

# Serica Energy plc

## (“Serica” or the “Company”)

Results for the year ended 31 December 2014

**London, 1 June 2015** – Serica Energy plc (AIM: SQZ) today announces its financial results for the year ended 31 December 2014. The results are included below and copies are available at [www.serica-energy.com](http://www.serica-energy.com) and [www.sedar.com](http://www.sedar.com).

### Highlights

#### Erskine Field

- Transformational transaction to purchase 18% interest in Erskine field in the UK sector of North Sea agreed with BP in June 2014 near to completion:
  - Approximately 3.6 mmboe of producing, proven and probable reserves added at a cost per barrel of approximately US\$4.0
  - Adjustments for net revenue, associated liabilities and partial deferment of consideration will result in Serica receiving approximately US\$9 million on completion
  - BP to receive 13.5 million shares in Serica on completion - approximately 5% of Serica's enlarged issued share capital
  - Transaction now in mechanical completion process – completion imminent
  - Transaction very tax efficient for Serica – uses only part of the US\$186 million ring fenced corporation tax losses available to Serica
  - Substantial tax losses remain for future transactions
  - Liability for future field decommissioning sheltered. BP responsible for decommissioning costs up to a gross £174 million (£31.32 million net to Serica) adjusted for inflation
  - Provides export routes via CATS and Forties pipeline systems – additional benefits and synergies with Columbus
  - Field production has recently recommenced following long shutdown for major infrastructure improvements – expected to build over coming months

#### Columbus Field

- Focus has been on Erskine but progress is being maintained:
  - Several different export routes evaluated but export via Lomond still considered most viable
  - Extensive work on Lomond platform over winter months (which required shutdown at Erskine) is considered likely to improve performance and economics of Lomond route
  - Negotiations with Lomond owner constructive – indicative commercial proposal received which holds potential commercial solution
  - Pending agreement on infrastructure access Columbus reserves, unchanged at 5.2 mmboe, have been reclassified as contingent resources

- o Holding cost of Columbus written down to US\$34.5 million to provide for recent fall in forward oil prices

### **Exploration**

- Focus on cost control in low oil price environment. As the result of successful farm-out campaign:
  - o Serica has no major commitments in any of its licences
  - o Serica retains carries on two UK offshore wells:
    - Well to test the Doyle interest in block 113/27c deferred to 2016 – Serica 20% interest carried for well costs up to a gross cap of £11 million
    - Well to test one of the major High Pressure High Temperature (“HPHT”) prospects in block 22/19c deferred to 2017 – Serica 15% interest fully carried
  - o In Morocco, well SM-1 drilled to test the Nour prospect encountered oil in fractured carbonates and produced oil to surface but testing was inconclusive
  - o In Namibia, Ireland and other UK licences focus is on cost control pending recovery in the farm-out market - efforts to find partners continue

### **Financials**

- Year end net current assets of US\$8.2 million (including cash balances of US\$9.9 million), nil debt
- Cash balances will be enhanced post year end by payment of approximately US\$9 million due on completion of Erskine transaction
- Major cost reductions implemented since year end – core overhead costs reduced by more than half
- Loss before tax from continuing operations of US\$35.6 million after charges of:
  - o US\$17.5 million impairment of Columbus asset
  - o US\$12.5 million E&E asset write-offs in Morocco

### **Corporate**

The Company announces a number of changes to the Board of Directors

- Mitch Flegg, COO, has accepted the job of CEO with another AIM listed independent and left the Board on 29 May to take up his new position
- Chris Hearne, CFO, has accepted the job of CFO with another independent and left the Board on 31 May to take up his new role
- Tony Craven Walker, Chairman, who has been also been acting as Interim Chief Executive, will take up the position of Executive Chairman from 1 June whilst the Company reviews the need to replace the positions left vacant by Chris and Mitch
- Steve Theede, who has been a non-executive director since mid-2007 will be retiring from the Board at the end of the 2015 AGM

### **Strategy**

- Following completion of the Erskine transaction, the Company is focussed on securing further buying opportunities which take advantage of the Company's tax position, expertise and

extensive industry contacts and will be evaluating partnering opportunities to do this as well as other financings

- Efforts to bring forward drilling opportunities and to resolve the issues at Columbus to secure field development will continue

**Tony Craven Walker, Serica's Chairman commented:**

*"I am delighted that, in a very difficult environment, Serica has been able to bring to imminent completion the purchase of an interest in a producing North Sea oil field which brings considerable potential to add further value to the Company's asset mix. The completion of the purchase of an 18% interest in the Erskine field improves our immediate cash resources, brings us a tax efficient income stream and provides synergies for the development of the nearby Columbus gas field in which Serica has a significant holding. The field has now restarted production after a long winter shutdown and performance is expected to benefit from the major investment that has recently been made to the Lomond platform, an integral part of Erskine's export infrastructure. We intend to work with the Erskine participants to evaluate ways in which we can further improve the field's operating performance.*

*We do this from a position of low operating overheads. We responded to the downturn in oil prices by cutting our operating overheads drastically. If the Erskine field produces as planned, Serica has the financial resources, an exciting asset mix and very low overhead to pursue different ways of releasing the value inherent in our portfolio. There is considerable opportunity to add value to Erskine by improving downstream performance, to realise the value of Columbus through field development, to enhance the value of our exploration assets through the drill bit, particularly where we are carried, and to extract the full value of our tax position through further acquisitions, potentially in partnership with others.*

*We plan to follow these objectives aggressively in 2015 and beyond. With no debt and all future drilling commitments sheltered through farm out and with a production base now secured we are able to look forward to realising the value inherent in our portfolio to the benefit of all shareholders."*

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## **NOTES TO EDITORS**

Serica Energy is an oil and gas exploration and production company with exploration, development and production assets in the UK and Norway and exploration interests in the Atlantic margins offshore Ireland and West Africa. The Company is in partnership with other companies in its licences offshore UK, Ireland, Morocco and Namibia. Further information on the Company can be found at [www.serica-energy.com](http://www.serica-energy.com).

The technical information contained in the announcement has been reviewed and approved by Mitch Flegg. Mitch Flegg (BSc in Physics from Birmingham University) has 33 years of experience in oil & gas exploration and development and is a member of the Society of Petroleum Engineers (SPE) and the Petroleum Exploration Society of Great Britain (PESGB).

The Company is listed on AIM under the ticker SQZ and is a designated foreign issuer on the TSX. To receive Company news releases via email, please contact [serica@instinctif.com](mailto:serica@instinctif.com) and specify "Serica press releases" in the subject line.

## **FORWARD LOOKING STATEMENTS**

This disclosure contains certain forward looking statements that involve substantial known and unknown risks and uncertainties, some of which are beyond Serica Energy plc's control, including: geological, geophysical and technical risk, the impact of general economic conditions where Serica Energy plc operates, industry conditions, changes in laws and regulations including the adoption of new environmental laws and regulations and changes in how they are interpreted and enforced, increased competition, the lack of availability of qualified personnel or management, fluctuations in foreign exchange or interest rates, stock market volatility and market valuations of companies with respect to announced transactions and the final valuations thereof, and obtaining required approvals of regulatory authorities. Serica Energy plc's actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward looking statements and, accordingly, no assurances can be given that any of the events anticipated by the forward looking statements will transpire or occur, or if any of them do so, what benefits, including the amount of proceeds, that Serica Energy plc will derive therefrom.

## **CHAIRMAN'S STATEMENT**

Dear Shareholder

2014 was a torrid year for upstream oil and gas companies and a particularly difficult year for the independents. Serica was no exception. We had to contend with an ever increasing industry cost base, increasing transaction complexity, high taxation levels and an oil price collapse. As a result capital markets showed a reluctance to invest and funds to build our business all but dried up.

Serica's reaction has been to cut its operating cost base drastically whilst, at the same time, seeking to rebase our operations and strengthen our finances by acquiring a production base in an area of the North Sea which we know well, where our tax position gives us an advantage and where we believe material value can be added. We are doing this whilst trying to preserve the potential which we continue to see in our exploration acreage elsewhere, particularly offshore Namibia and Ireland, although we believe it will be some time before the economics of deep water drilling bring renewed interest there.

The first part of this strategy was the agreement reached in June 2014 to purchase an 18% interest in the Central North Sea Erskine field from BP. Erskine lies close to our existing Columbus discovery and produces gas rich in condensate through an infrastructure system that Serica has been trying for years to access. The complexities of North Sea agreements, the tightness of markets and the collapse in oil prices at the end of 2014 have delayed closing of this transaction but I am delighted to report that the transaction is expected to complete imminently.

The acquisition brings material benefits to Serica. It adds approximately 3.6 mboe (effective 1 January 2014) of producing, proven and probable oil and gas reserves net to Serica at a cost per barrel of approximately US\$4. In addition, as the result of adjustments at completion to account for net revenue since the effective acquisition date and deferral of part of the consideration payable, the Company is receiving a cash payment of approximately US\$9 million from BP at completion which enhances our working capital position. Net current assets at year end 2014 stood at US\$8.2 million, including cash balances of US\$9.9 million. BP will also receive a meaningful equity stake in Serica. As part of the working capital adjustments at completion this has been set at 13.5 million shares, approximately 5% of Serica's enlarged issued share capital.

In addition to improving our immediate cash resources and bringing cash flow to the Company, the purchase of an interest in Erskine is a very important step for Serica. It brings us production from a field where there is significant room for improved productivity. During 2014 the field showed it was capable of producing up to 4,000 boepd net to Serica but only averaged around 1,100 boepd as the result of poor infrastructure performance downstream (excluding the period of planned shutdown). Erskine recommenced production in late May after being closed late last summer to enable major works to be undertaken on the Lomond field through which it produces. It is the intention of all field participants to improve production performance radically by focussing on downstream infrastructure performance and Serica will be working closely with Chevron, the field operator, and BG, the operator of Lomond and also a partner in Erskine, to achieve this. If we are successful in this endeavour it will bring significant returns for Serica.

The value of Erskine is also enhanced significantly as a result of our tax position. At the year end this amounted to approximately US\$186 million of unused Ring Fence Corporation Tax losses from past UK investment made by Serica. This is a valuable asset which can be used to offset tax liabilities, not only from Erskine but also from other UK producing fields whether acquired or, in the instance of Columbus, developed by the Company.

The transaction therefore brings many valuable benefits to Serica. It is our intention to use our contacts, expertise and the benefits of our tax position to build on this to expand Serica's position in the North Sea in anticipation of a recovery in oil prices over the medium term and we will now be seeking financial partners with whom we can build on these advantages. We already have the Columbus discovery and a 15% interest in the very interesting 22/19c block lying nearby, in which we have two clear large HPHT prospects and a full carry on the first well. Acquiring an interest in Erskine and access to nearby infrastructure is complementary to this and provides a platform with which, with a fair wind, renewed interest from financial markets and strong partners, we can build our business and realise the considerable potential in our assets to the benefit of shareholders.

