Registration number: 02440829

Costain Engineering & Construction Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2018

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Company Information

Directors

A Wyllie

A O Bickerstaff

T A Wood

M D Hunter

Company secretary

T A Wood

Registered office

Costain House

Vanwall Business Park

Maidenhead Berkshire SL6 4UB

Independent auditor

PricewaterhouseCoopers LLP

1 Embankment Place

London WC2N 6RH

Strategic Report for the Year Ended 31 December 2018

The directors present their strategic report for the year ended 31 December 2018.

Fair review of the business

The company is a holding and services company and is the main employer for Costain Group PLC and other Costain Group companies in the United Kingdom. The company also operates a defined benefit pension scheme, which was closed to future accrual on 30 September 2009, and several defined contribution pension plans.

Revenue for the year was £249.9 million (2017: £246.5 million) and the company recorded a profit for the financial year of £10.3 million (2017: £16.7 million).

Shareholders' funds increased to £104.6 million at 31 December 2018 (2017: £83.5 million) as a result of the £10.7 million gain arising from market related changes to the defined benefit pension liability (net of deferred tax) and the profit for the financial year and net of the Guaranteed Minimum Pension (GMP) equalisation charge (noted below).

On 26 October 2018, the High Court issued a judgement involving Lloyds Banking Group defined benefit pension schemes. The judgement concluded that the schemes should be amended to equalise pension benefits for men and women in relation to GMP benefits. The judgement has implications for the majority of defined benefit schemes with liabilities before 1997, including the Costain Pension Scheme. In conjunction with Costain's actuarial advisers the best estimate of GMP equalisation to the Group is an increase of £8.6 million on the reported pension liabilities. This increase in liabilities represents a past service cost and has been recorded as a pre-tax exceptional expense on our profit and loss account, shown within 'other gains and losses'.

The balance sheet pension liability decreased by £19.7 million during the year to £4.2 million.

The average number of employees of the company during the year was 3,155 (2017: 3,246) and all employees of the company are seconded to fellow subsidiaries of the Costain Group. The company monitors the diversity profile of its employees. The number of female employees was 23.8% (2017: 22.4%).

The company participates within Costain Group's UK banking arrangements and bank balances are centrally aggregated on a daily basis within Richard Costain Limited, a fellow subsidiary. The company's banker has the right to set off the company's bank balance when in credit against borrowings by Richard Costain Limited.

Strategic Report for the Year Ended 31 December 2018 (continued)

Principal risks and uncertainties

Failure to respond to changes in

political conditions.

client circumstances resulting from different market, regulatory or

The principal risks and uncertainties facing the ultimate parent company, Costain Group PLC ("Costain"), and its ability to achieve its strategic objectives are set out below.

Title	What is the Risk?
Failure to prevent a major accident or incident for which Costain is held primarily accountable.	Costain operates in complex and hazardous environments, which have the potential to result in significant loss, including the loss of life, widespread acute ill health or damage to the environment. Failure to manage these risks has the potential to result in personal or environmental harm, or operational loss. Significant SHE events could also have regulatory, legal, financial and reputational impacts with all stakeholders.
Failure to deliver the business strategy.	Failure to manage this risk could result in the transformation and diversification of the business being unsuccessful, new market opportunities may be missed, work in diversified markets may not be won and/or loss of stakeholder confidence.
Failure to maintain a strong balance sheet may limit our ability to grow.	We may fail to win work due to an inability to demonstrate the required level of financial resource.
Failure to identify and secure new work.	Failure to manage this risk could mean that we do not win work from current clients or new clients/markets.
Failure to attract and transform the skills, capabilities and competence of our resources	Failure to manage our skills and capabilities risk may result in an inability to grow the business as anticipated and consequently in a short term impact on performance.
Failure to deliver projects effectively.	Failure to maintain discipline in delivering projects could result in contract disputes, design faults that result in additional works to rectify, failure of our supply chain to complete the works, refusal of claims by insurers following a loss, compensation events or increase in scope not being fully reimbursed by our clients.
Failure to manage the legacy defined benefit pension scheme so that the liabilities are within a range appropriate to its capital base.	Failure to manage this exposure adequately could lead to Costain being exposed to significant additional liabilities under the legacy defined benefit pension scheme and hence significantly higher deficit contributions adversely impacting the Group's operational results.
Failure to ensure that our technology is robust, our systems are secure and our data protected.	Failure to manage our technology and data risks could result in loss of confidential client or personal data, breaches of legislation and subsequent fines, breach of contract, inappropriate release of commercially sensitive data, business systems suffer a cyber-attack.

profitability and cash flow.

