Docusign Envelope ID: 2F8287FA-FFEA-4C99-A090-28597E3829B4

BP SCALE UP FACTORY LIMITED

(Registered No.11700098)

ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

Board of directors: C A McCann
G E Burns

The directors present the Strategic Report, their report and the audited financial statements on BP Scale Up Factory Limited (also referred to as the 'company') for the year ended 31 December 2024.

The company is a member of the bp group of companies whose ultimate holding company is BP p.l.c. The term 'bp group', 'bp' or 'group' in this context and where used elsewhere in these reports and financial statements means BP p.l.c. and its subsidiaries. These terms are used in this report for convenience to refer to one or more of the members of the bp group instead of identifying a particular company or companies.

STRATEGIC REPORT

Principal activity

The main activity of the company is to evaluate and invest in business opportunities to support and complement the core business of the wider bp group.

Results

The loss for the year after taxation was $35.0 million which, when added to the accumulated loss brought forward at 1 January 2024 of $310.6 million, gives a total accumulated loss carried forward at 31 December 2024 of $345.6 million.

Review of the business

The company's performance is consistent with bp's strategy to appraise opportunities and make strategic investment decisions for the group.

The key financial and other performance indicators during the year were as follows:

	2024	Restated 2023	Variance
	$000	$000	%
Operating loss	(35,782)	(102,598)	(65)
Loss for the financial year	(35,031)	(105,460)	(67)
Total equity	(42,622)	(7,591)	(461)

The operating loss and loss for the financial year are primarily due to an impairment of investments of $17.8 million and net loss on sale of subsidiaries of $27.9 million during the year; partially offset by a net reversal of impairment of loans of $11.3 million. The decrease in losses is mainly due to a lower impairment charge against investments and loans as compared to prior year.

DTT

Docusign Envelope ID: 2F8287FA-FFEA-4C99-A090-28597E3829B4

Section 172 (1) statement

This section describes how the directors have had regard to the matters set out in section 172 (1) (a) - (f) of the Companies Act 2006 (the 'Section 172 factors') and forms the statement required under section 414CZA of the Companies Act 2006. The directors understand their duties under Section 172 and receive training on them upon their appointment, and at regular intervals thereafter.

The board is committed to doing business ethically and transparently, using bp's values and code of conduct to guide them when engaging and working with business partners. The company's activities, and the decisions of the board, affect a wide variety of individuals and organisations. The directors engage with the company's stakeholders, listening to their differing needs and priorities as part of their role as a senior leader at bp and use the feedback received to inform the board's decision-making.

Section 172 factor*(s)*	
(a) – The likely consequences of any decision in the long-term; (e) – the desirability of the company maintaining a reputation for high standards of business conduct	When performing their duties, the directors of the company had regard to the bp group strategy and how the long-term success and sustained economic viability of the company supports the bp group's financial frame and sustainability frame. bp's code of conduct, which was updated in 2024, and "Who we are" beliefs set clear expectations for how bp, the company and the board operate to maintain a reputation for high standards of business conduct.
(b) – the interests of the company's employees	The directors of the company engage with employees and keep them informed on matters of concern to them. The directors of the company acknowledge the key interests of the employees, which include job security and career development, when making decisions. This includes reviewing the key performance indicators on employee engagement measured by employee 'Pulse' surveys.' Employees are kept informed on matters of concern to them as bp employees through the intranet, town halls, site visits and relevant webinars. Employee share ownership is encouraged and there are a number of employee share plans in place at bp group level to which employees of the company can participate in. For example, the bp group operates a ShareMatch plan in more than 50 countries, matching BP p.l.c. shares purchased by employees. The bp group continued to use its learning platform, Grow@bp to enable employees to take ownership of their career and develop skills both for their current roles and future options as bp evolves. All employees left by the end of June 2024.
(c) – The need to foster the company's business relationships with suppliers, customers and others	During 2024, the directors of the company reiterated their focus on engaging and fostering relationships with suppliers and customers. Their actions were aligned with bp's Code of Conduct and 'Who we are' beliefs.

DTT

Docusign Envelope ID: 2F8287FA-FFEA-4C99-A090-28597E3829B4

Section 172 (1) statement (continued)

Section 172 factor*(s)*	
(d) – The impact of the company's operations on the community and the environment	The directors of the company are committed to the bp group's sustainability frame which includes 10 aims to get bp to net zero and help the world get there too, 5 aims to improve people's lives and 5 aims to care for our planet.
(f) - The need to act fairly as between members of the company	In considering both the short- and long-term consequences of decisions, the directors consider how to best maximize the long-term shareholder value for its member as a wholly-owned subsidiary.

In addition to the section 172 stakeholders set out above, the company considers its key stakeholders groups to include:

Stakeholder	
Government/Regulators	The company recognizes the need to create valued relationships with the government/regulators centered around ethics and transparency, and the need to discuss relevant regulations and guidance where necessary. The board is provided with updates on changes in regulation and / or legislation impacting the company and is committed to keeping the government/regulators informed of any significant changes to the company.

The company's principal decisions

The board recognizes the importance of considering and having regard to the section 172 factors when making decisions, particularly principal decisions of the company. The company has taken the view that a 'principal' decision is one which is material and strategic in nature and would affect the ability of the company to generate or preserve value over the long-term.

The following principal decisions were taken by the company during the period:

Principal decision	**Relevant factors taken into account during decision making process**
Approval of the sale of shares	In February 2024, the directors considered and approved a sale of the company's entire legal and beneficial ownership of Insight Analytics Solutions Holdings Limited for a total consideration of approximately $62.8 million less the intra-group debt, bonus payments and bonus taxes. The directors considered the impact of such a decision on the long-term prospects and financial position of the company.
Approval of a subscription for shares	In June 2024, the directors considered and approved an equity injection into Lytt Limited for a total consideration of $16.8 million. The directors considered the impact of such a decision on the long-term prospects and financial position of the company.

DTT

Docusign Envelope ID: 2F8287FA-FFEA-4C99-A090-28597E3829B4

Section 172 (1) statement (continued)

The company's principal decisions (continued)

Principal decision	Relevant factors taken into account during decision making process
Approval of the winding up of a subsidiary	In June 2024, the directors considered and approved the winding up of the subsidiary company, Lytt Limited. The directors considered the impact of such a decision on the long-term prospects and financial position of the company.
Approval of subscription for shares	In December 2024, the directors considered and approved an equity injection into Stryde Limited for a total consideration of $33.1 million. The directors considered the impact of such a decision on the long-term prospects and financial position of the company.
Approval of the sale of shares	In December 2024, the directors considered and approved a sale of the company's entire legal and beneficial ownership of Stryde Limited. The directors considered the impact of such a decision on the long-term prospects and financial position of the company.

Principal risks and uncertainties

The bp group manages, monitors and reports on the principal risks and uncertainties that can impact the group's ability to deliver its strategy. The group's system of internal control includes policies, processes, management systems, organizational structures, culture and standards of conduct employed to manage bp's business and associated risks.