We are now able to review how we might progress Columbus. We are currently evaluating a proposal received from the Lomond field operator for the handling of Columbus gas and condensate. Pending a decision on export routes for Columbus, we have taken the step of reclassifying Columbus reserves, which stand at 5.2 mmboe, as contingent resources. It is expected that these resources will be reclassified as reserves once the decision on an export route and field development has been taken. Post the acquisition of Erskine our oil and gas resources therefore stand at approximately 3.3 mmboe of producing, proven and probable reserves in Erskine (after 2014 production) and approximately 5.2 mmboe of oil and gas resources in Columbus contingent on infrastructure access. We have also written down the investment in Columbus to a level which takes account of the recent fall in forward oil prices.

We do this in parallel with maintaining our exploration interests elsewhere in the UK, Namibia and Ireland. Following recent drilling results we are reviewing our position in Morocco. Prudent and careful risk management and cash constraints in a difficult market have resulted in us having no debt and no material commitments. All the commitments relating to our licences have been met in full and the reality of the current industry retrenchment has meant that we are dealing with government agencies who are sympathetic to extending licence terms and reducing costs. In the UK we have seen the government reduce the heavy tax burden and more needs to be done. In parallel there are now clear signs that major operators and the service companies recognise that costs must be cut and practices changed, both offshore and in head office functions, if profitability is to be restored and jobs retained. In the North Sea it is a critical moment but I am optimistic that the ability of the industry and the government to recognise the need for change will result in significant improvement with the consequence that investment will return.

Whilst we have been trying to build for the future we have also made major cuts to our operating overheads. The two things work in opposite directions but, with the backdrop of tight financial markets, both have been essential. Since the start of 2015 our monthly overhead costs have been reduced by more than half. This includes a major reduction in office space, a reduction in staff levels to the absolute minimum, delisting in Canada and cut-backs in offshore work programmes. As part of this the non-executive directors have also taken a 50% cut in fees since the start of the year and I have taken a 67% cut. Of course, we have to be prepared to pay the full cost of talent if we are to grow and a balance has to be met. I believe we are now at the minimum level compatible with growing the Company and we will be looking to restore the balances as conditions improve.

We have announced earlier this month that Chris Hearne, our Finance Director, has accepted a new role with a US independent and will be leaving Serica at the end of May. We have also announced that Mitch Flegg, our COO, has accepted the role of CEO at another AIM listed independent. Whilst we are very sorry to lose the services of these two highly experienced individuals I am delighted that their talents have been recognised and I am sure that all shareholders will want to wish them well in their new careers. On a personal level, I would like to thank them both for their commitment to the Company. They have put in place a solid team on both the operational and finance

sides which has all the experience needed to meet the Company's needs and I am confident that we have all the skills needed to build as market conditions improve.

As shareholders will be aware, I have been taking the role as acting CEO as well as non-executive Chairman whilst we sought to reposition the Company and strengthen the Company's balance sheet. This has taken far longer to achieve than anticipated. We still have further steps to make to place the Company on a sounder financial footing but I believe the Erskine deal will go a considerable way to helping us to achieve that. Whilst we pursue the various objectives to give the Company the resources to maximise the value of what is a small but potentially a very exciting portfolio I shall be continuing to provide executive continuity to enable us to achieve that and will be taking the role of Executive Chairman from 1 June whilst we review the need to replace the positions left vacant by Mitch and Chris. I am supported by a small but very talented team of employees and retained consultants who have the experience and knowledge of our assets and the commitment that is needed.

We are also announcing changes at the non-executive level. Steve Theede, will not be standing for re-election at the Annual General Meeting and will be standing down at the end of that meeting. Steve has been on the Board since mid-2007 and his experience and counsel have been invaluable to the Board during very difficult times for the industry. Steve has moved to the USA and, whilst his input now that we are about to enter the North Sea production phase would be invaluable, he and we agree that it is difficult for him to provide that from such a distance. I would like to thank him for all that he has done to assist and promote the Company's interests. It goes without saying that all these Board changes will further cut the Company's overhead costs and I believe that we are now operating at the minimum level consistent with the need also to build the Company.

The past year has been difficult for all independents but I believe that Serica has weathered the storm and emerges a considerably strengthened company as the direct result of steps taken by management to reduce overhead costs, farm-out licence obligations and, importantly, to conclude the acquisition of a strategically important interest in a producing North Sea field where there is considerable upside for improved performance. The acquisition of the interest in Erskine gives Serica both access to important infrastructure and a meaningful cash flow profile which, if its full potential is realised, will bring considerable benefit to shareholders and open up significant new opportunities for Serica.

Shareholders continue to enjoy exposure to high impact exploration both in the UK and overseas but with licence commitments now reduced to virtually zero as the result of our successful farm-out campaign. Wells are still planned for both the Doyle prospect in the East Irish Sea, where we are carried for the first £11 million of gross drilling costs, and to test the very significant HPHT prospects in Block 22/19c, where we have a fully carried 15% interest. The timing has slipped in the current environment but the wells are expected to be drilled in 2016 and 2017 respectively and hold great promise for the Company at very little cost to shareholders.

In short, if Erskine produces as planned, Serica has the financial resources, an exciting asset mix and very low overhead to pursue different ways of releasing the value inherent in Serica's portfolio. There is considerable opportunity to add value to Erskine by improving downstream performance, to realise the value of Columbus through field development, to enhance the value of our exploration assets through the drill bit, particularly where we are carried, and to extract full value of our tax position through further acquisitions, potentially in partnership with others. We plan to follow these objectives aggressively in 2015 and beyond.

Tony Craven Walker  
Chairman  
29 May 2015

## **STRATEGIC REPORT**

The following Strategic Report of the operations and financial results of Serica Energy plc and its subsidiaries (the "Group") should be read in conjunction with Serica's consolidated financial statements for the year ended 31 December 2014.

References to the "Company" include Serica and its subsidiaries where relevant. All figures are reported in US dollars ("US\$") unless otherwise stated.

Although the Company delisted from the TSX in March 2015, the Company is a "designated foreign issuer" as that term is defined under National Instrument 71-102 - *Continuous Disclosure and Other Exemptions Relating to Foreign Issuers*. The Company is subject to the foreign regulatory requirements of the Alternative Investment Market of the London Stock Exchange in the United Kingdom.

Serica is an oil and gas company with exploration and development activities based in the UK, Ireland, Namibia and Morocco, and an economic interest in an oilfield offshore Norway.



## **REVIEW OF OPERATIONS**

### ***UK Operations***

#### *Erskine Acquisition*

In June 2014, Serica announced that agreement had been reached with BP in an innovative deal for the Company to acquire an 18% interest in UK blocks 23/26a (Area B) and 23/26b (Area B), located in the UK Central North Sea and containing the Erskine field. The other partners in the field are BG and Chevron (operator). The transaction, which will be completed imminently, provides the Company with a tax efficient income stream and increases Serica's 2P reserves by an estimated 3.6 mmboe effective 1 January 2014 (Company estimates).

The key elements to the transaction, announced in June 2014, provided for a consideration payable to BP of US\$11.1 million in cash plus 27 million new Ordinary Shares in Serica on completion subject to certain working capital adjustments to account for revenue and cost items occurring after the effective date of 1 January 2014. Completion arrangements provide that the US\$11.1 million cash element is to be paid in four equal instalments; the first at completion followed by payments in July 2016, July 2017 and July 2018. As a result of these working capital adjustments, Serica will receive a completion cash sum amounting to approximately US\$9 million net of the first tranche of cash consideration payable on completion, whilst the share element has also been reduced to 13.5 million new Ordinary Shares, representing approximately 5.1% of Serica's enlarged issued share capital.

Field production offers the balance of both gas and oil condensate revenues. Realised gas prices for the field during 2014 averaged 41 pence per therm and forward gas prices support expectations of continuing healthy gas demand in the UK. Realised oil prices for the field during 2014 averaged US\$100 per barrel, including 55,000 barrels of overlift, thus insulating Serica from the impact of market oil prices over recent months and for the first couple of months following production restart.

The transaction contains provisions for decommissioning which are also innovative in the North Sea and recognise the need to share these costs between the buyer and seller. Decommissioning at the end of field life has been provided for on the basis that BP will meet all decommissioning costs up to the current estimate for decommissioning agreed by Serica and BP. This has been fixed at a gross £174.0 million (£31.32 million net to Serica) with this figure adjusted for inflation and Serica only being responsible for any costs above the inflated level.

The Erskine transaction brings a tax efficient income stream to Serica. Net production from Erskine for the year 2014 accruing to the interest acquired was in excess of 317,000 boe. This was lower than expected due to extended periods of shutdown for both planned and unplanned maintenance programmes on the Lomond platform which provides processing facilities for the Erskine production fluids. This extensive maintenance programme has continued in 2015 but has now been completed and the field is back in production. It is expected that the impact of this maintenance programme will be to improve the field uptime for the remainder of 2015. Initial production will be used to reduce an overlift position acquired at completion.

We also expect to derive significant additional benefit from the strong synergies with Serica's existing operations. The Erskine, Lomond and Columbus assets are clearly inter-related and the transaction is significant for the Company in view of our efforts to build a stronger position in the area around Columbus. It will give us a position in the nearby infrastructure and more closely align Serica with Chevron and BG as operators of Erskine and Lomond respectively. This is important in our efforts to find a solution to develop Columbus.

## *Columbus Development*

The main challenge for Serica in the UK during 2014 has been how to resolve the delay in the Columbus field development resulting from BG's decision early in 2013 not to build the Bridge Linked Platform at Lomond, then an integral part of our plans to develop Columbus. Technical work conducted during 2014 has considered several alternative offtake routes and confirmed that Lomond provides the easiest and most cost effective offtake route for Columbus. The acquisition of an interest in Erskine, which also uses the facilities at Lomond, helps us with this process. We are therefore continuing with our efforts to seek a commercial solution which will provide an acceptable and proportionate commercial return to the Columbus partners whilst also providing the Lomond Operator with a reasonable return on its risk and investment.

The Wood Report, commissioned by DECC, focuses wholly on the problems experienced by the operators of smaller fields to gain access to infrastructure on terms which provide sufficient returns for the field partners. Implementation of this report, the findings of which DECC have accepted in full, will be fundamental to ensuring that small discoveries are not left stranded in the North Sea, particularly at a time of uncertainty in the security of energy supplies. Amongst other findings, the report advocates stronger co-operation and greater alignment between North Sea operators to open up greater sharing of facilities.

Our efforts to gain access to infrastructure related to Columbus are wholly in line with these findings of the Wood Report and are intended to lead to greater co-operation on infrastructure sharing. In the light of these findings, constructive negotiations have continued with the Lomond owner who has provided indicative commercial principles upon which they are prepared to negotiate with the Columbus owners with a view to reaching agreement on terms which are acceptable to both parties.

Falling oil prices in the second half of 2014 have an effect on the Columbus field economics, however more than two-thirds of the economic value of Columbus is derived from gas rather than condensate sales and expected reductions in field development costs will have an offsetting effect. UK gas prices have remained relatively strong compared to condensate prices (which are strongly linked to oil prices). The oil price fall has to some extent also been offset by UK tax changes. From 1 January 2015, the rate of Supplementary Charge (SC) will be 20 per cent – a further reduction of 10 percentage points in addition to the 2 percentage point cut announced in the Chancellor's Autumn Statement. This reduces the headline rate of tax from 62% to 50%.