Failure to adequately understand and respond to our clients' needs may result in a reduction in work won, loss of repeat clients, an

inability to win work in diversified markets and/or a reduction in

Strategic Report for the Year Ended 31 December 2018 (continued)

Approved by the Board on 18 April 2019 and signed on its behalf by:

T A Wood

Company secretary and director

Directors' Report for the Year Ended 31 December 2018

The directors present their report and the audited financial statements for the year ended 31 December 2018.

Directors of the company

The directors of the company who were in office during the year and up to the date of signing the financial statements were:

A Wyllie

A O Bickerstaff

T A Wood - Company secretary and director

M D Hunter

Principal activity

The principal activity of the company is providing employment services to other companies within the Costain group.

Dividends

The directors do not recommend the payment of a dividend for the year ended 31 December 2018 (2017: £Nil).

Diversity

Apart from ensuring that an individual has the ability to carry out a particular role, the company does not discriminate in any way. The company endeavours to retain employees if they become disabled, making reasonable adjustments to their role and, if necessary, looking for redeployment opportunities within the company and Costain Group. The company also ensures that training, career development and promotion opportunities are available to all employees irrespective of gender, race, age or disability.

Employee involvement

The Costain Group provides information to its employees both of a general company nature and to encourage awareness of financial and economic factors, which affect the company in various ways. These include regular videos and updates from the Chief Executive and other senior managers, a Costain online news service, information via our electronic mail system, circulation of press releases, management briefings on company results, a report to employees on the annual financial statements of the Group and annual pension scheme reports. Participation and involvement are encouraged through regular management meetings with employees.

Future developments

Results are in line with expectations, with future years also expected to remain stable as the company recharges all costs to other group companies.

Disclosure of information to the auditor

The directors confirm that, so far as they are aware, there is no relevant audit information (as defined in Section 418 of the Companies Act 2006) of which the company's external auditor is unaware and that 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 external auditor is aware of that information.

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

Directors' Report for the Year Ended 31 December 2018 (continued)

Appointment of auditor

The auditor PricewaterhouseCoopers LLP is deemed to be reappointed under section 487(2) of the Companies Act 2006.

Approved by the Board on 18 April 2019 and signed on its behalf by:

T A Wood

Company secretary and director

Statement of Directors' Responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law). 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;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- · make judgements and accounting estimates that are reasonable and prudent; 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 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 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.

Independent Auditor's Report to the members of Costain Engineering & Construction Limited

Report on the audit of the financial statements

Opinion

In our opinion, Costain Engineering & Construction Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Balance Sheet as at 31 December 2018; the Profit and Loss Account, the Statement of Comprehensive Income, the Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis of opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

ISAs (UK) require us to report to you when:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of the above matters.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern. For example, the terms on which the United Kingdom may withdraw from the European Union are not clear, and it is difficult to evaluate all of the potential implications on the company's trade, customers, suppliers and the wider economy.

Independent Auditor's Report to the members of Costain Engineering & Construction Limited (continued)

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, 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 audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. 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 based on these responsibilities.

With respect to the Strategic Report and Directors' Report we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Strategic Report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 31 December 2018 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of Directors' Responsibilities set out on page 7, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they 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.

Auditors' 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 auditors' 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 auditors' report.

Independent Auditor's Report to the members of Costain Engineering & Construction Limited (continued)

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.

Jonathan Hook (Senior Statutory Auditor) for and on behalf of PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors

1 Embankment Place London WC2N 6RH

18 April 2019

Profit and Loss Account for the Year Ended 31 December 2018

	Note	2018 £	2017 £
Revenue		249,911,430	246,452,342
Cost of sales		(228,387,191)	(224,405,434)
Gross profit		21,524,239	22,046,908
Other gains and losses	4	(9,368,352)	(1,113,333)
Operating profit	5	12,155,887	20,933,575
Finance income	9	630,145	248,462
Finance costs	10	(405,000)	(1,830,000)
Net finance income/(cost)		225,145	(1,581,538)
Profit before tax		12,381,032	19,352,037
Income tax expense	11	(2,067,578)	(2,668,582)
Profit for the financial year		10,313,454	16,683,455

The above results were derived from continuing operations.

