litres</i>	<i>1976</i> <i>Million</i> <i>litres</i>
Volume of Sales				
Motor Oils	41.5	33.9	30.5	28.2
Industrial Oils	18.3	16.2	16.5	17.5
Overseas†	12.1	17.9	13.8	16.7
Other‡	1.8	1.7	1.3	1.5
Total	<u>73.7</u>	<u>69.7</u>	<u>62.1</u>	<u>63.9</u>
Departmental share of contribution to unallocated overheads and profit, expressed as a percentage	%	%	%	%
Motor Oils	85.7	68.0	73.7	65.4
Industrial Oils	—	12.0	5.3	15.4
Overseas	9.5	16.0	21.0	19.2
Other	4.8	4.0	—	—
Total	<u>100.0</u>	<u>100.0</u>	<u>100.0</u>	<u>100.0</u>

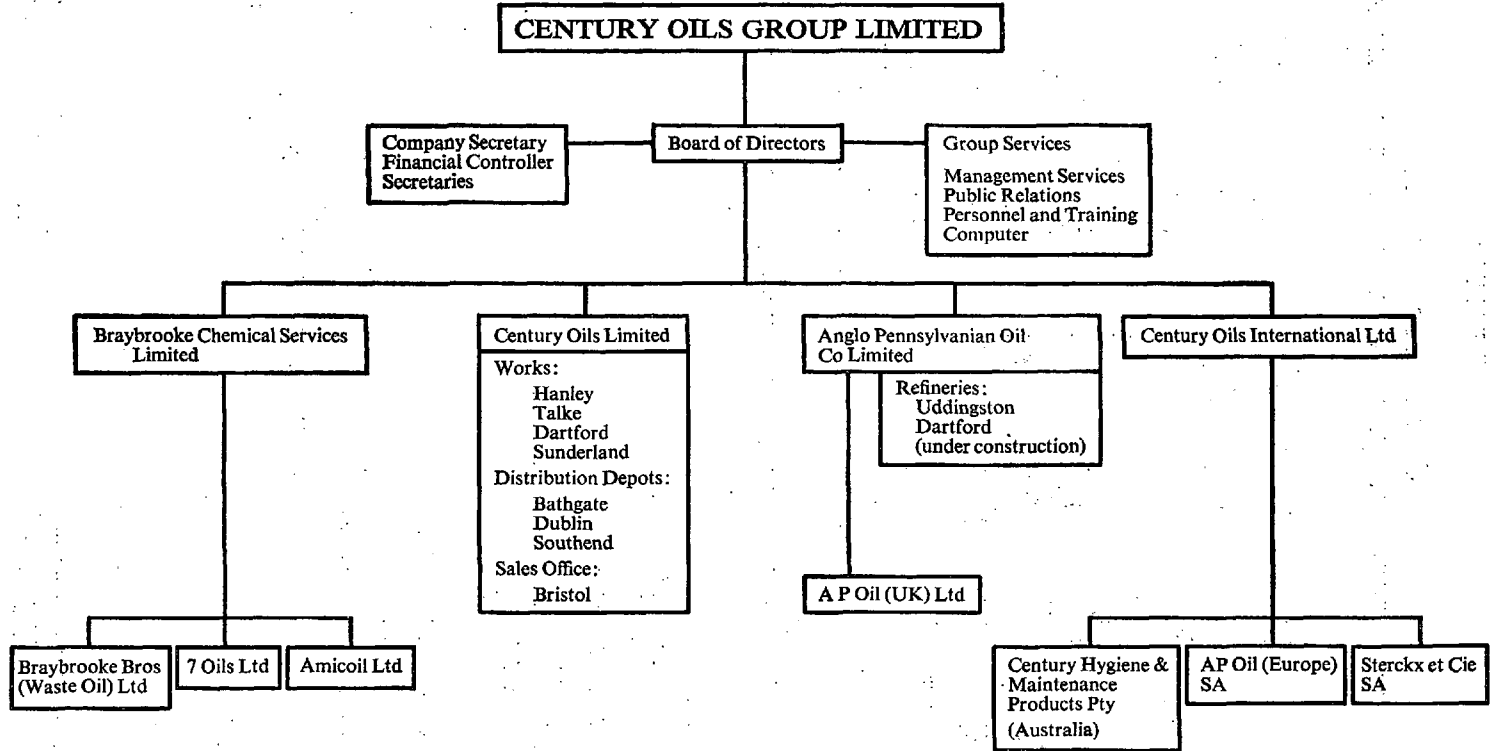
\* The contribution is after deducting manufacturing, marketing and distribution costs.