The fall in oil prices has also led to reduced capital expenditure across the industry which in turn has already led to significant cost reductions throughout the supply chain. In particular, drilling rig costs have fallen significantly and lower rig rates will lead to significantly lower well costs for Columbus. Similarly, it is expected that future development capital and operating costs will also fall which should also assist the field economics. Consequently, given the complexities and the many moving parts involved, we expect negotiations with the Lomond owners to continue throughout 2015. The current licence expires in December 2015 and discussions have commenced with DECC to extend this.

Independent consultant Netherland, Sewell & Associates, Inc ("NSAI") carried out a reserves report on the Columbus field for the end of 2013. This report estimated that the gross Proved plus Probable Reserves of the field are 66.0 bcf of gas and 4.5 mmbbl of liquids, a total of 15.5 mmboe. Serica holds a 50% interest in those Columbus reserves lying in Block 23/16f. After providing for reserves lying in the adjacent Block, NSAI estimates the Company's share of proved and probable reserves in the field to be 21.9 bcf of sales gas and 1.5 mmbbl of liquids, a net 5.2 mmboe to Serica. The directors of Serica believe that in the current oil price environment, it is appropriate for these to now be properly considered as Contingent Resources rather than the previous categorisation as Reserves. In view of the re-classification and since no new information

relating to the field was obtained in 2014, it was not considered cost effective or necessary to obtain an updated report at the end of 2014.

### *Exploration*

#### Central North Sea: Block 22/19c

Block 22/19c is located approximately 20 kilometres to the west of Serica's Columbus field. Following the farm-out of an 85% interest to JX Nippon in 2012, Serica has a 15% interest in the block and has a full carry on this licence up to and including the drilling of an exploration well.

In 1H 2014 JX Nippon executed and completed an agreement with ENI for the latter to join the block as operator with a 50% interest.

The group has identified significant deep High Pressure High Temperature ("HPHT") potential in the Jurassic and Triassic and ENI bring considerable experience in HPHT technology. A site survey is expected to be acquired in 2016 in preparation for drilling an HPHT exploration well in 2017.

A Competent Person's Report ("CPR") conducted by NSAI and commissioned by Serica, has assessed the highest ranked prospect, Rowallan, to contain between a P<sub>90</sub> of 40mmboe and a P<sub>10</sub> of 243mmboe of unrisks prospective gross resources.

#### Central North Sea: Block 15/21g and 15/21a (part) – Spaniards Appraisal

Serica has a 21% interest in the amalgamated area of Block 15/21g and Block 15/21a (part). The focus of the 2014 work programme was to mature the Spaniards West prospect so that a decision can be made whether to drill another well or withdraw from the licence. This work has not resulted in an economically viable well proposal and so it is likely that Serica will exit this licence during 2015.

#### Southern North Sea: Blocks 47/2b (Split), 47/3g (Split), 47/7 (Split) & 47/8d (Part)

Serica has a 37.5% interest in these blocks which are operated by Centrica. These blocks are contiguous part blocks immediately adjacent to the producing York field, also operated by Centrica.

A number of gas prospects, including a possible extension to the York field, have been identified on the blocks at Leman (Permian) level with additional leads at Namurian (Carboniferous) level. The work obligation, comprising a 3D seismic acquisition survey and reprocessing of existing seismic data, has been completed. A drilling decision on one of the prospects will be made during 2015.

#### East Irish Sea: Block 110/8b

Serica has a 100% interest and operatorship of Block 110/8b. Interpretation of existing data has been completed and work is ongoing to complete the minor outstanding work programme commitments.

#### East Irish Sea: Blocks 113/26b and 113/27c - Doyle Prospect

In August 2014, following the receipt of the required approvals, the Company announced the completion of the agreement with Centrica, through Centrica's subsidiary Hydrocarbon Resources Limited ("HRL"), for the farm-out of UK East Irish Sea Blocks 113/26b and 27c. Under the agreement, HRL acquired an operated 45% interest in the licence, while Serica has retained 20%, in consideration for HRL bearing Serica's share of costs associated with the drilling of an exploration well up to a gross cap of £11 million.

A Triassic gas prospect, the Doyle prospect, lies in the north of Block 113/27c. A fault and dip closed structure; this prospect has been fully matured and is ready to drill. The site survey has been completed and the well was expected to be drilled in early 2015. However, the Operator of the block has now chosen not to drill the well in this timeframe.

DECC has agreed a nine month extension to Licence P1482 (to the end of December 2015) in order to allow the partnership to present a clear forward plan to drill the exploration well.

#### East Irish Sea: Block 113/22a

In November 2013 Serica was awarded a traditional licence in the 27th Offshore Licensing Round, announced by DECC. Block 113/22a in the East Irish Sea was awarded to a group in which Serica had a 35% operated interest.

This block is adjacent to Serica Block 113/27c and the farm-out agreement for Blocks 113/26b and 113/27c with Centrica noted above, extended to the new licence offered. Following the completion of the farm-out in August, Serica has a 20% interest both in the Block 113/22a and in Blocks 113/26b & 27c. The other participants in the licence award are HRL 45% (and operator), MPX Limited 25% and Agora Limited (a subsidiary of Cairn Energy) 10%.

The Doyle prospect in Block 113/27c is believed to extend into Block 113/22a.

## **Ireland**

### Frontier Exploration Licence 1/09: Blocks 5/17, 5/18, 5/22, 5/23, 5/27, and 5/28 - Muckish Prospects

Serica holds a 100% working interest in six blocks in this licence covering a total area of 993 square kilometres in the north-eastern part of the Rockall Basin off the west coast of Ireland.

A large exploration gas condensate prospect, Muckish, has been fully delineated from 3D seismic data in Blocks 5/22 and 5/23. Muckish is analogous to the nearby Dooish gas condensate discovery and provides material upside in a proven hydrocarbon basin. The evaluation of 3D seismic data coverage and the nearby Dooish gas-condensate discovery, give confidence in the potential of the prospect which covers an area of approximately 30 square kilometres with over 600 metres of vertical closure in a water depth of 1,450 metres. The NSAI CPR attributes P<sub>50</sub> unrisks prospective resources of 677bcf (with a range from a P<sub>90</sub> of 155bcf to a P<sub>10</sub> of 3.4tcf) to the Muckish prospect with a geological risk factor of 26%.

It is Serica's intention to find one or more farm-in partners prior to entering the next phase of the licence which would involve committing to the drilling of an exploration well. A data room was open in 2014 but economic concerns driven largely by falling oil prices mean that a farm-in partner has not yet been secured. In March 2015, Serica made a request to the Department of Communications, Energy and Natural Resource for a further two year extension to the first phase of the licence in order to allow time to complete the farm-out process. At the same time Serica also submitted a relinquishment proposal, retaining 39% of the licence area around the key prospect. Post relinquishment the licence will cover 364 square kilometres thus reducing the licence fees significantly.

Frontier Exploration Licence 4/13 - Blocks 11/10, 11/15, 12/1(part), 12/6 and 12/11(part) - Midleton and Derryveagh Prospects

In December 2013, following the initial two year period of the licence award, Serica converted Licence Option 11/01, also located in the Rockall Basin, into a full Frontier Exploration Licence ("FEL"). Following a mandatory 25% relinquishment at the time of the option conversion into FEL 4/13, the three blocks and two part blocks now cover an area of approximately 925 square kilometres.

The area covered by the licence contains two pre-Cretaceous fault block prospects, Midleton and West Midleton which are analogous to the proven gas-condensate bearing Dooish discovery lying immediately to the east. These complement and provide additional diversity to the Muckish prospect lying in Serica's acreage just to the north east and the award will enable a comprehensive exploration programme covering the Muckish and Midleton prospects.

2D and 3D seismic reprocessing work and other geological studies have firmed up these pre-Cretaceous prospects and have also identified the Derryveagh Prospect, a deepwater fan supported by a seismic anomaly. The Derryveagh prospect overlies the Midleton prospect and so could be penetrated by a single dual objective well.

Frontier Exploration Licence 01/06: Blocks 27/4 (part), 27/5 (part) and 27/9 (part) - Liffey & Boyne Prospects

Licence FEL 1/06 covers an area of approximately 305 square kilometres in the Slyne Basin off the west coast of Ireland. Serica (operator) holds a 50% interest in three blocks which lie some 40 kilometres south of the Corrib discovery, which has reserves of approximately 800 bcf of gas.

In 2009 Serica drilled a well (Bandon) on the blocks and found a new oil play in a shallow high quality Jurassic reservoir, the Bandon discovery. Deeper prospects, such as the Boyne and Liffey prospects, have been identified with the potential for commercial accumulations.

The Company, in partnership with RWE, has launched a farm-out campaign to follow up on the 2009 Bandon oil discovery made by Serica. Subject to identifying a suitable partner or partners a well is targeted to be drilled on the Boyne prospect in 2016.

The Irish authorities commissioned a Wood Mackenzie report into the fiscal regime; the results of the review were announced on 18 June 2014. This was considered to have a delaying effect on the farm-out market as companies awaited its recommendations. The recommendations to increase the maximum rate of tax applying to new licences from 40% to 55%, importantly do not apply to existing licences (such as 01/06).

NSAI in their CPR attribute  $P_{50}$  gross unrisks prospective resources (for the combined Jurassic and Triassic objectives in Boyne and Liffey) of 215mmboe (with a range from a  $P_{90}$  of 56mmboe to a  $P_{10}$  of 824mmboe).

## **Namibia**

Luderitz Basin: Blocks 2512A, 2513A, 2513B and 2612A (part)

Serica has an 85% interest in a Petroleum Agreement covering Blocks 2512A, 2513A, 2513B and 2612A (part) in the Luderitz Basin, offshore Namibia in partnership with The National Petroleum Corporation of Namibia (Pty) Limited ("NAMCOR") and Indigenous Energy (Pty) Limited. The blocks lie in the centre of the basin and cover a total area of approximately 17,400 square kilometres.

Interpretation of the 4,180 square kilometre 2012 3D seismic survey undertaken by Serica helped delineate the size and nature of Prospect B, one of three large structures identified on the licence at Lower Cretaceous (Barremian) level, and to examine prospectivity at shallower levels.

The results of this work confirmed Prospect B as having the clear characteristics of a large carbonate platform extending over 700 square kilometres with a vertical closure of up to 300 metres. The expectation of a predominantly carbonate structure has been reinforced by third party drilling elsewhere in Namibia which has proven the presence of large structures with associated carbonate build-up at Lower Cretaceous level.

An independent assessment of the unrisks prospective resources contained in our Namibian licence has been performed by NSAI and covers prospects which have been mapped from early 2D seismic as well as the highly detailed 3D. This CPR recognises the multi-prospect nature of the licence and gives a combined best estimate of gross unrisks prospective oil resources associated with 7 prospects and 2 leads identified on licence of 2,297 million barrels and 437 million barrels respectively. It also states that Prospect B at the primary Barremian level alone contains P<sub>50</sub> unrisks prospective recoverable oil resources of 623 million barrels (with a P<sub>90</sub> to P<sub>10</sub> range of 138 million to 2.81 billion barrels). The report gives a geological risk factor of 16%.