Statement of Comprehensive Income for the Year Ended 31 December 2018

	Note	2018 £	2017 £
Profit for the year		10,313,454	16,683,455
Items that will not be reclassified subsequently to profit or loss			
Actuarial gain on defined benefit pension schemes before tax	16	13,264,000	39,198,000
Deferred tax on actuarial gain recognised on defined benefit pension scheme	11	(2,520,160)	(7,447,620)
Total comprehensive income for the year		21,057,294	48,433,835

(Registration number: 02440829) Balance Sheet as at 31 December 2018

	Note	31 December 2018 £	31 December 2017 £
Fixed assets			
Investments	12	65,839,372	67,127,592
Current assets			
Debtors	13	114,013,992	81,836,189
Creditors: Amounts falling due within one year			
Trade and other payables	14	(70,623,874)	(40,973,053)
Income tax liability		(414,154)	(549,686)
Creditors: Amounts falling due within one year		(71,038,028)	(41,522,739)
Net current assets		42,975,964	40,313,450
Net assets excluding pension asset/(liability)		108,815,336	107,441,042
Gross pension liability	16	(4,234,000)	(23,917,000)
Net assets		104,581,336	83,524,042
Capital and reserves			
Called up share capital	15	41,203,557	41,203,557
Share premium		19,804,041	19,804,041
Other reserves		12,425,095	12,425,095
Profit and loss account		31,148,643	10,091,349
Total shareholders' funds		104,581,336	83,524,042

The financial statements on pages 11 to 33 were approved by the Board of directors on 18 April 2019 and signed on its behalf by:

M D Hunter

Director

Statement of Changes in Equity for the Year Ended 31 December 2018

At 1 January 2018	Called up share capital £ 41,203,557	Share premium £ 19,804,041	Other reserves £ 12,425,095	Profit and loss account £ 10,091,349	Total £ 83,524,042
Profit for the financial year Other comprehensive income		<u> </u>	-	10,313,454 10,743,840	10,313,454 10,743,840
Total comprehensive income			_	21,057,294	21,057,294
At 31 December 2018	41,203,557	19,804,041	12,425,095	31,148,643	104,581,336
	Called up share capital £	Share premium account £	Other reserves	Profit and loss account £	Total £
At 1 January 2017	-	•	Other reserves £ 12,425,095	account	Total £ 35,090,207
At 1 January 2017 Profit for the financial year Other comprehensive income	share capital £	account £	£	account £	£
Profit for the financial year	share capital £	account £	£	account £ (38,342,486) 16,683,455	£ 35,090,207 16,683,455

The notes on pages 15 to 33 form an integral part of these financial statements. Page 14

Notes to the Financial Statements for the Year Ended 31 December 2018

1 General information

The company is a private company limited by share capital, incorporated in England and Wales and domiciled in England.

The address of its registered office is: Costain House Vanwall Business Park Maidenhead Berkshire SL6 4UB UK

These financial statements were authorised for issue by the Board on 18 April 2019.

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of preparation

These financial statements have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101). The financial statements have been prepared in accordance with the Companies Act 2006 and under the historical cost convention, except for the following, which are measured at fair value:

- financial assets and liabilities measured;
- defined benefit pension plans.

The company is a wholly-owned subsidiary of Costain Group PLC and is included in the consolidated financial statements of Costain Group PLC which are publicly available. Consequently, the company has taken advantage of the exemption from preparing consolidated financial statements under the terms of section 400 of the Companies Act 2006.

Functional and presentation currency

Items included in the financial statements of the company are measured using the currency of the primary economic environment which the company operates. The financial statements are presented in 'pounds sterling' (£), which is also the company's functional currency.

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

2 Accounting policies (continued)

Summary of disclosure exemptions

The company has taken advantage of the following disclosure exemptions under FRS 101:

- (a) The requirements of IAS 1 to provide a Balance Sheet at the beginning of the year in the event of a prior year adjustment;
- (b) The requirements of IAS 1 to provide a Statement of Cash flows for the year;
- (c) The requirements of IAS 1 to provide a statement of compliance with IFRS;
- (d) The requirements of IAS 1 to disclose information on the management of capital;
- (e) The requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors to disclose new IFRS's that have been issued but are not yet effective;
- (f) The requirements in 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 paragraph 17 of IAS 24 Related Party Disclosures to disclose key management personnel compensation;
- (h) The requirements of IFRS 7 to disclose financial instruments;
- (i) The requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement to disclose information of fair value valuation techniques and inputs; and
- (j) IAS 7, 'Statement of Cash Flows'.

