

**Undertaking to the Australian Competition and Consumer Commission
given pursuant to section 87B of the Trade Practices Act 1974
by**

BP Amoco plc

Background

- 1 On 14 March 2000, BP Amoco plc ("**BP Amoco**") announced its proposed acquisition of all issued shares in Burmah Castrol plc ("**Burmah Castrol**").
- 2 Burmah Fuels Australia Limited ("**BFA**") is a wholly-owned subsidiary of Burmah Castrol. BFA is the owner or lessee of retail fuel and motor spirits sites in New South Wales, Victoria and Queensland. As a result of the proposed worldwide acquisition of Burmah Castrol by BP Amoco, BFA will become a wholly-owned subsidiary of BP Amoco. BP Amoco is currently involved in the retail sale of petroleum and motor spirits in Australia through various Australian subsidiaries.
- 3 On 17 April 2000, representatives of BP Amoco lodged an informal submission with the Australian Competition and Consumer Commission ("**Commission**") seeking clearance of the proposed acquisition as it related to relevant markets in Australia.
- 4 The Commission has informed BP Amoco in a letter dated 13 June 2000 that in its preliminary view, the proposed acquisition might substantially lessen competition in the market in Australia for the retail sale of fuel and motor spirits and thereby contravene section 50 of the Trade Practices Act 1974 ("**Act**").
- 5 Without any admission being made or inferred in respect of the preliminary view expressed by the Commission in its letter dated 13 June 2000, BP Amoco provides the following undertaking to the Commission under section 87B of the Act.

Undertaking

- 6 BP Amoco hereby undertakes for the purposes of section 87B of the Act to implement the BP Amoco Proposal as set out in Annexure A ("**Proposal**").
- 7 BP Amoco will procure the performance by its subsidiaries of any obligations contained in the Proposal which are required to be discharged by those subsidiaries.
- 8 If BP Amoco is unable to comply with the obligations contained in the Proposal due solely to circumstances outside its control then BP Amoco and the Commission will review the obligations contained in the Proposal, and negotiate in good faith the amendment or revocation of all or any such obligations as may be necessary or consistent with the need to maintain effective competition in the market in Australia for the retail sale of fuel and motor spirits in which BFA competes at the date of this undertaking.

This clause will not apply in respect of circumstances that:

- (a) exist at the date of this undertaking;
- (b) are reasonably foreseeable; or

- (c) arise, whether directly or indirectly, by virtue of any act, matter or thing done by or on behalf of BP Amoco or the failure of BP Amoco to do any act, matter or thing.

Confidentiality

9 BP Amoco gives this undertaking on the express advice of the Commission that save for the purpose of enforcement action under section 87B of the Act or as otherwise required by law, the Commission will not publish or disclose the contents of Annexure A, except with the prior written consent of BP Amoco. BP Amoco will not unreasonably withhold such consent.

However, nothing in this clause shall prevent the Commission from disclosing that BP Amoco has given an undertaking in respect of retail fuel and motor spirits sites owned or leased by BFA.

SIGNED by GREGORY DAVID BOURNE as attorney for BP AMOCO PLC under power of attorney dated 4 July 2000 in the presence of:



M.V. WOOD
Signature of witness

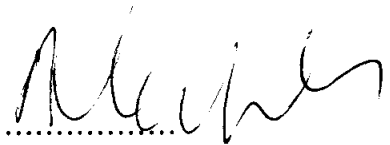
MADELEINE V. WOOD
Name of witness (block letters)

360 ELIZABETH ST.
MELBOURNE 3000
Address of witness

SECRETARY
Occupation of witness

.....
By executing this agreement the attorney states that the attorney has received no notice of revocation of the power of attorney

ACCEPTED BY THE AUSTRALIAN COMPETITION AND CONSUMER COMMISSION PURSUANT TO SECTION 87B OF THE TRADE PRACTICES ACT 1974.


.....
(Professor Allan Fels)
Chairman

This 6 day of July 2000