In 1H 2014 Serica commenced a farm-out process to attract one or more new partners to enter the Joint Venture arrangement. However the farm-out market in Namibia has been extremely challenging due to the fall in oil price and also due to the negative market sentiment caused by the lack of commercial success encountered in recent wells drilled by other operators in Namibia. These wells have all been in different basins from the Serica acreage and have limited geological significance for our prospects.

In September 2014, the Ministry of Mines and Energy granted Serica a one year extension to the licence in order to allow more time to complete the farm-out process and secure a partner to commit to an exploration well on the licence. If a farm-in partner has not been secured by Q4 2015 then a further extension to the licence may be sought.

## **Morocco**

### Sidi Moussa and Fom Draa Petroleum Agreements

Serica holds licence interests in the Sidi Moussa and adjacent Fom Draa Petroleum Agreements offshore Morocco. The blocks cover a total area of approximately 8,375 square kilometres in the sparsely explored Tarfaya-Ifni Basin and extend from the Moroccan coastline into water depths reaching a maximum of 2,000 metres. The Tarfaya-Ifni Basin is geologically analogous to the oil producing salt basins of West Africa. Under the terms of the licence agreements the participants are required to carry the State oil company ONHYM for a 25% interest through the exploration and appraisal phase. Both licences are currently in the First Extension Period, which entailed the drilling of a commitment well in each block.

#### *Sidi Moussa*

Serica has a 5% working interest in the Sidi Moussa licence and cost exposure is considerably limited under a farm-out agreement whereby the operator Genel carried Serica's retained 5% working interest and the associated share of the state oil company interest for the first US\$50million of gross well costs. The rig *Noble Paul Romano* was contracted by Genel and the SM-1 well spudded on 30<sup>th</sup> July 2014 to evaluate the Nour prospect. The well was drilled to a total depth of 2,825 metres and encountered oil in fractured and brecciated cavernous Upper Jurassic carbonates. During the course of drilling and well control operations, 26 degree API oil was produced to surface with the drilling fluids. A subsequent testing programme confirmed the presence of oil but it was not possible to achieve all of the objectives of the testing programme, most likely as a

consequence of the significant reservoir damage suffered during the earlier well control operations.

The forward work programme is to complete the interpretation of the well data and to integrate the results with existing subsurface models. This programme is being completed in a cost-effective manner and will result in a decision on whether to continue in this licence, by Q3 2015.

#### *Foum Draa*

Following a farm-out to Cairn Energy, Serica has an 8.33% interest in the Foum Draa licence and in late 2013 the FD-1 well was drilled. Although commercial hydrocarbons and clastic reservoir rocks were not found, gas shows were encountered indicating an active thermogenic petroleum system. The well was plugged and abandoned. Under the terms of the 2012 farm out agreement Serica was carried by Cairn for its share of drilling costs up to a gross well cost of US\$60 million.

The group is now evaluating the valuable data recovered from the well and will soon agree on a forward plan for the licence. It is likely that Serica will exit this licence.

#### **Norway**

Serica has an economic interest in the development of the Vette (formerly *Bream*) field and is due a payment (related to oil price) at first production. In their 2014 Annual Report, the Operator, Premier, stated that FEED work on the Vette FPSO development was successfully completed during 2014. However, following the sharp reduction in the oil price, they have chosen to defer the final investment decision until the end of 2015, enabling re-engagement with the supply chain with the aim of negotiating lower costs for the project.

## LICENCE HOLDINGS

The following table summarises the Company's licences as at 31 December 2014.

<b>Block(s)</b>	<b>Description</b>	<b>Role</b>	<b>% at 31/12/14</b>	<b>Location</b>
<b>UK</b>				
15/21g	Exploration	Non-operator	21%	Central North Sea
15/21a (part)	Exploration	Non-operator	21%	Central North Sea
22/19c	Exploration	Non-operator	15%	Central North Sea
23/16f	Columbus Field - Development planned	Operator	50%	Central North Sea
47/2b (split)	Exploration	Non-operator	37.5%	Southern North Sea
47/3g (split)	Exploration	Non-operator	37.5%	Southern North Sea
47/7 (split)	Exploration	Non-operator	37.5%	Southern North Sea
47/8d (part)	Exploration	Non-operator	37.5%	Southern North Sea
110/8b	Exploration	Operator	100%	East Irish Sea
113/26b	Exploration	Non-operator	20%	East Irish Sea
113/27c	Exploration	Non-operator	20%	East Irish Sea
113/22a	Exploration	Non-operator	20%	East Irish Sea
<b>Ireland</b>				
27/4 (part)	Exploration	Operator	50%	Slyne Basin
27/5 (part)	Exploration	Operator	50%	Slyne Basin
27/9 (part)	Exploration	Operator	50%	Slyne Basin
5/17	Exploration	Operator	100%	Rockall Basin
5/18	Exploration	Operator	100%	Rockall Basin
5/22	Exploration	Operator	100%	Rockall Basin
5/23	Exploration	Operator	100%	Rockall Basin
5/27	Exploration	Operator	100%	Rockall Basin
5/28	Exploration	Operator	100%	Rockall Basin
11/10	Exploration	Operator	100%	Rockall Basin
11/15	Exploration	Operator	100%	Rockall Basin
12/1 (part)	Exploration	Operator	100%	Rockall Basin
12/6	Exploration	Operator	100%	Rockall Basin
12/11 (part)	Exploration	Operator	100%	Rockall Basin
<b>Namibia</b>				
2512A	Exploration	Operator	85%	Luderitz Basin
2513A	Exploration	Operator	85%	Luderitz Basin
2513B	Exploration	Operator	85%	Luderitz Basin
2612A (part)	Exploration	Operator	85%	Luderitz Basin
<b>Morocco</b>				
Foum Draa	Exploration	Non-operator	8.3333%	Tarfaya-Ifni Basin
Sidi Moussa	Exploration	Non-operator	5%	Tarfaya-Ifni Basin



## GLOSSARY

bbbl	barrel of 42 US gallons
bcf	billion standard cubic feet
boe	barrels of oil equivalent (barrels of oil, condensate and LPG plus the heating equivalent of gas converted into barrels at a rate of 6,000 standard cubic feet per barrel)
DECC	Department of Energy & Climate Change
FEED	Front End Engineering Design
FPSO	Floating, production, storage and offloading unit
HPHT	High pressure high temperature
mmscf	thousand standard cubic feet
mmbbl	million barrels
mmboe	million barrels of oil equivalent
mmscf	million standard cubic feet
mmscfd	million standard cubic feet per day
P <sub>10</sub>	A high estimate that there should be at least a 10% probability that the quantities recovered will actually equal or exceed the estimate
P <sub>50</sub>	A best estimate that there should be at least a 50% probability that the quantities recovered will actually equal or exceed the estimate
P <sub>90</sub>	A low estimate that there should be at least a 90% probability that the quantities recovered will actually equal or exceed the estimate
Proved Reserves	Proved reserves are those Reserves that can be estimated with a high degree of certainty to be recoverable. It is likely that the actual remaining quantities recovered will exceed the estimated proved reserves.
Probable Reserves	Probable reserves are those additional Reserves that are less certain to be recovered than proved reserves. It is equally likely that the actual remaining quantities recovered will be greater or less than the sum of the estimated proved + probable reserves.
Possible Reserves	Possible reserves are those additional Reserves that are less certain to be recovered than probable reserves. It is unlikely that the actual remaining quantities recovered will exceed the sum of the estimated proved + probable + possible reserves
Reserves	Estimates of discovered recoverable commercial hydrocarbon reserves calculated in accordance with the Canadian National Instrument 51-101
Contingent Resources	Estimates of discovered recoverable hydrocarbon resources for which commercial production is not yet assured, calculated in accordance with the Canadian National Instrument 51-101
Prospective Resources	Estimates of the potential recoverable hydrocarbon resources attributable to undrilled prospects, calculated in accordance with the Canadian National Instrument 51-101
TAC	Technical Assistance Contract
tcf	trillion standard cubic feet

## **FINANCIAL REVIEW**

The Group entered 2014 having recently completed a financing providing additional funding ready for the Group's exploration programme from 1H 2014 and to support further business growth.

The completion of the Erskine acquisition is expected imminently and will bring a significant new revenue stream comprising sales of oil, gas and other liquids. This transaction is covered in more detail below.

### **Results from operations**

Following the cessation of production and the decommissioning of the Kambuna field facilities in the second half of 2013, the financial results of the Kambuna field business segment are disclosed within 'discontinued operations' in the financial statements and separate from the results of the retained core business segments. A high level summary of the income statement results for continuing and discontinued operations is given below.

#### Income statement – continuing operations

The Company generated a loss before tax from continuing operations of US\$35.6 million for 2014 compared to a loss before tax of US\$5.1 million for 2013. The significant increase in loss for the year is due to the impairment charge of US\$30.0 million against certain exploration and evaluation ('E&E') assets noted below.

The aggregate E&E asset impairment charge in 2014 is largely comprised from asset write offs from the Sidi Moussa (US\$7.4 million) and Fom Draa (US\$5.0 million) licences in Morocco, and a US\$17.5 million pre-tax impairment recorded against E&E assets related to the Columbus field asset.

Management currently sees limited prospectivity on the Fom Draa block and given it will not be funding any significant work on the licence has written off the costs incurred. Whilst interpretation of the Sidi Moussa well data is ongoing, there are no plans to fund significant future expenditure on this block and the costs have also been written off. The partial impairment recorded against Columbus book amounts has arisen from revised economic evaluations, the primary factor being the use of lower hydrocarbon prices in management's estimation of future discounted cash flows of the asset.

Other minor asset write offs in 2014 and 2013 included costs from relinquished licences and obsolete inventory amounts.

Pre-licence expenditure of US\$0.5 million for 2014 was slightly increased from the 2013 charge of US\$0.3 million. Pre-licence costs included direct costs and allocated general administrative costs incurred on oil and gas activities prior to the award of licences, concessions or exploration rights.

Administrative expenses of US\$4.3 million for 2014 decreased from US\$4.5 million for 2013. The Company has worked to reduce overhead in recent years which gave an underlying benefit in 2014 despite an adverse impact on US\$ charges from the £ sterling exchange rate in 2014 against 2013. Following the recent severe drop in oil prices and consequent impact upon the financial resources available to companies such as Serica, management has reviewed all of its expenditure commitments and reduced its personnel, office and other costs substantially effective 1H 2015.

#### Income statement - discontinued operations

Serica generated a loss from discontinued operations of US\$0.5 million for the year ended 31 December 2014 (2013: profit of US\$0.1 million) arising from its previously

held 25% interest in the Kambuna field. Field production ceased in July 2013, the facilities were decommissioned in 2H 2013 and the Glagah Kambuna TAC was formally terminated in December 2013. The loss for 2014 comprised a final assessment for asset write offs and minor operator expense as residual matters are closed out.

## **Balance Sheet**

During 2014, the total carrying value of investments in E&E assets decreased by US\$16.8 million from US\$74.6 million to US\$57.8 million. This decrease consisted of the significant impairment charge noted above of US\$30.0 million from the Columbus asset in the UK (US\$17.5 million) and asset write-offs in Morocco (US\$12.4 million) and UK (US\$0.1 million), offset by US\$13.2 million of additions in the year.