Disclosure exemptions for subsidiaries are permitted where the relevant disclosure requirements are met in the consolidated financial statements. Where required, equivalent disclosures are given in the Group financial statements of Costain Group PLC.

Going concern

The financial statements have been prepared on a going concern basis.

After making enquiries the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual financial statements.

New standards and changes in accounting policy

None of the standards, interpretations and amendments effective for the first time from 1 January 2018 have had a material effect on the financial statements. These include:

- IFRS 9 Financial Instruments
- IFRS 15 Revenue from Contracts with Customers

Revenue recognition

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

2 Accounting policies (continued)

Recognition

The company recognises revenue when control over the service or product is transferred to the customer and revenue is measured at the fair value of the consideration received or receivable, net of value added tax. Where the consideration is variable, the amount recognised is highly probable not to suffer a significant reversal in future. This revenue is recognised in the accounting period when the services are rendered at an amount that reflects the consideration to which the entity expects to be entitled in exchange for fulfilling its performance obligations to customers.

Finance income and costs policy

Interest receivable and payable on bank deposits and between group undertakings is credited or charged to the profit and loss as incurred, using the effective interest method.

Foreign currency transactions and balances

Monetary assets and liabilities denominated in foreign currencies have been translated into sterling at year-end exchange rates. Exchange differences on such items and on transactions completed in the ordinary course of business are dealt with in profit on ordinary activities. Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction.

Tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates taxable income.

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes, which have arisen but not reversed by the balance sheet date.

Deferred tax is measured at the rates that are expected to apply in the periods when the timing differences are expected to reverse, based on the tax rates and law enacted at the balance sheet date.

A net deferred tax asset is regarded as recoverable and therefore recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Investments

Fixed asset investments are stated at historical cost less any provisions for impairment. Investments are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable. Impairments are calculated such that the carrying value of the fixed asset investment is the lower of its cost or recoverable amount. Impairments are reversed in line with improvements in the recoverable amount of the investment.

Debtors

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

2 Accounting policies (continued)

Debtors are recognised initially at the transaction price and subsequently measured at amortised costs using the effective interest method, less provision for impairment. A provision for the impairment of debtors is established when there is object evidence that the company will not be able to collect all amounts due according to the original terms of the debt.

The Company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for intercompany balances. To measure the expected credit losses, intercompany balances have been grouped based on shared credit risk characteristics and the days past due.

Trade and other payables

Trade creditors are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

Defined benefit pension obligation

A defined benefit pension scheme is operated in the UK, which provides benefits based on pensionable salary. The details are included in Note 16. The assets of the scheme are held separately from those of the Group.

Pension scheme assets are measured using market values. Pension scheme liabilities are calculated annually by independent actuaries, using a projected unit method and discounted at the current rate of return on a high-quality corporate bond of equivalent term and currency to the liability. The liability recognised in the statement of financial position in respect of the defined benefit pension scheme is the present value of the defined benefit obligations less the fair value of scheme assets at the statement of financial position date.

Administration costs of the scheme are recognised in the income statement. The interest cost on the scheme's net liabilities is included in finance expense. Remeasurements of the net liability are recognised in the consolidated statement of comprehensive income.

Past service costs are recognised immediately in the profit and loss account.

Defined contribution pension obligation

Obligations for contributions to defined contribution pension plans are recognised as an expense in the income statement as incurred.

Leases

Leases in which substantially all the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

Dividend income

Dividend income is recognised when the right to receive payment is established.

IFRSs not applied

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

2 Accounting policies (continued)

The following IFRSs having been endorsed, will be applicable as stated below:

IFRS 16 'Leases' was issued in January 2016. It will result in almost all leases being recognised on the balance sheet, as the distinction between operating and financial leases is removed. Under the new standard, an asset (the right to use the leased item) and a financial liability to pay rentals are recognised. The only exceptions are short term and low value leases.

The standard will primarily affect the accounting for the company's operating leases and hire charges. The company is assessing the potential impact on its financial statements resulting from the application of IFRS 16 and expects to disclose a range of estimates for the quantitative impact prior to initial adoption. It is not practicable to provide a reasonable estimate of the effect of IFRS 16 or to conclude on the transition approach to be taken until the detailed reviews have been completed.

The standard is effective for reporting periods beginning on or after 1 January 2019. The company does not intend to adopt the standard before its effective date.

Except for IFRS 16, the directors do not currently anticipate that the adoption of any other standard or interpretation that has been issued but is not yet effective will have a material impact on the financial statements of the company in future periods.