Throughout the year, bp management, the leadership team, the board and relevant committees provide oversight of how principal risks to bp are identified, assessed and managed. They support appropriate governance of risk management including having relevant policies in place to help manage risks. Such oversight may include internal audit reports, group risk reports and reviews of the outcomes of business processes including strategy, planning and resource and capital allocation. bp's group risk team analyses the group's risk profile and maintains the group's risk management system. bp's internal audit team provides independent assurance to the chief executive and board as to whether the group's system of internal control is adequately designed and operating effectively to respond appropriately to the risks that are significant to bp.

The company aims to deliver sustainable value by identifying and responding successfully to risks in line with the group's risk management process.

The risks listed below, separately or in combination, could have a material adverse effect on the implementation of the company's strategy, business, financial performance, results of operations, cash flows, liquidity, prospects, shareholder value and returns and reputation. Unless stated otherwise, further details on these risks are included within the risk factors in the Strategic Report of the bp group Annual Report and Form 20-F for the year ended 31 December 2024.

DTT

Docusign Envelope ID: 2F8287FA-FFEA-4C99-A090-28597E3829B4

Strategic and commercial risks

Markets
Recent global developments have also caused significant uncertainty and volatility in macroeconomic conditions and commodity markets. The going concern assessment in the Directors' Report has been based on bp's current expectations, but actual outcomes and results may be impacted by these evolving macroeconomic and market conditions.

Major project delivery
Failure to invest in the best opportunities or deliver major projects successfully could adversely affect the company's financial performance.

The company faces challenges in developing major projects, particularly in geographically and technically challenging areas. Poor investment choice, efficiency or delivery, inflation, supply chain, or operational challenges at any major project that underpins production or production growth, could adversely affect the company's financial performance.

Geopolitical
The company is exposed to a range of political developments and consequent changes to the operating and regulatory environment could cause business disruption.

Political instability, changes to the regulatory environment or taxation, international trade disputes and barriers to free trade, international sanctions, expropriation or nationalization of property, civil strife, strikes, insurrections, acts of terrorism, acts of war and public health situations (including the outbreak of an epidemic or pandemic) may disrupt or curtail our operations, business activities or investments. These may in turn cause production to decline, limit bp's ability to pursue new opportunities, affect the recoverability of bp's assets and related earnings and cash flow or cause bp to incur additional costs, particularly due to the long-term nature of many of bp's projects and significant capital expenditure required.

Liquidity, financial capacity and financial, including credit, exposure
Failure to work within the financial framework set by the bp group could impact the bp group as well as the company's ability to operate and result in financial loss. Credit rating downgrades could potentially increase financing costs and limit access to financing or engagement in the company's trading activities on acceptable terms, which could put pressure on the company's liquidity.

For further details see Note 29 of the bp group Annual Report and Form 20-F for the year ended 31 December 2024.

Digital infrastructure, cyber security and data protection
The energy industry is subject to fast-evolving risks, including ransomware, from cyber threat actors, including nation states, criminals, terrorists, hacktivists and insiders. Current geopolitical factors have increased these risks. There is also growing regulation around data protection and data privacy, critical national infrastructure and the evolving opportunities and threats from artificial intelligence. A breach or failure of the bp group or third parties' digital infrastructure – including control systems – due to breaches of cyber defences, or those of third parties, negligence, intentional misconduct or other reasons, could seriously disrupt operations. This could result in the loss or misuse of data or sensitive information, including employees' and customers' personal data, injury to people, disruption to bp group's business, harm to the environment or assets, legal or regulatory breaches, legal liability and significant costs including fines, cost of remediation or reputational consequences. Furthermore, the rapid detection of attempts to gain unauthorized access to digital infrastructure, often through the use of sophisticated and co-ordinated means, is a challenge and any delay or failure to detect could compound these potential harms.

DTT

Docusign Envelope ID: 2F8287FA-FFEA-4C99-A090-28597E3829B4

Strategic and commercial risks (continued)

Climate change and the transition to a lower carbon economy

Laws, regulations, policies, obligations, government actions, social attitudes and customer preferences relating to climate change and the transition to a lower carbon economy, including the pace of change to any of these factors, and also the pace of the transition itself, could have adverse impacts on our business including on our access to and realization of competitive opportunities, a decline in demand for, or constraints on our ability to sell certain products, constraints on production and supply, adverse litigation and regulatory or litigation outcomes, increased costs from compliance and increased provisions for environmental and legal liabilities.

Investor preferences and sentiment are influenced by environmental, social and governance considerations including climate change and the transition to a lower carbon economy. Changes in those preferences and sentiment could affect bp group's access to capital markets and attractiveness to potential investors, potentially resulting in reduced access to financing, increased financing costs and impacts upon business plans and financial performance.

Depending on the nature and speed of any such changes and our response, these changes could increase costs, reduce the company's profitability, reduce demand for certain products, limit our access to new opportunities, require us to write down certain assets or curtail or cease certain operations, and affect investor sentiment, our access to capital markets, our competitiveness and financial performance.

Policy, legal, regulatory, technological and market developments related to climate change could also affect future price assumptions used in the assessment of recoverability of asset carrying values.

Insurance

The bp group insures in situations where this is legally and contractually required. Some risks are insured with third parties and reinsured by group insurance companies. Uninsured losses could have a material adverse effect on the company's financial position, particularly if they arise at a time when the company is facing material costs as a result of a significant operational event which could put pressure on liquidity and cash flows.

Compliance and control risks

Ethical misconduct and non-compliance

Incidents of ethical misconduct or non-compliance with applicable laws and regulations, including anti-bribery and corruption, competition and antitrust, data privacy, and anti-fraud laws, trade restrictions or other sanctions, could damage the company's reputation, and result in litigation, regulatory action, penalties and potentially affect licence to operate.

Regulation

Changes in the law and regulation, including how they are interpreted and enforced, could increase costs, constrain the company's operations and affect its business plans and financial performance.

Treasury

Ineffective oversight of treasury and trading activities could lead to business disruption, financial loss, regulatory intervention, fines or damage to the company’s reputation.

Reporting

External reporting of financial and non-financial data relies on the integrity of the control environment, bp group's systems and people operating them. Failure to report data accurately and in compliance with applicable standards could result in regulatory action, legal liability and reputational damage.

DTT

Docusign Envelope ID: 2F8287FA-FFEA-4C99-A090-28597E3829B4

Financial risk management

The company is exposed to a number of different financial risks arising from natural business exposures as well as its use of financial instruments including market risks relating to foreign currency exchange rates and interest rates; credit risk; and liquidity risk. Further details on these financial risks are included within Note 29 of the bp group Annual Report and Form 20-F for the year ended 31 December 2024.

Approved by the board of directors and signed on behalf of the board by:

DocuSigned by:
Catherine McCann
485E14EE32BB42E...

