

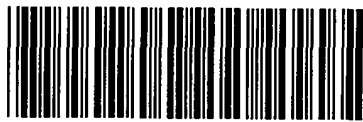
Carillion MENA Limited

Annual report and financial statements

Registered number 398443

For the year ended 31 December 2014

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Directors' report

The directors present their annual report together with the audited financial statements for the year ended 31 December 2014.

Principal activities

This purpose of the entity is to capture all costs related to the senior management team within Carillion MENA and then subsequently allocate these out to the main trading entities in Carillion MENA; namely Carillion Qatar LLC, Carillion Alawi LLC and Carillion Saudi LLC.

Business review

This company will continue to capture the costs of the senior management team and will reallocate these costs to the respective trading entities. The recharge allocation is calculated based on where management time and effort is required.

Profit and dividends

The profit for the year is disclosed in the profit and loss account on page 6.

The directors do not recommend a dividend payment (2013: £nil).

Political donations

The company made no political donations during the year (2013: £nil).

Directors

RJ Howson

RJ Adam

Disclosure of information to the auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are aware, there is no relevant audit information of which the company's auditor is unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditor

KPMG Audit Plc resigned as auditor on 4 December 2014 pursuant to section 516 of the Companies Act 2006. On 7 April 2015 the Directors appointed KPMG LLP as auditor of the company to fill the casual vacancy as auditor under section 485(3) of the Companies Act 2006. KPMG LLP has indicated its willingness to continue in office and a resolution to reappoint it as auditor will be proposed at the next annual general meeting.

Approved by the Board on 30 September 2015 and signed on its behalf by:



RJ Adam
Director

84 Salop Street
Wolverhampton
WV3 0SR

Statement of directors' responsibilities in respect of the directors' report and the financial statements

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

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

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

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



KPMG LLP
One Snowhill
Snow Hill Queensway
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B4 6GH
United Kingdom

Independent auditor's report to the members of Carillion MENA Limited

We have audited the financial statements of Carillion MENA Limited for the year ended 31 December 2014 set out on pages 6 to 13. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

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.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on, the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2014 and of its profit for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

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

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

Peter Meehan
(Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants

30 September 2015

Profit and loss account
for the year ended 31 December 2014

	<i>Note</i>	2014 £000	2013 £000
Administrative expenses		<u>1,790</u>	<u>(2,697)</u>
Operating profit/(loss)		1,790	(2,697)
Interest receivable and similar income	4	45	-
Interest payable and similar charges	5	<u>(226)</u>	<u>(17)</u>
Profit/(loss) on ordinary activities before taxation	2	1,609	(2,714)
Taxation on ordinary activities	6	<u>(528)</u>	<u>704</u>
Profit/(loss) for the financial year	12	<u>1,081</u>	<u>(2,010)</u>


There is no difference between the results as disclosed in the profit and loss account and the result on an unmodified historical cost basis in either the current or preceding financial year.

The notes on pages 9 to 13 form part of the financial statements.

Balance sheet
at 31 December 2014

	Note	£000	2014. £000	2013 £000
Current assets				
Debtors	7	5,713	5,142	
Cash at bank and in hand		236	210	
		<u>5,949</u>	<u>5,352</u>	
Creditors: amounts falling due within one year	8	<u>(10,294)</u>	<u>(10,456)</u>	
Net current liabilities			(4,345)	(5,104)
Creditors: amounts falling due after more than one year	9	(661)	(661)	
Net liabilities			<u>(5,006)</u>	<u>(5,765)</u>
Capital and reserves				
Called up share capital	11	5	5	
Profit and loss account	12	(5,011)	(5,770)	
Equity shareholder's deficit	13		<u>(5,006)</u>	<u>(5,765)</u>

These financial statements were approved by the Board of Directors on 30 September 2015 and were signed on its behalf by :



RJ Adam
Director

Company registered number 398443

Statement of total recognised gains and losses
for the year ended 31 December 2014

	2014 £000	2013 £000
Profit/(loss) for the financial year	1,081	(2,010)
Foreign exchange (losses)/gains	(322)	240
Total recognised gains/(losses) for the year	759	(1,770)

Carillion MENA Limited
Notes
(forming part of the financial statements)

1. Principal accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial information.

Basis of accounting

The financial statements have been prepared under the historical cost convention and in accordance with applicable UK accounting standards.