The more significant exploration costs in the year were incurred on the following assets:

In Africa, US\$7.3 million was capitalised on the Sidi Moussa licence in Morocco (largely consisting of dry hole expenditure, above a capped carry, and subsequent testing costs of the SM-1 well drilled in 2H 2014) and US\$2.1 million was capitalised on the Fom Draa licence in Morocco (largely consisting on the costs of the FD-1 well drilled in Q4 2013 where operations continued into January 2014). A further US\$1.4 million was incurred in respect of the Luderitz basin licence interests in Namibia.

In the UK, US\$0.6 million was incurred on the Greater York interests in the Southern North Sea, Columbus development and other exploration licences. In Ireland, US\$0.8 million was incurred on exploration work on the Rockall licences and US\$0.3 million on the Slyne interest.

Long-term other receivables of US\$0.2 million are represented by the final amounts from Kambuna operations that are expected to be recovered from the Indonesian authorities.

Trade and other receivables at 31 December 2014 totalled US\$2.4 million, a decrease of US\$1.5 million from the 2013 balance of US\$3.9 million. The fall is mainly attributable to the recovery during the period of Indonesian trade debtors and a drop in Kambuna JV partner recoverables as activity on the asset closed out.

Cash and cash equivalents decreased from US\$26.1 million to US\$9.9 million during the year. The most significant cash outflows on E&E assets were incurred in Morocco on the 2H 2014 SM-1 well (US\$5.3 million) and settlement of the final costs of the 2013 FD-1 exploration well (US\$3.5 million). Other costs included work across the portfolio in Namibia, the UK & Ireland, together with new venture Erskine acquisition costs, ongoing administrative costs and corporate activity.

Trade and other payables totalled US\$4.0 million at 31 December 2014 and include US\$2.0 million from the Sidi Moussa well drilled in Morocco in 2H 2014. This is reduced from the 2013 year-end balance of US\$4.4 million which included US\$1.7 million of liabilities from the Fom Draa well drilling in Morocco and US\$1.1 million from the Kambuna field operations and decommissioning.

## **Erskine acquisition**

The Company expects to complete imminently the acquisition of an 18% interest in UK blocks 23/26a (Area B) and 23/26b (Area B) containing the Erskine Field, from BP.

Under the terms of the transaction, the base cash consideration to BP amounts to US\$11.1 million in cash plus 13.5 million Serica new Ordinary Shares (the "Consideration Shares"), a reduced number of shares due to the impact of certain interim period adjustments. 25% of the cash consideration will be settled at completion with the remaining 75% payable in three equal tranches on 1 July 2016, 1 July 2017 and 1 July 2018 respectively.

The net cash of US\$9 million to be received by Serica at completion will result from the impact of certain working capital and interim period adjustments between 1 January 2014, the Effective Date of the transaction, and the completion date. This cash will be available to cover certain operational liabilities as they fall due.

The Consideration Shares to be allotted to BP on completion of the transaction will rank pari passu with existing Serica Ordinary Shares. BP has agreed to hold the shares as an investment for a period not less than one year with any subsequent sales subject to standard orderly market provisions.

The transaction provides Serica with an immediate and long term cash flow stream. Net production for the year 2014 accruing to the interest acquired was 317,000 boe given significant periods of shutdown to meet planned maintenance programmes.

Provision for decommissioning at the end of field life has been provided for on the basis that Serica's estimate of decommissioning costs relating to the asset acquired will be met by BP, on an inflation adjusted basis, with Serica being responsible for any costs above this level. The terms of the Sale and Purchase Agreement also provide for certain future contingent payments to be made by Serica in the event that operating costs for the field fall below current projections.

The transaction is tax efficient for Serica, accelerating recovery of both past and future tax losses in the UK, and is in line with Serica's strategy to unlock the value of its existing assets and build a platform from which it can generate future growth.

The Erskine Field is a producing gas and gas condensate field operated by Chevron and is estimated by the Company to have remaining reserves net to the interest acquired of approximately 3.6 mmboe, effective 1 January 2014. Fluids from the field are transported from the Erskine platform (a normally unmanned wellhead platform) to the BG-operated Lomond platform where they are processed and gas is delivered via the CATS pipeline system to the terminal at Teeside. Up to 60% of the gas is purchased by SSE on formula contract prices and the balance is sold in the market at spot prices. The condensate separated at the Lomond platform is delivered via the Forties pipeline to Cruden Bay.

The field recommenced production in late May 2015 following an extended period of shut-in for maintenance.

## **Cash balances and future commitments**

### Current cash position, capital expenditure commitments and other obligations

At 31 December 2014, the Group held cash and cash equivalents of US\$9.9 million. Following the completion of the Erskine interest acquisition in early June 2015, cash and cash equivalents held are expected to increase to US\$14.5 million, after the cash receipt by Serica under the final SPA terms for settlement.

### Erskine field commitments

Net revenues from the Erskine field are expected to assist Serica in building its cash resources over the coming months and years. The Group will have obligations to pay to BP the three remaining 25% tranches of US\$2.775 million (excluding interest) cash consideration on 1 July 2016, 1 July 2017 and 1 July 2018 respectively. In addition the Group is likely to fund further significant expenditure later in 2015 for its share of remedial and upgrade work on the Lomond processing facilities.

Management believe these are sufficient resources to meet the current committed programme for 2015 and 2016 but remains conscious that a single field income stream exposes it to operational and infrastructure risks and the consequent need for adequate

working capital to cover associated fluctuations in revenue. The field has a history of intermittent production performance and operational expenditure continues during periods of field shut-down when no revenue is earned.

#### Non-Erskine commitments

The Group has no significant exploration commitments. The two exploration commitment wells on the Morocco licences have now been drilled. On the Company's Namibian licence, the value of work performed to date by the JV partners on the 3D Seismic acquisition programme has exceeded the minimum obligation expenditure on exploration work of US\$15.0 million covering the entire initial four-year period of the licence, ending in December 2015.

In the UK East Irish Sea, the Group's carry on the exploration well on the Doyle prospect is subject to a cap although no overrun is currently forecast. The Group has no significant commitments on its other exploration licences.

The Company will continue to give priority to the careful management of existing financial resources. Although a key objective for the Group is to get the Columbus development back on track, the Group would seek to use alternative means of finance to fund its share of development costs.

#### **Other**

##### Asset values and Impairment

At 31 December 2014 Serica's market capitalisation stood at US\$19.4 million (£12.5 million), based upon a share price of £0.0499, which was exceeded by the net asset value at that date of US\$66.3 million. By 28 May 2015 the Company's market capitalisation had decreased to US\$18.0 million. Management conducted a thorough review of the carrying value of the Group's assets and determined that no significant write-downs were required other than those noted above.

## Business Risk and Uncertainties

Serica, like all companies in the oil and gas industry, operates in an environment subject to inherent risks and uncertainties. The Board regularly considers the principal risks to which the Company is exposed and monitors any agreed mitigating actions. The overall strategy for the protection of shareholder value against these risks is to retain a broad portfolio of assets with varied risk/reward profiles, to apply prudent industry practice in all operations, to carry insurance where available and cost effective, and to retain adequate working capital.

The principal risks currently recognised and the mitigating actions taken by the management are as follows:

<b>Investment Returns:</b> Management seeks to raise funds and then to generate shareholder returns through investment in a portfolio of exploration acreage leading to the drilling of wells and discovery of commercial reserves. Delivery of this business model carries a number of key risks.	
Risk	Mitigation
Market support may be eroded obstructing fundraising and lowering the share price	<ul style="list-style-type: none"> <li>• Management regularly communicates its strategy to shareholders</li> <li>• Focus is placed on building an asset portfolio capable of delivering regular news flow and offering continuing prospectivity</li> </ul>
General market conditions may fluctuate hindering delivery of the Company's business plan	<ul style="list-style-type: none"> <li>• Management aims to retain adequate working capital to ride out downturns should they arise</li> </ul>
Management's decisions on capital allocation may not deliver the expected successful outcomes	<ul style="list-style-type: none"> <li>• Rigorous analysis is conducted of all investment proposals</li> <li>• Operations are spread over a range of areas and risk profiles</li> </ul>
Each asset carries its own risk profile and no outcome can be certain	<ul style="list-style-type: none"> <li>• Management aims to avoid over-exposure to individual assets and to identify the associated risks objectively</li> </ul>

<b>Operations:</b> Operations may not go according to plan leading to damage, pollution, cost overruns or poor outcomes.	
Risk	Mitigation
Individual wells may not deliver recoverable oil and gas reserves	<ul style="list-style-type: none"> <li>• Thorough pre-drill evaluations are conducted to identify the risk/reward balance</li> <li>• Exposure is selectively mitigated through farm-out</li> </ul>
Wells may blow out or equipment may fail causing environmental damage and delays	<ul style="list-style-type: none"> <li>• The Group retains fully trained and experienced personnel</li> <li>• The planning process involves risk identification and establishment of mitigation measures</li> <li>• Emphasis is placed on engaging experienced contractors</li> <li>• Appropriate insurances are retained</li> </ul>
Operations may take far longer or cost more than expected	<ul style="list-style-type: none"> <li>• Management applies rigorous budget control</li> <li>• Adequate working capital is retained to cover reasonable eventualities</li> </ul>
Production may be interrupted generating	<ul style="list-style-type: none"> <li>• Business interruption cover will be</li> </ul>

significant revenue loss	considered when appropriate
Resource estimates may be misleading and exceed actual reserves recovered	<ul style="list-style-type: none"> <li>• The Group deploys qualified personnel</li> <li>• Regular third-party reports are commissioned</li> <li>• A prudent range of possible outcomes are considered within the planning process</li> </ul>

**Personnel:** The company relies upon a pool of experienced and motivated personnel to identify and execute successful investment strategies

Risks	Mitigation
Key personnel may be lost to other companies	<ul style="list-style-type: none"> <li>• The Remuneration Committee regularly evaluates incentivisation schemes to ensure they remain competitive</li> <li>• The Company seeks to build depth of experience in all key functions to ensure continuity</li> </ul>
Personal safety may be at risk in demanding operating environments, typically offshore	<ul style="list-style-type: none"> <li>• A culture of safety is encouraged throughout the organisation</li> <li>• Responsible personnel are designated at all appropriate levels</li> <li>• The Group maintains up-to-date emergency response resources and procedures</li> <li>• Insurance cover is carried in accordance with industry best practice</li> </ul>
Staff and representatives may find themselves exposed to bribery and corrupt practices	<ul style="list-style-type: none"> <li>• Company policies and procedures are communicated to personnel regularly</li> <li>• Management reviews all significant contracts and relationships with agents and governments</li> </ul>

**Commercial environment:** World and regional markets continue to be volatile with fluctuations and infrastructure access issues that might hinder the company's business success

Risk	Mitigation
Volatile commodity prices mean that the company cannot be certain of the future sales value of its products	<ul style="list-style-type: none"> <li>• Price mitigation strategies may be employed at the point of major capital commitment</li> <li>• Gas may be sold under long-term contracts reducing exposure to short term fluctuations</li> <li>• Oil and gas price hedging contracts may be utilised where viable</li> <li>• Budget planning considers a range of commodity pricing</li> </ul>
The Company may not be able to get access, at reasonable cost, to infrastructure and product markets when required	<ul style="list-style-type: none"> <li>• A range of different off-take options are pursued wherever possible</li> </ul>
Credit to support field development programmes may not be available at reasonable cost	<ul style="list-style-type: none"> <li>• Serica seeks to build and maintain strong banking relationships and initiates funding discussions at as early a stage as practicable</li> </ul>
Fiscal regimes may vary, increasing	<ul style="list-style-type: none"> <li>• Operations are currently spread</li> </ul>

effective tax rates and reducing the expected value of reserves	<p>over a range of different fiscal regimes in Western Europe and Africa</p> <ul style="list-style-type: none"> <li>• Before committing to a significant investment the likelihood of fiscal term changes is considered when evaluating the risk/reward balance</li> </ul>
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In addition to the principal risks and uncertainties described herein, the Company is subject to a number of other risk factors generally, a description of which is set out in our latest annual information form available on [www.sedar.com](http://www.sedar.com).