C A McCann
Director

September 29, 2025

Registered office:

Chertsey Road
Sunbury on Thames
Middlesex
TW16 7BP
United Kingdom

DTT

Docusign Envelope ID: 2F8287FA-FFEA-4C99-A090-28597E3829B4

DIRECTORS' REPORT

BP SCALE UP FACTORY LIMITED

Directors

The present directors are listed on page 1.

C A McCann served as a director throughout the financial year. Changes since 1 January 2024 are as follows:

	Appointed	Resigned
A H Haywood	—	15 July 2024
G E Burns	15 July 2024	—

Directors' indemnity

The company indemnifies the directors in its Articles of Association to the extent allowed under section 232 of the Companies Act 2006. Such qualifying third party indemnity provisions for the benefit of the company's directors remain in force at the date of this report.

Dividends

The company has not declared any dividends during the year (2023 $Nil). The directors do not propose the payment of a dividend (2023 $Nil).

Strategic and commercial risks

Markets
Recent global developments have caused significant uncertainty and volatility in macroeconomic conditions and commodity markets. The going concern assessment below has been based on bp's current expectations, but actual outcomes and results may be impacted by these evolving macroeconomic and market conditions.

Financial risk management

In accordance with section 414C of the Companies Act 2006 the directors have included information regarding financial instruments as required by Schedule 7 (Part 6.1) of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 in the Strategic Report under Financial risk management.

Post balance sheet events

On 13 February 2025, the company sold its shareholding in Finite Resources, Inc., resulting in a profit on disposal of $1.2 million to be recognised in 2025.

Going concern

The financial statements were previously prepared on a basis other than that of a going concern, as it was intended that the company would be liquidated following the completion of divestment and wind-down activities for its investments. However, during the current financial year, the directors have decided to repurpose the company and are evaluating alternative business strategies, one of which includes the provision of contracting services, which has already commenced as at the date of approval of these financial statements. In support of this, an existing agreement with a counterparty for the provision of software-as-a-service has been extended until 30 April 2026, and accordingly, operations under the new strategy are underway. As a result of this change in strategic direction, the directors consider it appropriate to adopt the going concern basis of accounting in preparing the financial statements.

DTT

Docusign Envelope ID: 2F8287FA-FFEA-4C99-A090-28597E3829B4

Going concern (continued)

Liquidity and financing are managed within the bp group under pooled group-wide arrangements which include the company. As part of the going concern basis of preparation for the company, the ability and intent of the bp group to support the company has also been taken into consideration. The current economic and geopolitical environment were also considered as part of the going concern assessment. The most recent bp group financial statements continue to be prepared on a going concern basis. Forecast liquidity of the bp group has been assessed under a number of stressed scenarios, including a significant decline in oil prices over the 12-month period from the date these financial statements were approved. Reverse stress tests performed indicated that the bp group will continue to operate as a going concern for at least 12 months from the date of approval of the financial statements even if the Brent price fell to zero. In addition, bp group management have confirmed the existing intra-group funding and liquidity arrangements as currently constituted are expected to continue for the foreseeable future, being no less than twelve months from the approval of these financial statements. No material uncertainties over going concern or significant judgements or estimates on the assessment were identified. Accordingly, the company will be able to draw on support from the bp group for the foreseeable future and these financial statements have therefore been prepared on a going concern basis. For further information on financial risk factors, including credit risk and liquidity risk, see pages 5-7.

At 31 December 2024, the company recorded net current liabilities of $42.6 million. However, the company has ongoing funding arrangements with BP International Limited to manage its working capital as well as investing activities. The directors' assessment has taken into account the ability of both the company and the bp group to ensure availability of funds at least twelve months from the date of approval of these financial statements.

In assessing the prospects of BP Scale Up Factory Limited, the directors noted that such assessment is subject to a degree of uncertainty that can be expected to increase looking out over time and, accordingly, that future outcomes cannot be guaranteed or predicted with certainty.

Having a reasonable expectation that the company has adequate resources to continue in operational existence for at least the next 12 months from the date these financial statements were approved, the directors consider it appropriate to adopt the going concern basis of accounting in preparing the financial statements.

Future developments

The company will continue implementing its various exit strategies for its last remaining investments, which include divestment and wind-downs of investments. Within the next 12 months, it is expected that the company will no longer hold any investments. As outlined in the going concern assessment above, it was determined during the current financial year that the company was no longer set for liquidation, as the directors have reassessed their position and are now in the process of evaluating alternative business strategies for the company's future direction.

At 31 December 2024, the company’s balance sheet had total net liabilities amounting to $42.6 million. The directors note the net liabilities of the company at year end and forecast expenditure for the subsequent 12 months. Having considered the overdraft facility in place with another bp group company, the directors consider the company to be in operational existence for at least the next 12 months from the date these financial statements were approved.

Auditors

Pursuant to section 487 of the Companies Act 2006, Deloitte LLP have expressed their willingness to continue in office as auditors and are therefore deemed reappointed as auditors.

DTT

Docusign Envelope ID: 2F8287FA-FFEA-4C99-A090-28597E3829B4

DIRECTORS' REPORT

Directors' statement as to the disclosure of information to the auditor

The directors who were members of the board at the time of approving the directors' report, as listed on page 1, confirm that:

- To the best of each director's knowledge and belief, there is no information relevant to the preparation of the auditor's report of which the company's auditor is unaware; and
- Each director has taken all the steps a director might reasonably be expected to have taken to be aware of relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with section 418 of the Companies Act 2006.

Approved by the board of directors and signed on behalf of the board by:

DocuSigned by:
Catherine McCann
485E14EE32BB42E...

C A McCann
Director

September 29, 2025

Registered office:

Chertsey Road
Sunbury on Thames
Middlesex
TW16 7BP
United Kingdom

DTT

Docusign Envelope ID: 2F8287FA-FFEA-4C99-A090-28597E3829B4

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

BP SCALE UP FACTORY LIMITED

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) including Financial Reporting Standard 101 'Reduced Disclosure Framework'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and the profit or loss for that period. In preparing these financial statements, the directors are required to:

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

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

The directors confirm that they have complied with these requirements. Details of the directors' assessment of going concern are provided in the Directors' Report.

DTT

Docusign Envelope ID: 2F8287FA-FFEA-4C99-A090-28597E3829B4

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF BP SCALE UP FACTORY LIMITED

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of BP Scale Up Factory Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 31 December 2024 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the profit and loss account;
- the statement of comprehensive income;
- the balance sheet;
- the statement of changes in equity; and
- the related notes 1 to 19.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information

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

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

We have nothing to report in this regard.

DTT

Docusign Envelope ID: 2F8287FA-FFEA-4C99-A090-28597E3829B4

Responsibilities of directors

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

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

Auditor's responsibilities for the audit of the financial statements

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

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

We considered the nature of the company's industry and its control environment, and reviewed the company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management and the directors about their own identification and assessment of the risks of irregularities, including those that are specific to the company's business sector.