3 Critical accounting judgements and key sources of estimation uncertainty

The estimates and underlying assumptions used in the preparation of these financial statements are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The most critical accounting policy and significant area of judgement and estimation arise from the assumptions used in the accounting for defined benefit pension schemes under IAS 19 Employee benefits.

Defined benefit pension schemes require significant judgements in relation to the assumptions for inflation, future pension increases, investment returns and member longevity that underpin the valuation. Each year in selecting the appropriate assumptions, the Directors take advice from an independent qualified actuary. The assumptions and resultant sensitivities are set out in Note 16.

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

4 Other gains and losses

The analysis of the company's other gains and losses for the year is as follows:

	2018 £	2017 £
Loss from changes in provisions	(1,250,000)	(1,250,000)
Gain from disposals of investments	-	1
GMP equalisation charge (defined benefit pension scheme)	(8,600,000)	-
Income from fixed asset investments	481,648	136,666
	(9,368,352)	(1,113,333)

£1.25 million loss from changes in provisions relates to £1 million provision made against the investment in Costain Alcaidesa Limited and £250,000 provision against the investment of Costain Building & Civil Engineering Limited (2017: £1.25 million, consisting of £850,000 provision against the investment in Costain Alcaidesa Limited and £400,000 provision against the investment of Costain Building & Civil Engineering Limited).

The £8.6 million GMP equalisation charge relates to a one-off pension charge in respect of the equalisation of Guaranteed Minimum Pensions (GMP) impacting UK companies with defined benefit pension schemes (note 16).

The income from fixed asset investments arises from dividends received from Lewisham Schools for the Future LEP Limited and from Integrated Bradford LEP Limited.

5 Operating profit

Operating profit is stated after charging:

	2018 £	2017 £
Car leasing costs	5,816,725	5,952,376
Staff costs (Note 7)	211,916,642	207,435,981
Fees for the audit of the company (Note 6)	50,000	50,000

6 Auditors' remuneration

The deemed audit fee for the company was £50,000 (2017: £50,000).

There are no fees paid to PricewaterhouseCoopers LLP for other services other than the statutory audit of the company. The audit fee was borne by another group company.

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

7 Staff costs

The aggregate payroll costs, paid to a fellow subsidiary in relation to seconded staff (including directors' remuneration) were as follows:

	2018 £	2017 £
Wages and salaries	183,180,081	180,110,843
Social security costs	20,254,721	19,892,989
Other pension costs	8,481,840	7,432,149
	211,916,642	207,435,981

The monthly average number of persons employed by the company during the year in the United Kingdom was 3,155 (2017: 3,246). All staff were seconded to fellow subsidiaries.

8 Directors' remuneration

No remuneration was paid to the directors of the company during the year (2017: £nil).

9 Finance income

	2018 £	2017 £
Interest income from group undertakings	483,623	54,875
Interest income from associated undertaking	146,522	193,587
	630,145	248,462
10 Finance costs		
	2018 £	2017 £
Finance expense from defined benefit pension scheme net deficit	405,000	1,830,000

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

11 Income tax

Tax charged in the Profit and Loss Account:

	2018 £	2017 £
Current taxation		
Group relief receivable	782,130	649,519
Adjustment in respect of prior periods	(37,113)	(99,833)
·	745,017	549,686
Deferred taxation		
Arising from origination and reversal of temporary differences	1,360,561	2,023,896
Arising from previously unrecognised tax loss, tax credit or temporary difference of prior periods	(38,000)	95,000
Total deferred taxation	1,322,561	2,118,896
Tax expense in the profit and loss account	2,067,578	2,668,582

The tax on profit before tax for the year is lower than the standard rate of corporation tax in the UK (2017: lower than the standard rate of corporation tax in the UK) of 19% (2017: 19.25%).