### **Key Performance Indicators (“KPIs”)**

The Company’s main business is the acquisition of interests in prospective exploration acreage, the discovery of hydrocarbons in commercial quantities and the crystallisation of value whether through production or disposal of reserves. The Company tracks its non-financial performance through the accumulation of licence interests in proven and prospective hydrocarbon producing regions, the level of success in encountering hydrocarbons and the development of production facilities. In parallel, the Company tracks its financial performance through management of expenditures within resources available, the cost-effective exploitation of reserves and the crystallisation of value at the optimum point. A review of the Company’s progress against these KPIs is covered in the operations and financial review within this Strategic Report.

### **Additional Information**

Additional information relating to Serica, can be found on the Company’s website at [www.serica-energy.com](http://www.serica-energy.com) and on SEDAR at [www.sedar.com](http://www.sedar.com)

The Strategic Report has been approved by the Board of Directors.

On behalf of the Board  
Christopher Hearne  
Finance Director

29 May 2015

### **Forward Looking Statements**

This disclosure contains certain forward looking statements that involve substantial known and unknown risks and uncertainties, some of which are beyond Serica Energy plc’s control, including: the impact of general economic conditions where Serica Energy plc operates, industry conditions, changes in laws and regulations including the adoption of new environmental laws and regulations and changes in how they are interpreted and enforced, increased competition, the lack of availability of qualified personnel or management, fluctuations in foreign exchange or interest rates, stock market volatility and market valuations of companies with respect to announced transactions and the final valuations thereof, and obtaining required approvals of regulatory authorities. Serica Energy plc’s actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward looking statements and, accordingly, no assurances can be given that any of the events anticipated by the forward looking statements will transpire or occur, or if any of them do so, what benefits, including the amount of proceeds, that Serica Energy plc will derive therefrom.



**Serica Energy plc**  
**Group Income Statement**  
for the year ended 31 December

	<b>2014</b>	2013
<i>Notes</i>	<b>US\$000</b>	US\$000
<b>Continuing operations</b>		
<b>Sales revenue</b>	-	-
Cost of sales	-	-
<b>Gross profit</b>	<hr style="width: 100%; border: 0.5px solid black;"/> -	<hr style="width: 100%; border: 0.5px solid black;"/> -
Pre-licence costs	(512)	(330)
Impairment and write-offs of E&E assets	13 (30,019)	(131)
Other asset write-offs	13 (250)	(168)
Administrative expenses	(4,296)	(4,458)
Foreign exchange (loss)/gain	(235)	341
Share-based payments	25 (337)	(252)
Depreciation	6 -	(109)
<b>Operating loss before net finance revenue and tax</b>	<hr style="width: 100%; border: 0.5px solid black;"/> (35,649)	<hr style="width: 100%; border: 0.5px solid black;"/> (5,107)
Finance revenue	9 26	16
Finance costs	10 -	(38)
<b>Loss before taxation</b>	<hr style="width: 100%; border: 0.5px solid black;"/> (35,623)	<hr style="width: 100%; border: 0.5px solid black;"/> (5,129)
Taxation charge for the year	11 a) -	-
Loss for the year from continuing operations	<hr style="width: 100%; border: 0.5px solid black;"/> (35,623)	<hr style="width: 100%; border: 0.5px solid black;"/> (5,129)
<b>Discontinued operations</b>		
(Loss)/profit for the year from discontinued operations	4 (453)	121
<b>Loss for the year</b>	<hr style="width: 100%; border: 0.5px solid black;"/> (36,076)	<hr style="width: 100%; border: 0.5px solid black;"/> (5,008)
<b>Loss per ordinary share - EPS</b>		
Basic and diluted EPS on continuing operations (US\$)	12 (0.14)	(0.03)
Basic and diluted EPS on loss for the year (US\$)	12 (0.14)	(0.03)

**Group Statement of Comprehensive Income**

There are no other comprehensive income items other than those passing through the income statement.

**Serica Energy plc**  
**Registered Number: 5450950**  
**Balance Sheet**  
As at 31 December

		<b>Group 2014</b>	2013	<b>Company 2014</b>	2013
	<i>Note</i>	<b>US\$000</b>	US\$000	<b>US\$000</b>	US\$000
<b>Non-current assets</b>					
Exploration & evaluation assets	13	57,843	74,609	-	-
Property, plant and equipment	14	-	-	-	-
Investments in subsidiaries	15	-	-	-	-
Other receivables	16	247	1,293	-	-
		<u>58,090</u>	<u>75,902</u>	-	-
<b>Current assets</b>					
Inventories	17	-	258	-	-
Trade and other receivables	18	2,352	3,851	58,057	98,148
Financial assets	18	-	420	-	420
Cash and cash equivalents	19	9,893	26,062	9,447	25,459
		<u>12,245</u>	<u>30,591</u>	<u>67,504</u>	<u>124,027</u>
TOTAL ASSETS		<u>70,335</u>	<u>106,493</u>	<u>67,504</u>	<u>124,027</u>
<b>Current liabilities</b>					
Trade and other payables	20	(3,998)	(4,417)	(1,167)	(959)
Provisions	21	-	-	-	-
TOTAL LIABILITIES		<u>(3,998)</u>	<u>(4,417)</u>	<u>(1,167)</u>	<u>(959)</u>
NET ASSETS		<u>66,337</u>	<u>102,076</u>	<u>66,337</u>	<u>123,068</u>
Share capital	23	227,958	227,958	192,686	192,686
Merger reserve	15	-	-	-	-
Other reserve		20,634	20,297	20,634	20,297
Accumulated deficit		(182,255)	(146,179)	(146,983)	(89,915)
TOTAL EQUITY		<u>66,337</u>	<u>102,076</u>	<u>66,337</u>	<u>123,068</u>

Approved by the Board on 29 May 2015

Antony Craven Walker  
Chief Executive Officer

Christopher Hearne  
Finance Director

**Serica Energy plc**  
**Statement of Changes in Equity**  
For the year ended 31 December 2014

**Group**

	<b>Share capital US\$000</b>	<b>Other reserve US\$000</b>	<b>Accum'd deficit US\$000</b>	<b>Total US\$000</b>
At 1 January 2013	209,758	20,045	(141,171)	88,632
Loss for the year	-	-	(5,008)	(5,008)
Total comprehensive income	-	-	(5,008)	(5,008)
Share-based payments	-	252	-	252
Issue of ordinary shares	19,525	-	-	19,525
Fees from issue of shares	(1,325)	-	-	(1,325)
At 31 December 2013	227,958	20,297	(146,179)	102,076
Loss for the year	-	-	(36,076)	(36,076)
Total comprehensive income	-	-	(36,076)	(36,076)
Share-based payments	-	337	-	337
At 31 December 2014	227,958	20,634	(182,255)	66,337

**Company**

	<b>Share capital US\$000</b>	<b>Merger reserve US\$000</b>	<b>Other reserve US\$000</b>	<b>Accum'd deficit US\$000</b>	<b>Total US\$000</b>
At 1 January 2013	174,486	4,322	20,045	(52,499)	146,354
Loss for the year	-	-	-	(41,738)	(41,738)
Total comprehensive income	-	-	-	(41,738)	(41,738)
Share-based payments	-	-	252	-	252
Issue of ordinary shares	19,525	-	-	-	19,525
Fees from issue of shares	(1,325)	-	-	-	(1,325)
Transfers	-	(4,322)	-	4,322	-
At 31 December 2013	192,686	-	20,297	(89,915)	123,068
Loss for the year	-	-	-	(57,068)	(57,068)
Total comprehensive income	-	-	-	(57,068)	(57,068)
Share-based payments	-	-	337	-	337
At 31 December 2014	192,686	-	20,634	(146,983)	66,337

**Serica Energy plc**  
**Cash Flow Statement**

For the year ended 31 December

	<b>Group 2014 US\$000</b>	2013 US\$000	<b>Company 2014 US\$000</b>	2013 US\$000
Operating activities:				
Loss for the year	(36,076)	(5,008)	(57,068)	(41,738)
Adjustments to reconcile loss for the year to net cash flow from operating activities:				
Net finance (income)/costs	(26)	28	(26)	22
Depreciation	-	109	-	-
Depletion and amortisation	-	1,036	-	-
Other asset write-offs	250	168	-	-
Impairment of E&E assets	30,019	131	-	-
Impairment of loans and investments	-	-	54,521	40,000
Share-based payments	337	252	337	252
Other non-cash movements	235	(310)	165	(345)
Decrease in trade and other receivables	2,856	4,570	608	204
Decrease in inventories	42	24	-	-
(Decrease)/increase in trade and other payables	(688)	(2,108)	208	(212)
Use of provisions	-	(1,607)	-	-
Cash utilised in operations	(3,051)	(2,715)	(1,255)	(1,817)
Taxation paid	-	-	-	-
<b>Net cash outflow from operations</b>	<b>(3,051)</b>	<b>(2,715)</b>	<b>(1,255)</b>	<b>(1,817)</b>
<b>Investing activities:</b>				
Interest received	26	16	26	16
Purchase of E&E assets	(12,967)	(13,094)	-	-
Cash inflow from disposals	-	933	-	-
Funding provided to Group subsidiaries	-	-	(14,618)	(12,762)
<b>Net cash flow from investing activities</b>	<b>(12,941)</b>	<b>(12,145)</b>	<b>(14,592)</b>	<b>(12,746)</b>
<b>Financing activities:</b>				
Gross proceeds from issue of shares	-	19,525	-	19,525
Fees from issue of shares	-	(1,325)	-	(1,325)
Finance costs paid	-	(38)	-	(38)
<b>Net cash flow from financing activities</b>	<b>-</b>	<b>18,162</b>	<b>-</b>	<b>18,162</b>
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>(15,992)</b>	<b>3,302</b>	<b>(15,847)</b>	<b>3,599</b>
Effect of exchange rates on cash and cash equivalents	(177)	415	(165)	436
Cash and cash equivalents at 1 January	26,062	22,345	25,459	21,424
Cash and cash equivalents at 31 December	9,893	26,062	9,447	25,459

## **Serica Energy plc**

### **Notes to the Financial Statements**

#### **1. Authorisation of the Financial Statements and Statement of Compliance with IFRS**

These are not the statutory accounts of the Company prepared in accordance with the Companies Act. The Group's and Company's financial statements for the year ended 31 December 2014 were authorised for issue by the Board of Directors on 29 May 2015 and the balance sheets were signed on the Board's behalf by Antony Craven Walker and Christopher Hearne. Serica Energy plc is a public limited company incorporated and domiciled in England & Wales. The principal activity of the Company and the Group is to identify, acquire and subsequently exploit oil and gas reserves. Its current activities are located in the United Kingdom, Ireland, Namibia and Morocco. The Company's ordinary shares are traded on AIM.