We obtained an understanding of the legal and regulatory frameworks that the company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included UK Companies Act and tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the company's ability to operate or to avoid a material penalty. These included the company's operating licence and environmental regulations.

We discussed among the audit engagement team regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

DTT

Docusign Envelope ID: 2F8287FA-FFEA-4C99-A090-28597E3829B4

Extent to which the audit was considered capable of detecting irregularities, including fraud (continued)

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management and in-house legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance.

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the directors' report.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in respect of these matters.

Use of our report

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

DocuSigned by:
David Holtam
A7E8E1FBAB614D3...

David Holtam FCA (Senior statutory auditor)
for and on behalf of Deloitte LLP
Statutory Auditor
London, United Kingdom

September 29, 2025

DTT

Docusign Envelope ID: 2F8287FA-FFEA-4C99-A090-28597E3829B4

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2024

BP SCALE UP FACTORY LIMITED

	Note	2024	Restated 2023
		$000	$000
Dividend income		3,673	—
Administrative expenses		(4,975)	(12,310)
Impairment of investments	**11**	(17,832)	(62,664)
Impairment of loan	**12**	(9,561)	(27,617)
Reversal of impairment of loan	**3**	20,840	—
Profit on sale of a subsidiary	**3**	4,672	—
Loss on sale of a subsidiary	**3**	(32,599)	(7)
Operating loss	**3**	(35,782)	(102,598)
Interest receivable and similar income	**5**	2,824	1,874
Interest payable and similar expenses	**6**	(2,073)	(4,736)
Loss before taxation		(35,031)	(105,460)
Tax on loss	**7**	—	—
Loss for the financial year		(35,031)	(105,460)

The loss of $35,031,000 for the financial year ended 31 December 2024 was derived in its entirety from continuing operations.

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2024

There is no comprehensive income attributable to the shareholders of the company other than the loss for the year.

DTT

Docusign Envelope ID: 2F8287FA-FFEA-4C99-A090-28597E3829B4

BALANCE SHEET

AS AT 31 DECEMBER 2024

BP SCALE UP FACTORY LIMITED

(Registered No.11700098)

	Note	2024 $000	Restated 2023 $000
Fixed assets			
Intangible assets	**10**	—	—
Current assets			
Investments	**11**	2,621	3,703
Debtors: amounts falling due within one year	**12**	916	23,092
Assets held for sale	**9**	—	43,808
		3,537	70,603
Creditors: amounts falling due within one year	**13**	(46,159)	(78,194)
Net current liabilities		(42,622)	(7,591)
TOTAL ASSETS LESS CURRENT LIABILITIES		(42,622)	(7,591)
NET LIABILITIES		(42,622)	(7,591)
Capital and reserves			
Called up share capital	**14**	303,000	303,000
Profit and loss account	**15**	(345,622)	(310,591)
TOTAL EQUITY		(42,622)	(7,591)

The financial statements were approved by the board of directors and authorized for issue on 28 September 2025 and were signed on its behalf by:

DocuSigned by:
Catherine McCann
485E14EE32BB42E...

C A McCann
Director

September 29, 2025

DTT

Docusign Envelope ID: 2F8287FA-FFEA-4C99-A090-28597E3829B4

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2024

BP SCALE UP FACTORY LIMITED

	Called up share capital (Note 14)	Profit and loss account (Note 15)	Total
	$000	$000	$000
Balance at 1 January 2023	303,000	(205,131)	97,869
Loss for the financial year, representing total comprehensive income	—	(106,737)	(106,737)
Balance at 31 December 2023 (as previously stated)	303,000	(311,868)	(8,868)
Prior year adjustment (Note 18)	—	1,277	1,277
Balance at 31 December 2023 (as restated)	303,000	(310,591)	(7,591)
Balance at 1 January 2024	303,000	(310,591)	(7,591)
Loss for the financial year, representing total comprehensive income	—	(35,031)	(35,031)
Balance at 31 December 2024	303,000	(345,622)	(42,622)

DTT

Docusign Envelope ID: 2F8287FA-FFEA-4C99-A090-28597E3829B4

1. Authorization of financial statements and statement of compliance with Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101)

The financial statements of BP Scale Up Factory Limited for the year ended 31 December 2024 were approved by the board of directors on 28 September 2025 and the balance sheet was signed on the board's behalf by C A McCann. BP Scale Up Factory Limited is a private company, limited by shares incorporated, domiciled and registered in England and Wales (registered number 11700098) under the Companies Act 2006. The company's registered office is at Chertsey Road, Sunbury on Thames, Middlesex, TW16 7BP, United Kingdom. These financial statements were prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' (FRS 101) and the provisions of the Companies Act 2006.

2. Material accounting policy information, significant judgements, estimates and assumptions

The material accounting policy information and critical accounting judgements, estimates and assumptions of the company are set out below.

Basis of preparation

These financial statements have been prepared in accordance with FRS 101. The financial statements have been prepared under the historical cost convention. Historical cost is generally based on the fair value of the consideration given in exchange for the assets.

The accounting policies that follow have been consistently applied to all years presented, except where otherwise indicated.

These financial statements are separate financial statements. The company has taken advantage of the exemption under s400 of the Companies Act 2006 not to prepare consolidated financial statements, because it is included in the group financial statements of BP p.l.c. Details of the parent in whose consolidated financial statements the company is included are shown in Note 19 to the financial statements.

The company meets the definition of a qualifying entity under FRS 100 'Application of Financial Reporting Requirements' issued by the FRC. Accordingly, these financial statements were prepared under the historical cost convention in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework and the Companies Act 2006. As permitted by FRS 101, the company has taken advantage of the disclosure exemptions available under that standard in relation to:

(a) the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134 to 136 of IAS 1 Presentation of Financial Statements;
(b) the requirement in paragraph 38 of IAS 1 Presentation of Financial Statements to present comparative information in respect of paragraph 118(e) of IAS 38 Intangible Assets;
(c) the requirements of IAS 7 Statement of Cash Flows (excluding paragraphs 1 to 44E, 44H(b)(ii) and 45 to 63 which are not applicable);
(d) the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors in relation to standards not yet effective;
(e) the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures;
(f) the requirements of IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member;
(g) the requirements of paragraphs 130(f)(ii), 130(f)(iii), 134(d) to 134(f) and 135(c)-135(e) of IAS 36, Impairment of Assets;

DTT

Docusign Envelope ID: 2F8287FA-FFEA-4C99-A090-28597E3829B4

2. Material accounting policy information, significant judgements, estimates and assumptions (continued)

Basis of preparation (continued)

(h) the requirements of paragraph 33(c) of IFRS 5 Non-current Assets Held for Sale and Discontinued Operations;
(i) the requirements of IFRS 7 Financial Instruments: Disclosures; and
(j) the requirements of paragraphs 88C and 88D of IAS 12 Income Taxes.

Where required, equivalent disclosures are given in the consolidated financial statements of BP p.l.c. The consolidated financial statements of BP p.l.c. are available to the public and can be obtained as set out in Note 19.