Going concern

The company's business activities, together with the factors likely to affect its future development and position, are set out in the Business Review section of the Directors' report.

The financial statements have been prepared on the going concern basis, notwithstanding net liabilities of £5.0 million, which the directors believe to be appropriate for the following reasons. The company is dependent for its working capital on funds provided to it by Carillion plc, the company's ultimate parent undertaking. Carillion plc has provided the company with an undertaking that for at least 12 months from the date of approval of these financial statements, it will continue to make available such funds as are needed by the company and in particular will not seek repayment of the amounts currently made available. This should enable the company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment.

The company participates in the Carillion plc group's centralised treasury arrangements and so shares banking arrangements with its parent and fellow subsidiaries. The directors, having assessed the responses of the directors of the company's ultimate parent Carillion plc to their enquiries have no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of the Carillion group to continue as a going concern or its ability to continue with the current banking arrangements. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue, although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Based on this undertaking the directors believe that it remains appropriate to prepare the financial statements on a going concern basis. The financial statements do not include any adjustments that would result in the basis of preparation being inappropriate.

Administrative expenses

Administrative expenses in respect of the senior management team are captured within this entity, and then allocated to the main trading entities within the region. The recharge allocation mechanism is based on where management time and effort is required, and is calculated on an annual basis.

Cash flow statement

Under FRS 1 the company is exempt from the requirement to prepare a cash flow statement on the grounds that Carillion plc, the company's ultimate parent undertaking, includes the company's cash flows in its own published consolidated cash flow statement.

Taxation

The charge for taxation is based on the result for each year and takes into account deferred taxation. Deferred tax assets or liabilities arise from timing differences between the recognition of gains and losses in the financial statements and their recognition in the tax computation which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19. Liabilities are calculated on a non-discounted full provision basis. Assets are calculated on the same basis, but are recognised only to the extent that it is probable that they will be recovered.

Joint arrangements

Where the company is party to a joint arrangement, the company accounts directly for its share of the revenue and expenditure, net assets and liabilities.

Foreign currencies

The investments in overseas subsidiaries, branches and participating interests are translated into sterling at the rates of exchange ruling at the relevant dates of acquisition.

Transactions denominated in foreign currencies are translated into sterling and recorded using the contracted exchange rate. Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the exchange rates ruling at the balance sheet date and the gains and losses on translation are included in the profit and loss account.

Notes (continued)

2. Profit/(loss) on ordinary activities before taxation

Administrative expenses in respect of the senior management team are captured within this entity, and then allocated to the main trading entities within the region on an annual basis. This calculation applied to costs in the current period was performed for the first time in 2014 and will continue going forward.

A balance of £1.7 million (2013: £nil) relates to the release of an accrual balance, which was created in 2013, in respect of disputed intercompany items. The intercompany balances were subsequently resolved in 2014, and as a result the accrual was no longer required.

The audit fee for the year ended 31 December 2014 was borne by Carillion Construction Limited, a fellow Group company.

Fees paid to the company's auditor, KPMG 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 the company's parent, Carillion plc, are required to disclose non-audit fees on a consolidated basis.

3. Directors' remuneration

The directors of the company are directors of the ultimate parent company, Carillion plc, and they received no emoluments in respect of services provided to the company during the year, as such, details regarding their remuneration are disclosed in the financial statements of Carillion plc.