The Group's financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as adopted by the EU as they apply to the financial statements of the Group for the year ended 31 December 2014. The Company's financial statements have been prepared in accordance with IFRS as adopted by the EU as they apply to the financial statements of the Company for the year ended 31 December 2014 and as applied in accordance with the provisions of the Companies Act 2006. The Group's financial statements are also prepared in accordance with IFRS as issued by the IASB. The principal accounting policies adopted by the Group and by the Company are set out in note 2.

The Company has taken advantage of the exemption provided under section 408 of the Companies Act 2006 not to publish its individual income statement and related notes. The deficit dealt with in the financial statements of the parent Company was US\$57,068,000 (2013: US\$41,738,000).

On 1 September 2005, the Company completed a reorganisation (the "Reorganisation"), whereby the common shares of Serica Energy Corporation were automatically exchanged on a one-for-one basis for ordinary shares of Serica Energy plc, a newly formed company incorporated under the laws of the United Kingdom. In addition, each shareholder of the Corporation received beneficial ownership of part of the 'A' share of Serica Energy plc issued to meet the requirements of public companies under the United Kingdom jurisdiction. Under IFRS this reorganisation was considered to be a reverse takeover by Serica Energy Corporation and as such the financial statements of the Group represent a continuation of Serica Energy Corporation.

#### **2. Accounting Policies**

##### **Basis of Preparation**

The accounting policies which follow set out those policies which apply in preparing the financial statements for the year ended 31 December 2014.

The Group and Company financial statements have been prepared on a historical cost basis and are presented in US dollars. All values are rounded to the nearest thousand dollars (US\$000) except when otherwise indicated.

##### **Going Concern**

The financial statements have been prepared on a going concern basis which contemplates the continuity of normal business activities and the realisation of assets and the settlement of liabilities in the ordinary course of business.

The financial position of the Group, its cash flows and capital commitments are described in the Financial Review above. Following the cessation of production from the Kambuna field in 2013, the Group had no production revenues up to the end of 2014. As at 31 December 2014, the Group had net current assets of US\$8.2 million (2013: US\$26.2 million), including cash & cash equivalents of US\$9.9 million (2013: US\$26.1 million).

The Directors are required to consider the availability of resources to meet the Group's and Company's liabilities for the foreseeable future. Following the recent severe drop in oil prices and consequent impact upon the financial resources available to companies such as Serica, management has reviewed all of its expenditure commitments and has reduced its personnel, office and other costs substantially effective 1H 2015. The Group currently has no exploration drilling commitments and therefore any such future programmes are discretionary depending upon the availability of finance amongst other things.

The completion of the Erskine acquisition is expected imminently with only the final execution of certain required documents outstanding. This will bring a significant new revenue stream to the Group comprising sales of oil, gas and other liquids. Net revenues from the field are expected to assist Serica in building its cash resources over coming months and years. However, management remains conscious that a single field income stream exposes it to operational and infrastructure risks and consequent need for adequate working capital to cover associated fluctuations in revenue. The field has a history of intermittent production performance and operational expenditure continues during periods of field shut-down when no revenue is earned. However the recent field and system shut-down was designed to improve future production performance and field uptime.

The Company has no debt or major commitments other than those that will arise following completion of the Erskine acquisition. The cash in place is considered adequate to cover geological and geophysical, exploration, technical and administrative costs associated with its ongoing business over the coming twelve months though new funding may be required thereafter.

Management is conscious that to further develop the business and offer attractive returns to shareholders, new sources of funds may be required. These include finance to develop the Group's Columbus field interest and for new programmes to add oil and gas reserves. The Group has a record of raising of capital through farm down and will seek to continue this strategy whilst it seeks other sources of funding. Other strategic and capital raising alternatives open to Serica include the issue of equity or other financial instruments, the forward sale of production and corporate transactions.

After making enquiries and having taken into consideration the above factors, the Directors have reasonable expectations that the Group has adequate cash resources to continue in operational existence for the foreseeable future. The successful conclusion of the Erskine transaction is expected to bring significant new cash flows albeit from a single asset with associated performance and commodity price risks. Such risks and the potential need to raise additional funds to cover any working capital needs arising indicate the existence of material uncertainties which may cast significant doubt about the consolidated entity's ability to continue as a going concern and therefore whether it would realise its assets and extinguish its liabilities in the normal course of the business and at the amount stated in this financial report.

These financial statements do not include any adjustment relating to the recoverability or classification of the recorded asset amounts or to the amounts or classifications of liabilities that might be necessary should the consolidated entity not be able to continue as a going concern.

## **Use of judgement and estimates and key sources of estimation uncertainty**

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as well as the disclosure of contingent assets and liabilities at the balance sheet date and the reported amounts of revenues and expenses during the reporting period. Estimates and judgments are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual outcomes could differ from these estimates.

The key sources of estimation uncertainty that have a significant risk of causing material adjustment to the amounts recognised in the financial statements are: the assessment of commercial reserves, the impairment of the Group and Company's assets (including oil & gas development assets and Exploration and Evaluation "E&E" assets) and share-based payment costs.

### Assessment of commercial reserves

Management is required to assess the level of the Group's commercial reserves together with the future expenditures to access those reserves, which are utilised in determining the amortisation and depletion charge for the period and assessing whether any impairment charge is required. The Group employs independent reserves specialists who periodically assess the Group's level of commercial reserves by reference to data sets including geological, geophysical and engineering data together with reports, presentation and financial information pertaining to the contractual and fiscal terms applicable to the Group's assets. In addition the Group undertakes its own assessment of commercial reserves and related future capital expenditure by reference to the same datasets using its own internal expertise.

### Impairment

The Group monitors internal and external indicators of impairment relating to its intangible and tangible assets, which may indicate that the carrying value of the assets may not be recoverable. The assessment of the existence of indicators of impairment in E&E assets involves judgement, which includes whether management expects to fund significant further expenditure in respect of a licence and whether the recoverable amount may not cover the carrying value of the assets. For development and production assets judgement is involved when determining whether there have been any significant changes in the Group's oil and gas reserves.

The Group determines whether E&E assets are impaired at an asset level and in regional cash generating units ('CGUs') when facts and circumstances suggest that the carrying amount of a regional CGU may exceed its recoverable amount. As recoverable amounts are determined based upon risked potential, or where relevant, discovered oil and gas reserves, this involves estimations and the selection of a suitable pre-tax discount rate relevant to the asset in question. The calculation of the recoverable amount of oil and gas development properties involves estimating the net present value of cash flows expected to be generated from the asset in question. Future cash flows are based on assumptions on matters such as estimated oil and gas reserve quantities and commodity prices. The discount rate applied is a pre-tax rate which reflects the specific risks of the country in which the asset is located.

Management is required to assess the carrying value of investments in subsidiaries in the parent company balance sheet for impairment by reference to the recoverable amount. This requires an estimate of amounts recoverable from oil and gas assets within the underlying subsidiaries (see note 15).

### Share-based payment costs

The estimation of share-based payment costs requires the selection of an appropriate valuation model, consideration as to the inputs necessary for the valuation model chosen

and the estimation of the number of awards that will ultimately vest, inputs for which arise from judgments relating to the continuing participation of employees (see note 25).

### **Basis of Consolidation**

The consolidated financial statements include the accounts of Serica Energy plc (the "Company") and its wholly owned subsidiaries Serica Holdings UK Limited, Serica Energy Holdings B.V., Serica Energy (UK) Limited, Serica Glagah Kambuna B.V., Serica Sidi Moussa B.V., Serica Foun Draa B.V., Serica Energy Slyne B.V., Serica Energy Rockall B.V., Serica Namibia B.V., Serica Energy Corporation, Asia Petroleum Development Limited, Petroleum Development Associates (Asia) Limited and Petroleum Development Associates Lematang Limited. Together these comprise the "Group".

All inter-company balances and transactions have been eliminated upon consolidation.

### **Foreign Currency Translation**

The functional and presentational currency of Serica Energy plc and all its subsidiaries is US dollars.

Transactions in foreign currencies are initially recorded at the functional currency rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the foreign currency rate of exchange ruling at the balance sheet date and differences are taken to the income statement. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of initial transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rate at the date when the fair value was determined. Exchange gains and losses arising from translation are charged to the income statement as an operating item.

### **Business Combinations and Goodwill**

#### Business combinations from 1 January 2010

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interest in the acquiree. Acquisition costs incurred are expensed and included in administrative expenses.

Goodwill on acquisition is initially measured at cost being the excess of purchase price over the fair market value of identifiable assets, liabilities and contingent liabilities acquired. Following initial acquisition it is measured at cost less any accumulated impairment losses. Goodwill is not amortised but is subject to an impairment test at least annually and more frequently if events or changes in circumstances indicate that the carrying value may be impaired.

At the acquisition date, any goodwill acquired is allocated to each of the cash-generating units, or groups of cash generating units expected to benefit from the combination's synergies. Impairment is determined by assessing the recoverable amount of the cash-generating unit, or groups of cash generating units to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised.

### **Joint Arrangements**

A joint operation is a type of joint arrangement whereby the parties that have joint control of the arrangement have the rights to the assets and obligations for the



liabilities, relating to the arrangement.

The Group conducts petroleum and natural gas exploration and production activities jointly with other venturers who each have direct ownership in and jointly control the operations of the ventures. These are classified as jointly controlled operations and the financial statements reflect the Group's share of assets and liabilities in such activities. Income from the sale or use of the Group's share of the output of jointly controlled operations, and its share of joint venture expenses, are recognised when it is probable that the economic benefits associated with the transaction will flow to/from the Group and their amount can be measured reliably.

Full details of Serica's working interests in those petroleum and natural gas exploration and production activities classified as jointly controlled operations are included in the Review of Operations.

### **Exploration and Evaluation Assets**

As allowed under IFRS 6 and in accordance with clarification issued by the International Financial Reporting Interpretations Committee, the Group has continued to apply its existing accounting policy to exploration and evaluation activity, subject to the specific requirements of IFRS 6. The Group will continue to monitor the application of these policies in light of expected future guidance on accounting for oil and gas activities.

#### Pre-licence Award Costs

Costs incurred prior to the award of oil and gas licences, concessions and other exploration rights are expensed in the income statement.