The financial statements are presented in US dollars and all values are rounded to the nearest thousand dollars ($000), except where otherwise indicated.

Material accounting policy information: use of judgements, estimates and assumptions

Inherent in the application of many of the accounting policies used in preparing the financial statements is the need for management to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Actual outcomes could differ from the estimates and assumptions used.

There were no critical accounting judgements or estimates identified that would have a significant impact on the amounts recognized in the financial statements, or create a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Material accounting policy information

Going concern

The financial statements were previously prepared on a basis other than that of a going concern, as it was intended that the company would be liquidated following the completion of divestment and wind-down activities for its investments. However, during the current financial year, the directors have decided to repurpose the company and are evaluating alternative business strategies, one of which includes the provision of contracting services, which has already commenced as at the date of approval of these financial statements. In support of this, an existing agreement with a counterparty for the provision of software-as-a-service has been extended until 30 April 2026, and accordingly, operations under the new strategy are underway. As a result of this change in strategic direction, the directors consider it appropriate to adopt the going concern basis of accounting in preparing the financial statements.

DTT

Docusign Envelope ID: 2F8287FA-FFEA-4C99-A090-28597E3829B4

2. Material accounting policy information, significant judgements, estimates and assumptions (continued)

Going concern (continued)

Liquidity and financing are managed within the bp group under pooled group-wide arrangements which include the company. As part of the going concern basis of preparation for the company, the ability and intent of the bp group to support the company has also been taken into consideration. The current economic and geopolitical environment were also considered as part of the going concern assessment. The most recent bp group financial statements continue to be prepared on a going concern basis. Forecast liquidity of the bp group has been assessed under a number of stressed scenarios, including a significant decline in oil prices over the 12-month period from the date these financial statements were approved. Reverse stress tests performed indicated that the bp group will continue to operate as a going concern for at least 12 months from the date of approval of the financial statements even if the Brent price fell to zero. In addition, bp group management have confirmed the existing intra-group funding and liquidity arrangements as currently constituted are expected to continue for the foreseeable future, being no less than twelve months from the approval of these financial statements. No material uncertainties over going concern or significant judgements or estimates on the assessment were identified. Accordingly, the company will be able to draw on support from the bp group for the foreseeable future and these financial statements have therefore been prepared on a going concern basis. For further information on financial risk factors, including credit risk and liquidity risk, see pages 5-7.

At 31 December 2024, the company recorded net current liabilities of $42.6 million. However, the company has ongoing funding arrangements with BP International Limited to manage its working capital as well as investing activities. The directors' assessment has taken into account the ability of both the company and the bp group to ensure availability of funds at least twelve months from the date of approval of these financial statements.

In assessing the prospects of BP Scale Up Factory Limited, the directors noted that such assessment is subject to a degree of uncertainty that can be expected to increase looking out over time and, accordingly, that future outcomes cannot be guaranteed or predicted with certainty.

Having a reasonable expectation that the company has adequate resources to continue in operational existence for at least the next 12 months from the date these financial statements were approved, the directors consider it appropriate to adopt the going concern basis of accounting in preparing the financial statements.

Foreign currency

The functional and presentation currency of the financial statements is US dollars. The functional currency is the currency of the primary economic environment in which the company operates and is normally the currency in which the company primarily generates and expends cash.

As the company is considered to be an intermediate holding company, and therefore an extension of its parent company, its functional currency is the same as its parent company.

Transactions in foreign currencies are initially recorded in the functional currency by applying the rate of exchange ruling at the date of the transaction. Where this is not practical and exchange rates do not fluctuate materially the average rate has been used. Monetary assets and liabilities denominated in foreign currencies are retranslated into the functional currency at the spot exchange on the balance sheet date. Any resulting exchange differences are included in the profit and loss account. Non-monetary assets and liabilities, other than those measured at fair value, are not retranslated subsequent to initial recognition.

DTT

Docusign Envelope ID: 2F8287FA-FFEA-4C99-A090-28597E3829B4

2. Material accounting policy information, significant judgements, estimates and assumptions (continued)

Investments

Fixed asset investments in subsidiaries are held at cost less provision for impairment. The company assesses investments for an impairment indicator annually. If any such indication of possible impairment exists, the company makes an estimate of the investment's recoverable amount. Where the carrying amount of an investment exceeds its recoverable amount, the investment is considered impaired and is written down to its recoverable amount.

Where these circumstances have reversed, the impairment previously made is reversed to the extent of the original cost of the investment.

Assets held for sale

Assets classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell.

Significant assets are classified as held for sale if their carrying amounts will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such assets.

Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification as held for sale, and actions required to complete the plan of sale should indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

If an asset has been classified as held for sale, but subsequently ceases to meet the criteria to be classified as held for sale, the company ceases to classify the asset as held for sale. Assets that cease to be classified as held for sale are measured at the lower of the carrying amount before the asset was classified as held for sale and its recoverable amount at the date of the subsequent decision not to sell. Any adjustment to the carrying amount is recognized in profit or loss in the period in which the asset ceases to be classified as held for sale.

Intangible assets

Intangible assets include digital assets, and are stated at the amount initially recognized, less accumulated amortization and accumulated impairment losses.

Intangible assets are carried initially at cost unless acquired as part of a business combination. Any such asset is measured at fair value at the date of the business combination.

Intangible assets with a finite life are amortized on a straight-line basis over their expected useful lives. Digital asset costs generally have a useful life of three to five years.

The expected useful lives of assets and the amortization method are reviewed on an annual basis and, if necessary, changes in useful lives or the amortization method are accounted for prospectively.

The carrying value of intangible assets is reviewed for impairment whenever events or changes in circumstances indicate the carrying value may not be recoverable.

DTT

Docusign Envelope ID: 2F8287FA-FFEA-4C99-A090-28597E3829B4

2. Material accounting policy information, significant judgements, estimates and assumptions (continued)

Financial assets

Financial assets are recognized initially at fair value, normally being the transaction price. In the case of financial assets not measured at fair value through profit or loss, directly attributable transaction costs are also included. The subsequent measurement of financial assets depends on their classification, as set out below. The company derecognizes financial assets when the contractual rights to the cash flows expire or the rights to receive cash flows have been transferred to a third party and either substantially all of the risks and rewards of the asset have been transferred, or substantially all the risks and rewards of the asset have neither been retained nor transferred but control of the asset has been transferred.

The company classifies its financial assets as measured at amortized cost or fair value through profit or loss. The classification depends on the business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

Financial assets measured at amortized cost

Financial assets are classified as measured at amortized cost when they are held in a business model the objective of which is to collect contractual cash flows and the contractual cash flows represent solely payments of principal and interest. Such assets are carried at amortized cost. This category of financial assets includes amounts owed from group undertakings, trade and other receivables.