4. Interest receivable and similar income

	2014 £000	2013 £000
Interest receivable from group undertakings	45	-
	<u>45</u>	<u>-</u>

Notes (continued)

5. Interest payable and similar charges

	2014 £000	2013 £000
Interest payable to group undertakings	226	17
	<u>226</u>	<u>17</u>

6. Taxation on ordinary activities

(a) Analysis of taxation charge/(credit) in the year

	2014 £000	2013 £000
UK corporation tax		
Current tax	(44)	(209)
Adjustment in respect of prior periods	209	(132)
Total current taxation	<u>165</u>	<u>(341)</u>
Deferred taxation		
Origination and reversal of timing differences	363	(417)
Adjustment in respect of change in rate	-	54
Total deferred taxation	<u>363</u>	<u>(363)</u>
Total taxation on ordinary activities	<u>528</u>	<u>(704)</u>

(b) Factors affecting the tax charge/(credit) for the current year

The current year tax charge for the year is lower (2013: lower) than the standard rate of 21.5% (2013: 23.25%). The difference is explained below:

	2014 £000	2013 £000
Current tax reconciliation		
Profit/(loss) on ordinary activities before taxation	1,609	(2,714)
Taxation on ordinary activities at 21.5% (2013: 23.25%)	346	(631)
Effects of:		
Dividends from UK companies	-	-
Permanent differences	-	-
Capital allowances (in excess of)/less than depreciation	-	-
Utilisation of tax losses (not recognised)	-	-
Other timing differences	(390)	422
Adjustment in respect of previous periods	209	(132)
Current tax charge/(credit) for the year	<u>165</u>	<u>(341)</u>

(c) Factors that may affect future tax charges

Reductions in the UK corporation tax rate from 23% to 21% (effective from 1 April 2014) and 20% (effective from 1 April 2015) were substantively enacted on 2 July 2013. This will reduce the company's future current tax charge accordingly.

Notes (continued)

7. Debtors

	2014 £000	2013 £000
Amounts owed by group undertakings	3,574	2,385
Amounts owed by other related parties	45	26
Corporation tax - group relief	40	209
Other debtors	1,865	2,036
Prepayments and accrued income	189	123
Deferred tax asset (note 10)	-	363
	<u>5,713</u>	<u>5,142</u>

Amounts owed by group undertakings attract interest at a rate which reflects the cost of borrowing to the group.

8. Creditors: amounts falling due within one year

	2014 £000	2013 £000
Other creditors	472	346
Amounts owed to group undertakings	9,667	8,233
Amounts owed to other related parties	7	52
Accruals and deferred income	148	1,825
	<u>10,294</u>	<u>10,456</u>

Amounts owed to group undertakings bear interest at a rate which reflects the cost of borrowing to the group.

9. Creditors: amounts falling due after more than one year

	2014 £000	2013 £000
Amounts owed to group undertakings	661	661
	<u>661</u>	<u>661</u>

Notes (continued)

10. Deferred taxation

	£000
At the beginning of the year	363
Transfer to profit and loss	(363)
At the end of the year	-

11. Share capital

	2014 £000	2013 £000
Allotted, called up and fully paid: 5,000 ordinary shares of £1 each	5	5

12. Reserves

	Profit and loss account £000
At beginning of year	(5,770)
Profit for the financial year	1,081
Foreign exchange losses	(322)
At end of the year	(5,011)

13. Reconciliation of movements in shareholders' deficit

	2014 £000	2013 £000
Profit/(loss) for the financial year	1,081	(2,010)
Foreign exchange (losses)/gains	(322)	240
Net decrease/(increase) in equity shareholders' deficit	759	(1,770)
Equity shareholders' deficit at beginning of the year	(5,765)	(3,995)
Equity shareholders' deficit at end of the year	(5,006)	(5,765)

14. Related party transactions

As a wholly-owned subsidiary of Carillion plc, the company has taken advantage of the exemption under FRS 8: "Related party disclosures" not to provide information on related party transactions with other undertakings within the Carillion Group. Note 16 gives details of how to obtain a copy of the published financial statements of Carillion plc.

15. Controlling and parent companies

The company's controlling company is Carillion plc, its ultimate parent company, which is incorporated in Great Britain and registered in England and Wales.

Copies of the group financial statements of Carillion plc are available from 84 Salop Street, Wolverhampton, WV3 0SR.