#### Exploration and Evaluation (E&E)

The costs of exploring for and evaluating oil and gas properties, including the costs of acquiring rights to explore, geological and geophysical studies, exploratory drilling and directly related overheads, are capitalised and classified as intangible E&E assets. These costs are directly attributed to regional CGUs for the purposes of impairment testing; UK & Ireland and Africa.

E&E assets are not amortised prior to the conclusion of appraisal activities but are assessed for impairment at an asset level and in regional CGUs when facts and circumstances suggest that the carrying amount of a regional cost centre may exceed its recoverable amount. Recoverable amounts are determined based upon risked potential, and where relevant, discovered oil and gas reserves. When an impairment test indicates an excess of carrying value compared to the recoverable amount, the carrying value of the regional CGU is written down to the recoverable amount in accordance with IAS 36. Such excess is expensed in the income statement.

Costs of licences and associated E&E expenditure are expensed in the income statement if licences are relinquished, or if management do not expect to fund significant future expenditure in relation to the licence.

The E&E phase is completed when either the technical feasibility and commercial viability of extracting a mineral resource are demonstrable or no further prospectivity is recognised. At that point, if commercial reserves have been discovered, the carrying value of the relevant assets, net of any impairment write-down, is classified as an oil and gas property within property, plant and equipment, and tested for impairment. If commercial reserves have not been discovered then the costs of such assets will be written off.

### Asset Purchases and Disposals

When a commercial transaction involves the exchange of E&E assets of similar size and characteristics, no fair value calculation is performed. The capitalised costs of the asset being sold are transferred to the asset being acquired. Proceeds from a part disposal of an E&E asset, including back-cost contributions are credited against the capitalised cost of the asset, with any excess being taken to the income statement as a gain on disposal.

### Farm-ins

In accordance with industry practice, the Group does not record its share of costs that are 'carried' by third parties in relation to its farm-in agreements in the E&E phase. Similarly, while the Group has agreed to carry the costs of another party to a Joint Operating Agreement ("JOA") in order to earn additional equity, it records its paying interest that incorporates the additional contribution over its equity share.

## **Property, Plant and Equipment – Oil and gas properties**

### Capitalisation

Oil and gas properties are stated at cost, less any accumulated depreciation and accumulated impairment losses. Oil and gas properties are accumulated into single field cost centres and represent the cost of developing the commercial reserves and bringing them into production together with the E&E expenditures incurred in finding commercial reserves previously transferred from E&E assets as outlined in the policy above. The cost will include, for qualifying assets, borrowing costs.

### Depletion

Oil and gas properties are not depleted until production commences. Costs relating to each single field cost centre are depleted on a unit of production method based on the commercial proved and probable reserves for that cost centre. The depletion calculation takes account of the estimated future costs of development of recognised proved and probable reserves. Changes in reserve quantities and cost estimates are recognised prospectively from the last reporting date.

### Impairment

A review is performed for any indication that the value of the Group's development and production assets may be impaired.

For oil and gas properties when there are such indications, an impairment test is carried out on the cash generating unit. Each cash generating unit is identified in accordance with IAS 36. Serica's cash generating units are those assets which generate largely independent cash flows and are normally, but not always, single development or production areas. If necessary, impairment is charged through the income statement if the capitalised costs of the cash generating unit exceed the recoverable amount of the related commercial oil and gas reserves.

### Asset Disposals

Proceeds from the entire disposal of a development and production asset, or any part thereof, are taken to the income statement together with the requisite proportional net book value of the asset, or part thereof, being sold.

### Decommissioning

Liabilities for decommissioning costs are recognised when the Group has an obligation to dismantle and remove a production, transportation or processing facility and to restore

the site on which it is located. Liabilities may arise upon construction of such facilities, upon acquisition or through a subsequent change in legislation or regulations. The amount recognised is the estimated present value of future expenditure determined in accordance with local conditions and requirements. A corresponding tangible item of property, plant and equipment equivalent to the provision is also created.

Any changes in the present value of the estimated expenditure is added to or deducted from the cost of the assets to which it relates. The adjusted depreciable amount of the asset is then depreciated prospectively over its remaining useful life. The unwinding of the discount on the decommissioning provision is included as a finance cost.

### **Property, Plant and Equipment - Other**

Computer equipment and fixtures, fittings and equipment are recorded at cost as tangible assets. The straight-line method of depreciation is used to depreciate the cost of these assets over their estimated useful lives. Computer equipment is depreciated over three years and fixtures, fittings and equipment over four years.

### **Inventories**

Inventories are valued at the lower of cost and net realisable value. Cost is determined by the first-in first-out method and comprises direct purchase costs and transportation expenses.

### **Investments**

In its separate financial statements the Company recognises its investments in subsidiaries at cost less any provision for impairment.

### **Financial Instruments**

Financial instruments comprise financial assets, cash and cash equivalents, financial liabilities and equity instruments.

#### Financial assets

Financial assets within the scope of IAS 39 are classified as either financial assets at fair value through profit or loss, or loans and receivables, as appropriate. When financial assets are recognised initially, they are measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of the financial asset are capitalised unless they relate to a financial asset classified at fair value through profit and loss in which case transaction costs are expensed in the income statement.

The Group determines the classification of its financial assets at initial recognition and, where allowed and appropriate, re-evaluates this designation at each financial year end.

Financial assets at fair value through profit or loss include financial assets held for trading and derivatives. Financial assets are classified as held for trading if they are acquired for the purpose of selling in the near term.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement loans and receivables are subsequently carried at amortised cost, using the effective interest rate method, less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition over the period to maturity. Gains and losses are recognised in the income statement when the loans and receivables are de-recognised or impaired, as well as through the amortisation process.

### Cash and cash equivalents

Cash and cash equivalents include balances with banks and short-term investments with original maturities of three months or less at the date acquired.

### Financial liabilities

Financial liabilities include interest bearing loans and borrowings, and trade and other payables.

Obligations for loans and borrowings are recognised when the Group becomes party to the related contracts and are measured initially at the fair value of consideration received less directly attributable transaction costs.

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method.

Gains and losses are recognised in the income statement when the liabilities are derecognised as well as through the amortisation process.

### Equity

Equity instruments issued by the Company are recorded in equity at the proceeds received, net of direct issue costs.

### **Leases**

Operating lease payments are recognised as an operating expense in the income statement on a straight line basis over the lease term.

### **Revenue Recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue from oil and natural gas production is recognised on an entitlement basis for the Group's net working interest.

### **Finance Revenue**

Finance revenue chiefly comprises interest income from cash deposits on the basis of the effective interest rate method and is disclosed separately on the face of the income statement.

### **Finance Costs**

Finance costs of debt are allocated to periods over the term of the related debt using the effective interest method. Arrangement fees and issue costs are amortised and charged to the income statement as finance costs over the term of the debt.

### **Borrowing costs**

Borrowing costs directly relating to the acquisition, construction or production of a qualifying capital project under construction are capitalised and added to the project cost during construction until such time the assets are substantially ready for their intended use i.e when they are capable of commercial production. Where funds are borrowed specifically to finance a project, the amounts capitalised represent the actual borrowing costs incurred. All other borrowing costs are recognised in the income statement in the period in which they are incurred.

## **Share-Based Payment Transactions**

Employees (including directors) of the Group receive remuneration in the form of share-based payment transactions, whereby employees render services in exchange for shares or rights over shares ('equity-settled transactions').

### Equity-settled transactions

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date on which they are granted. In valuing equity-settled transactions, no account is taken of any service or performance conditions, other than conditions linked to the price of the shares of Serica Energy plc ('market conditions'), if applicable.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the relevant employees become fully entitled to the award (the 'vesting period'). The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The income statement charge or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is conditional upon a market or non-vesting condition, which are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance conditions are satisfied. Equity awards cancelled are treated as vesting immediately on the date of cancellation, and any expense not recognised for the award at that date is recognised in the income statement. Estimated associated national insurance charges are expensed in the income statement on an accruals basis.

Where the terms of an equity-settled award are modified or a new award is designated as replacing a cancelled or settled award, the cost based on the original award terms continues to be recognised over the original vesting period. In addition, an expense is recognised over the remainder of the new vesting period for the incremental fair value of any modification, based on the difference between the fair value of the original award and the fair value of the modified award, both as measured on the date of the modification. No reduction is recognised if this difference is negative.

## **Income Taxes**

Current tax, including UK corporation tax and overseas corporation tax, is provided at amounts expected to be paid using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is provided using the liability method and tax rates and laws that have been enacted or substantively enacted at the balance sheet date. Provision is made for temporary differences at the balance sheet date between the tax bases of the assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax is provided on all temporary differences except for:

- temporary differences associated with investments in subsidiaries, where the timing of the reversal of the temporary differences can be controlled by the Group and it is probable that the temporary differences will not reverse in the foreseeable future; and
- temporary differences arising from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the income statement nor taxable profit or loss.

Deferred tax assets are recognised for all deductible temporary differences, to the extent that it is probable that taxable profits will be available against which the deductible temporary differences can be utilised. Deferred tax assets and liabilities are presented net only if there is a legally enforceable right to set off current tax assets against current tax liabilities and if the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority.

### **Earnings Per Share**

Earnings per share is calculated using the weighted average number of ordinary shares outstanding during the period. Diluted earnings per share is calculated based on the weighted average number of ordinary shares outstanding during the period plus the weighted average number of shares that would be issued on the conversion of all relevant potentially dilutive shares to ordinary shares. It is assumed that any proceeds obtained on the exercise of any options and warrants would be used to purchase ordinary shares at the average price during the period. Where the impact of converted shares would be anti-dilutive, these are excluded from the calculation of diluted earnings.

### **New and amended standards and interpretations**

The accounting policies adopted are consistent with those of the previous financial year, except for the following new and amended IFRS and IFRIC interpretations effective as of 1 January 2014 unless otherwise stated. The adoption of the standards or interpretations is described below:

*i) Amendment to IAS 32: Offsetting Financial Assets and Financial Liabilities*

The amendment is effective for annual periods beginning on or after 1 January 2014. The application of the amendment did not impact on the financial position or performance of the Group or Company.

*ii) Amendment to IAS 36: Recoverable Amount Disclosures for Non-Financial Assets*

The amendment addressed certain unintended consequences arising from consequential amendments made to IAS 36 when IFRS 13 was issued. The amendment is effective for annual periods beginning on or after 1 January 2014. The application of the amendment did not impact on the financial position or performance of the Group or Company.

### **Standards issued but not yet effective**

Certain standards or interpretations issued but not yet effective up to the date of issuance of the Group's financial statements are listed below. This listing of standards and interpretations issued are those that the Group reasonably expects to have an impact on disclosures, financial position or performance when applied at a future date. The Group intends to adopt these standards when they become effective.

<b>Standard</b>	<b>Effective year commencing on or after</b>
IFRS 9 – Financial Instruments	1 January 2018 *
Amendments to IAS 16 and IAS 38 – Clarification of Accountable Methods of Depreciation and Amortisation	1 January 2016
Amendments to IFRS 11 – Accounting for Acquisition of Interests in Joint Operations	1 January 2016
Annual Improvements to IFRSs 2010-2012 Cycle	1 July 2014
Annual Improvements to IFRSs 2011-2013 Cycle	1 July 2014

\*Not yet endorsed by the EU