Impairment of financial assets measured at amortized cost

The company assesses on a forward-looking basis the expected credit losses associated with financial assets measured at amortized cost at each balance sheet date. Expected credit losses are measured based on the maximum contractual period over which the company is exposed to credit risk. As lifetime expected credit losses are recognized for trade receivables and the tenor of substantially all other in-scope financial assets is less than 12 months there is no significant difference between the measurement of 12-month and lifetime expected credit losses for the company. The measurement of expected credit losses is a function of the probability of default, loss given default and exposure at default. The expected credit loss is estimated as the difference between the asset's carrying amount and the present value of the future cash flows the company expects to receive, discounted at the financial asset's original effective interest rate. The carrying amount of the asset is adjusted, with the amount of the impairment gain or loss recognized in the profit and loss account.

A financial asset or group of financial assets classified as measured at amortized cost is considered to be credit-impaired if there is reasonable and supportable evidence that one or more events that have a detrimental impact on the estimated future cash flows of the financial asset (or group of financial assets) have occurred. Financial assets are written off where the company has no reasonable expectation of recovering amounts due.

Financial liabilities

Financial liabilities are recognized when the company becomes party to the contractual provisions of the instrument. The company derecognizes financial liabilities when the obligation specified in the contract is discharged, cancelled or expired. The measurement of financial liabilities depends on their classification, as follows:

DTT

Docusign Envelope ID: 2F8287FA-FFEA-4C99-A090-28597E3829B4

2. Material accounting policy information, significant judgements, estimates and assumptions (continued)

Financial liabilities (continued)

Financial liabilities measured at amortized cost

Financial liabilities are initially recognized at fair value, net of directly attributable transaction costs. For interest-bearing loans and borrowings this is typically equivalent to the fair value of the proceeds received, net of issue costs associated with the borrowing.

After initial recognition, these financial liabilities are subsequently measured at amortized cost. This category of financial liabilities includes This category of financial liabilities includes amounts owed to group undertakings, trade and other payables.

Offsetting of financial assets and liabilities

Financial assets and liabilities are presented gross in the balance sheet unless both of the following criteria are met: the company currently has a legally enforceable right to set off the recognized amounts; and the company intends to either settle on a net basis or realize the asset and settle the liability simultaneously. If both of the criteria are met, the amounts are set off and presented net. A right of set off is the company's legal right to settle an amount payable to a creditor by applying against it an amount receivable from the same counterparty. The relevant legal jurisdiction and laws applicable to the relationships between the parties are considered when assessing whether a current legally enforceable right to set off exists.

Employee benefits

Wages, salaries, bonuses, social security contributions, paid annual leave and sick leave are accrued in the period in which the associated services are rendered by employees of the company. Deferred bonus arrangements that have a vesting date more than 12 months after the balance sheet date are valued on an actuarial basis using the projected unit credit method and amortized on a straight-line basis over the service period until the award vests.

Pensions

Contributions to defined contribution plans are recognized in the profit and loss account in the period in which they become payable.

Taxation

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

Income tax is recognized in the profit and loss account, except to the extent that it relates to items recognized in other comprehensive income or directly in equity, in which case the related tax is recognized in other comprehensive income or directly in equity.

Current tax is based on the taxable profit for the period. Taxable profit differs from net profit as reported in the profit and loss account because it is determined in accordance with the rules established by the applicable taxation authorities. It therefore excludes items of income or expense that are taxable or deductible in other periods as well as items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

DTT

Docusign Envelope ID: 2F8287FA-FFEA-4C99-A090-28597E3829B4

2. Material accounting policy information, significant judgements, estimates and assumptions (continued)

Taxation (continued)

Deferred tax is provided, using the balance sheet method, on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax liabilities are recognized for all taxable temporary differences except:

- Where the deferred tax liability arises on the initial recognition of an asset or liability in a transaction that is not a business combination, at the time of the transaction, affects neither accounting profit nor taxable profit or loss and, at the time of the transaction, does not give rise to equal taxable and deductible temporary differences.

Deferred tax assets are recognized for deductible temporary differences, carry-forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry-forward of unused tax credits and unused tax losses can be utilized, except where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination, at the time of the transaction, affects neither accounting profit nor taxable profit or loss and, at the time of the transaction, does not give rise to equal taxable and deductible temporary differences.

In respect of deductible temporary differences associated with investments in group undertakings and associates and interests in joint arrangements, deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable or increased to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date. Deferred tax assets and liabilities are not discounted.

Deferred tax assets and liabilities are offset only when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the current tax assets and liabilities on a net basis or to realize the assets and settle the liabilities simultaneously.

Where tax treatments are uncertain, if it is considered probable that a taxation authority will accept the company's proposed tax treatment, income taxes are recognized consistent with the company's income tax filings. If it is not considered probable, the uncertainty is reflected within the carrying amount of the applicable tax asset or liability using either the most likely amount or an expected value, depending on which method better predicts the resolution of the uncertainty.

In July 2023, the UK government enacted legislation to implement the Pillar Two Model rules. The legislation is effective for bp from 1 January 2024 and includes an income inclusion rule and a domestic minimum tax, which together are designed to ensure a minimum effective tax rate of 15% in each country in which bp operates. In line with the amendments to IAS 12, the exception from recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes has been applied.

DTT

Docusign Envelope ID: 2F8287FA-FFEA-4C99-A090-28597E3829B4

2. Material accounting policy information, significant judgements, estimates and assumptions (continued)

Interest income

Interest income is recognized as the interest accrues using the effective interest rate – that is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset.

Dividend income

Dividend income from investments is recognized when the shareholders' right to receive the payment is established.

Finance costs

Finance costs are recognized in the profit and loss account in the period in which they are incurred**.**

Updates to material accounting policy information

There are no new IFRS Accounting Standards or other amended standards or interpretations adopted from 1 January 2024 onwards, that have a significant impact on the financial statements.

Impact of new International Financial Reporting Standards

The following pronouncements from the IASB have not been adopted by the company in these financial statements as they will only become effective for future financial reporting periods. There are no other standards, amendments or interpretations in issue but not yet adopted that the directors anticipate will have a material effect on the reported income or net assets of the company.

Amendment to IFRS 9 Financial Instruments

Amendments to IFRS 9 Financial Instruments relating to the settlement of liabilities through electronic payment systems are effective for annual periods beginning on or after 1 January 2026 subject to endorsement by the UK Endorsement Board. The potential impact on cash and banking operations and amounts reported on adoption of the amendments is currently being assessed.

IFRS 18 Presentation and Disclosure in Financial Statements

IFRS 18 Presentation and Disclosure in Financial Statements will supersede IAS 1 Presentation of Financial Statements and is effective for annual periods beginning on or after 1 January 2027 subject to endorsement by the UK Endorsement Board. IFRS 18 (and consequential amendments made to IAS 7 Statement of Cash Flows, IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors, IAS 33 Earnings per share and IFRS 7 Financial Instruments: Disclosures) introduces several new requirements that are expected to impact the presentation and disclosure of the company's financial statements. These new requirements include:

- Requirements to classify all income and expenses included in the statement of profit or loss into one of five categories and to present two new mandatory subtotals.
- Required disclosures about certain non-GAAP measures ('management defined performance measures') in a single note to the financial statements.
- Enhanced guidance on the aggregation of information across all the primary financial statements and the notes.