† Exports from the United Kingdom, overseas oil blending and royalties combined.

‡ Protective agents and hygiene products etc.

APPENDIX 7

CENTURY: THE GROUP STRUCTURE



APPENDIX 8

Century Oils Group Ltd

CAPITAL EMPLOYED, SALES, PROFIT, AND VOLUME SALES INDEX

Year to 31 March	Average capital employed*	Turnover to third parties (Historical cost basis)	Profit before charges interest and taxation	Return on average capital employed	Return on turnover	Volume of sales index (1972/73 = 100)
	£'000	£'000	£'000	%	%	
1967	1,221	2,242	403	33.0	18.0	Not available
1968	1,387	2,612	425	30.6	16.3	
1969	1,513	2,822	392	25.9	13.9	
1970	1,615	2,935	393	24.3	13.4	
1971	1,979	5,243	520	26.3	9.9	
1972	2,412	5,576	369	15.3	6.6	
1973	2,607	6,572	563	21.6	8.6	100
1974	3,069	7,365	678	22.1	9.2	96
1975	4,544	12,631	1,141	25.1	9.0	136
1976	6,075	14,025	945	15.6	6.7	132
<i>Half year to 30 September</i>						
1976	7,008	7,993	713	20.3†	8.9	128†

\*Capital employed excludes the surplus arising on the revaluation of fixed assets of £902,000 in 1973/74. Sources of capital employed include loan capital and bank overdrafts, future tax, and proposed dividend.

†Annual rate.

AVERAGE CAPITAL EMPLOYED—YEAR TO 31 MARCH 1976

	31 March	
	1975 £'000	1976 £'000
Capital employed:		
Net fixed assets and investments before revaluation	2,375	2,917
Net current assets	3,259	3,598
Total capital employed	5,634	6,515
Financed by:		
Shareholders interest before revaluation	2,910	3,625
Future and deferred tax	1,007	1,323
Proposed dividend	108	155
	4,025	5,103
Loans and bank overdrafts	1,609	1,412
Total, as above	5,634	6,515
Average capital employed		6,075

VALUE ADDED CALCULATION

	£'000	£'000	£'000	£'000	£'000
	1972	1973	1974	1975	1976
Employees remuneration	1,088	1,175	1,226	1,727	2,116
Profit generated from operations	467	666	802	1,330	1,181
Total value added	1,555	1,841	2,028	3,057	3,297
Average number of employees	726	716	658	754	767
Value added per employee	£	£	£	£	£
Century Oils Group Ltd	2,142	2,571	3,082	4,054	4,299
Manufacturing industry	2,237	2,598	2,903	3,530	4,212

APPENDIX 9

Century Oils Group Ltd

SOURCES AND APPLICATION OF FUNDS

	Year to 31 March					Half	5½
	1972	1973	1974	1975	1976	year	years
	£'000	£'000	£'000	£'000	£'000	to 30	to 30
						Sept	Sept
						1976	1976
						£'000	£'000
<i>Sources</i>							
Profit before interest charges and taxation	369	563	678	1,141	945	713	4,409
Deduct payments for Interest	-14	-13	-21	-133	-125	-68	-374
Taxation	-195	-106	-204	-25	-83	4	-609
Dividends	-153	-124	-142	-116	-142	-155	-832
Balance of profit	7	320	311	867	595	494	2,594
Add depreciation	98	103	124	189	236	151	901
Internal cash flow	105	423	435	1,056	831	645	3,495
Funds from other sources:							
Shares issued,							
For cash				108	477		585
As part consideration for acquisition				125			125
As payment of dividend				33			33
Sales of investments and other assets	105	73	19				197
Total sources	210	496	454	1,322	1,308	645	4,435
<i>Application</i>							
Increase in fixed assets	339	348	300	710	754	203	2,654
Purchase of subsidiary companies			61	238		517	816
Loan stock repaid	28	28	28	28	28		140
Increase/[decrease] in working capital and other items	97	[144]	564	1,527	302	195	2,541
Together	464	232	953	2,503	1,084	915	6,151
Increase/[decrease] in liquid funds*	[254]	264	[499]	[1,181]	224	[270]	[1,716]
Total uses	210	496	454	1,322	1,308	645	4,435

\*Comprising cash and bank overdrafts.