The company's evaluation of the effect of adopting IFRS 18 is ongoing.

DTT

Docusign Envelope ID: 2F8287FA-FFEA-4C99-A090-28597E3829B4

3. Operating loss

This is stated after charging / (crediting):

	2024	Restated 2023
	$000	$000
Net foreign exchange losses / (gains)[a]	123	(1,136)
Impairment of investments	17,832	62,664
Impairment of loan	9,561	27,617
Reversal of impairment of loan	(20,840)	—
Profit on sale of a subsidiary	(4,672)	—
Loss on sale of a subsidiary	32,599	7
Consulting and management fees[a]	2,533	5,744

[a] Amounts are included in Administrative expenses.

4. Auditor's remuneration

	2024	2023
	$000	$000
Fees for the audit of the company's financial statements	60	64

Fees paid to the company's auditor, Deloitte LLP and its associates for services other than the statutory audit of the company are not disclosed in these financial statements since the consolidated financial statements of BP Scale Up Factory Limited's ultimate parent, BP p.l.c., are required to disclose non-audit fees on a consolidated basis.

The audit fees were borne by another group company.

5. Interest receivable and similar income

	2024	2023
	$000	$000
Interest income from loan notes	2,824	1,874

6. Interest payable and similar expenses

	2024	2023
	$000	$000
Interest expense on overdrafts from group undertakings	2,073	4,736

DTT

Docusign Envelope ID: 2F8287FA-FFEA-4C99-A090-28597E3829B4

7. Taxation

The company is a member of a group for the purposes of relief within Part 5, Corporation Tax Act 2010.

In May 2023, the IASB issued International Tax Reform – Pillar Two Model Rules - Amendments to IAS 12 Income Taxes to clarify the application of IAS 12 to tax legislation enacted or substantively enacted to implement Pillar Two of the Organisation for Economic Co-operation and Development's Base Erosion and Profit Shifting project, which aims to address the tax challenges arising from the digitalisation of the economy. The amendments include a mandatory temporary exception from accounting for deferred tax on such tax law. In July 2023, the UK government enacted legislation to implement the Pillar Two rules. The legislation is effective for the company from 1 January 2024 and includes an income inclusion rule and a domestic minimum tax. The Pillar Two rules apply at a country level across legal entities in the same group. The rules also include a transitional safe harbour (TCSH) based on Country-by-Country reporting which is applicable for the first three years of the Pillar Two rules. The TCSH provides for three tests which simplify the application of the Pillar Two rules, and where at least one of these tests is met, the top-up tax is deemed to be zero. No provision has been made for Pillar Two current tax for the company for the year ended 31 December 2024 as the company is expected to qualify for the TCSH. In line with the amendments to IAS 12, the exception from accounting for deferred tax for the Pillar Two rules has been applied.

The company has no current or deferred tax charge or credit in the profit and loss account for the year.

(a) Reconciliation of the effective tax rate

The tax assessed on the loss for the year is lower than the standard rate of corporation tax in the UK of 25.0% for the year ended 31 December 2024 (2023 23.5%). The differences are reconciled below:

	2024	Restated 2023
	$000	$000
Loss before taxation	(35,031)	(105,460)
Tax charge / (credit)	—	—
Effective tax rate	— %	— %

	2024	Restated 2023
	%	%
UK statutory corporation tax rate:	25.0	23.5
Increase / (decrease) resulting from:		
Non-deductible expenditure	(30.6)	(20.7)
Non-taxable income	8.0	—
Free group relief	(2.4)	(2.8)
Effective tax rate	—	—

Change in corporation tax rate

The UK corporation tax rate is 25%, effective from 1 April 2023, which applies for the year ended 31 December 2024. The company has not recognized a deferred tax asset at the balance sheet date.

(b) Provision for deferred tax

Deferred tax has not been recognised on deductible temporary differences relating to fixed assets of $52,694 (2023 $64,261) with no fixed expiry date on the basis that they are UK tax attributes that are not expected to give rise to any future tax benefit.

DTT

Docusign Envelope ID: 2F8287FA-FFEA-4C99-A090-28597E3829B4

8. Directors and employees

(a) Remuneration of directors

The board of directors of the company comprises three directors. A number of directors are senior executives of the bp group and received no remuneration for qualifying services to this company. For qualifying directors who performed qualifying services to the company during the financial year, the remuneration was paid by the immediate parent company. Based on the directors' time involved in the company's affairs for their period of directorship in the company, an estimated $60,000 of the directors' total remuneration was attributable to the company (2023 $Nil).

(b) Employee costs

	2024	2023
	$000	$000
Wages and salaries	418	2,661
Social security costs	69	711
Other pension costs	34	261
	521	3,633

These costs are borne by the company.

Included in other pension costs are $34,000 (2023 $261,000) in respect of defined contribution schemes.

(c) The average monthly number of employees during the year was 4 (2023 17).

Average number of employees	2024	2023
	No.	No.
Other businesses & corporate	4	17

9. Assets held for sale

In the previous financial year, certain investments earmarked for disposal were reclassified as assets held for sale and presented separately on the balance sheet. To facilitate the disposal, a competitive bidding process was initiated, and during the financial year, a portion of these investments was fully disposed of.

In respect of one of the company's former subsidiaries, a contingent earnout consideration is included in the sale agreement, subject to varying factors. As the amount depends on future events that are not yet determinable, it is not practicable to determine a precise value at this time. Given that the realization of the income is only probable at this stage, no amount has been recognized in the financial statements.

As at 31 December 2024, one subsidiary, Finite Resources, Inc., remains classified as an asset held for sale. This subsidiary was fully impaired in the prior financial year. The disposal was subsequently completed in 2025, as disclosed in Note 17.

The assets classified as held for sale are as follows:

	2024	2023
	$000	$000
Investments in subsidiaries	—	43,808

DTT

Docusign Envelope ID: 2F8287FA-FFEA-4C99-A090-28597E3829B4

10. Intangible assets

	Software and other
Cost	$000
At 1 January 2024	86
At 31 December 2024	86
Amortization	
At 1 January 2024	86
At 31 December 2024	86
Net book value	
At 31 December 2024	—
At 31 December 2023	—

11. Investments

	Investments in subsidiaries
Cost	$000
At 1 January 2023	258,729
Additions (Restated - Note 18)	75,861
Disposals	(88,536)
Transfers	(132,183)
At 31 December 2023 (Restated - Note 18)	113,871
At 1 January 2024	113,871
Additions	16,750
At 31 December 2024	130,621
Impairment losses	
At 1 January 2023	135,879
Charge for the year (Restated - Note 18)	62,664
Transfers	(88,375)
At 31 December 2023 (Restated - Note 18)	110,168
At 1 January 2024	110,168
Charge for the year	17,832
At 31 December 2024	128,000
Net book amount	
At 31 December 2024	2,621
At 31 December 2023 (Restated - Note 18)	3,703

The investments in subsidiaries are all stated at cost less provision for impairment.

The investments in subsidiaries are unlisted.

DTT

Docusign Envelope ID: 2F8287FA-FFEA-4C99-A090-28597E3829B4

11. Investments (continued)

Additions in investments during the year of $16.8 million relate to additional funding into Lytt Limited to facilitate its wind-down process.

At each reporting date, the company is required to perform an impairment review of its investments. As a result of this review, a total impairment charge of $17.8 million was recognized on the company's investments in Fotech Group Limited and Lytt Limited.

The group undertakings of the company at 31 December 2024 and the percentage of equity capital held are set out below. The principal country of operation is generally indicated by the company's country of incorporation or by its name.

All voting rights are equal to percentage of share capital owned unless otherwise noted below.

Group undertakings

Company name	Class of share held	%	Registered address
Finite Resources, Inc.	Ordinary shares	83.42	2711 Centerville Road, Suite 400, Wilmington, DE 19808, United States
Fotech Group Limited	Ordinary shares	100.00	1 More London Place, London, SE1 2AF, England, United Kingdom
Lytt Limited	Ordinary shares	100.00	1 More London Place, London, SE1 2AF, England, United Kingdom

Significant holdings in other related undertakings

Disclosed below is a full list of related undertakings in which the company holds an interest of 20% or greater, along with the registered address and the percentage of share capital owned as at 31 December 2024.

Related undertaking	Holding %	Registered address	Direct / indirect
Finite Carbon Corporation	83.42	435 Devon Park Drive, Suite 700, Wayne, Pennsylvania, 19087, United States	Indirect
Lytt ME Limited	100.00	2474 ResCo-work 07 & 08, 24, Al Sila Tower, Abu Dhabi Global Market Square, Al Maryah Island, Abu Dhabi, United Arab Emirates	Indirect

DTT

Docusign Envelope ID: 2F8287FA-FFEA-4C99-A090-28597E3829B4

12. Debtors

Amounts falling due within one year:

	2024	2023
	$000	$000
Trade debtors	1	4
Amounts owed from group undertakings	604	85
Other debtors	257	46
Loans to group undertakings	—	22,917
Prepayments	54	40
Total debtors	916	23,092

Amounts owed from group undertakings are pre-dominantly non-interest bearing and have repayment terms in 30 days.

Loans to group undertakings in prior year comprise variable rate loans provided to subsidiaries with interest rates ranging from SONIA plus 111 to 114 basis points and SOFR plus 111 to 202 basis points. During the year, an impairment loss of $9.6 million was recognized on the carrying value of loans to subsidiaries. The remaining outstanding loan balances were settled as part of the respective subsidiaries' divestment and wind-down arrangements.

Trade and other debtors are predominantly non-interest bearing.

13. Creditors

Amounts falling due within one year:

	2024	Restated 2023
	$000	$000
Trade creditors	225	69
Amounts owed to group undertakings	45,255	77,998
Other creditors	72	21
Accruals	607	106
Total creditors	46,159	78,194

Materially all of the company's trade payables have payment terms of less than 60 days and give rise to operating cash flows.

Included within the amounts owed to group undertakings is an Internal Funding Account (IFA) of $42.5 million payable to BP International Limited (2023 $75.4 million).

This balance forms a key part of the bp group’s liquidity and funding arrangements under its centralized treasury funding model. Whilst IFA credit balances are legally repayable on demand, in practice they have no termination date.

Interest is accrued on a monthly basis based on overnight SOFR plus 24 basis points.

Other than as disclosed above, amounts owed to group undertakings are pre-dominantly non-interest bearing and have no fixed date of repayment and are legally repayable on demand.

DTT

Docusign Envelope ID: 2F8287FA-FFEA-4C99-A090-28597E3829B4

14. Called up share capital

	2024	2023
	$000	$000
Issued and fully paid:		
303,000,000 ordinary shares of $1 each for a total nominal value of $303,000,000	303,000	303,000

15. Reserves

Called up share capital
The balance on the called up share capital account represents the aggregate nominal value of all ordinary shares in issue.

Profit and loss account
The balance held on this reserve is the accumulated losses of the company.

16. Related party transactions

The company has taken advantage of the exemption contained within paragraphs 8(k) and (j) of FRS 101, and has not disclosed transactions entered into with wholly-owned group companies or key management personnel.

During the year the company entered into transactions, in the ordinary course of business, with other related parties. Balances outstanding at 31 December are as follows:

Related party	Amounts owed from related party
	$000
Finite Resources, Inc.	
Subsidiary	
Forest carbon project development and commercialization services	
2024	—
2023	5,000

17. Post balance sheet events

On 13 February 2025, the company sold its shareholding in Finite Resources, Inc., resulting in a profit on disposal of $1.2 million to be recognised in 2025.

DTT

Docusign Envelope ID: 2F8287FA-FFEA-4C99-A090-28597E3829B4

18. Prior year adjustment

Certain accounts in the profit and loss account and balance sheet were erroneously reported in the prior year due to the omission of a capital injection into one of the company's subsidiaries. The capital injection was intended to be held as an intercompany payable as at 31 December 2023. As a result of this omission, along with the consideration of additional information that came to light regarding the subsidiary's recoverable amount, this indicated that the carrying amount of the subsidiary was over-impaired in the prior year.

This resulted in an overstatement of impairment of investments expense and understatement of investments and creditors. As a consequence, comparative information for the year ended 31 December 2023 presented in these financial statements have been restated.

	2023 $000 As previously stated	 $000 Adjustment	2023 $000 Restated
Impairment of investments	(63,941)	1,277	(62,664)
Operating loss	(103,875)	1,277	(102,598)
Loss before taxation	(106,737)	1,277	(105,460)
Loss for the financial year	(106,737)	1,277	(105,460)

	2023 $000 As previously stated	 $000 Adjustment	2023 $000 Restated
Current assets			
Investments	—	3,703	3,703
Creditors: amounts falling due within one year	(75,768)	(2,426)	(78,194)
Net current liabilities	(8,868)	1,277	(7,591)
TOTAL ASSETS LESS CURRENT LIABILITIES	(8,868)	1,277	(7,591)
NET LIABILITIES	(8,868)	1,277	(7,591)
Capital and reserves			
Profit and loss account	(311,868)	1,277	(310,591)
TOTAL EQUITY	(8,868)	1,277	(7,591)

19. Immediate and ultimate controlling parent undertaking

The immediate parent undertaking is BP Technology Ventures Limited, a company registered in England and Wales. The ultimate controlling parent undertaking is BP p.l.c., a company registered in England and Wales, which is the smallest and largest group to consolidate these financial statements. Copies of the consolidated financial statements of BP p.l.c. can be obtained from its registered address: 1 St James's Square, London, SW1Y 4PD, United Kingdom.

DTT