The differences are reconciled below:

	2018 £	2017 £
Profit before tax	12,381,032	19,352,037
Corporation tax at standard rate	2,352,396	3,725,267
Decrease in current tax from adjustment for prior periods	(37,113)	(99,833)
Decrease from effect of different UK tax rates on some earnings	-	(26,630)
Increase from effect of expenses not deductible in determining taxable profit	581,516	505,637
Decrease from tax losses for which no deferred tax asset was recognised	-	(909,436)
Decrease from effect of exercise employee share options	(699,708)	(621,423)
Deferred tax expense (credit) from unrecognised tax loss or credit	(38,000)	95,000
Decrease from effect of dividends from UK companies	(91,513)	
Total tax charge	2,067,578	2,668,582

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

11 Income tax (continued)

Deferred tax

The elements of deferred taxation at 19.0% (2017: 19.0%) are as follows:

	2018	2017
	£	£
Deferred tax asset on pension liability	804,460	4,544,230
Other timing differences	193,348	296,299
	997,808	4,840,529
The movements in the deferred taxation asset were as follows:		
	2018 £	2017 £
Deferred taxation asset at the beginning of the year	4,840,529	14,407,045
Amount charged to profit and loss account	(1,360,561)	(2,023,896)
Amount charged to statement of comprehensive income	(2,520,160)	(7,447,620)
Adjustment in respect of prior year	38,000	(95,000)
Deferred taxation asset at the end of the year	997,808	4,840,529

The rate of corporation tax reduces to 17% with effect from 1 April 2020.

The Company has other deferred taxation assets that have not been recognised on the basis that their future economic benefit was not assured as at the balance sheet date. Tax relief will be obtained if suitable profits arise in future accounting periods.

The gross potential deferred taxation assets not recognised were:

	2018	2017
	£	£
Trading tax losses	212,617	212,617

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

12 Investments		
	2018 £	2017 £
Subsidiaries Other investments Investments in joint ventures Total Investments	63,686,958 559,960 1,592,454 65,839,372	64,936,958 559,960 1,630,674 67,127,592
Subsidiaries		£
Cost At 1 January 2017 Disposals		140,486,957
At 31 December 2017 At 1 January 2018		140,486,956 140,486,956
At 31 December 2018		140,486,956
Provision At 1 January 2017 Provision		74,299,998 1,250,000
At 31 December 2017 At 1 January 2018 Provision in the year		75,549,998 75,549,998 1,250,000
At 31 December 2018		76,799,998
Carrying amount		
At 31 December 2018		63,686,958
At 31 December 2017		64,936,958

Details of the subsidiaries as at 31 December 2018 and 31 December 2017 are as follows:

Name of subsidiary	Principal activity	ownersh interest	Proportion of ownership interest and voting rights held	
·	• •	2018	2017	
Alcaidesa Golf S.L.U.	Golf Course Operator	100%	100%	(1)

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

12 Investments (continued)

		Proportion of ownership interest and voting rights		Registered
Name of subsidiary	Principal activity	held 2018	2017	office
Alcaidesa Holding S.A.U.	Holding Company	100%	100%	(1)
Alcaidesa Servicios S.A.U.	Marina Operator	100%	100%	(1)
CLM Engineering (Overseas) Ltd*	Dormant	100%	100%	(2)
Costain Abu Dhabi Co WLL	Trading	49%	49%	(3)
Costain Alcaidesa Ltd*	Holding Company	100%	100%	(2)
Costain Building & Civil Engineering Ltd*	Holding Company	100%	100%	(2)
Costain Construction Ltd	Dormant .	100%	100%	(2)
Costain Construction (Botswana) Pty Ltd	Dormant	100%	100%	(4)
Costain de Venezuela C.A.	Dormant	100%	100%	(5)
Costain Energy Solutions Ltd*	Trading	100%	100%	(2)
Costain Engineering & Construction (Overseas) Ltd*	Holding Company	100%	100%	(2)
Costain International Ltd	Dormant	100%	100%	(2)
Costain Holdings (Botswana) Pty Ltd	Holding Company	100%	100%	(4)
Costain Holdings (Malaysia) Sdn Bhd	Dormant	100%	100%	(6)
Costain (Malaysia) Sdn Bhd	Dormant	100%	100%	(6)
Costain Management Design Ltd	Dormant	100%	100%	(2)
COGAP (Middle East) Limited	Holding Company	100%	100%	(2)
Costain Oil, Gas & Process (Nigeria) Ltd	Dormant	95%	95%	(7)
Costain Oil, Gas & Process (Overseas) Ltd	Dormant	100%	100%	(2)
Costain Oil, Gas & Process (Malaysia) Sdn Bhd	Dormant	100%	100%	(6)
Costain Oil, Gas & Process Ltd*	Process Engineering	100%	100%	(2)
Costain Process Construction Ltd*	Dormant	100%	100%	(2)
Southview Holdings (Private) Limited	Trading	100%	100%	(8)
Southview Investments (Private) Limited	Trading	100%	100%	(8)
Westminster Plant Co Ltd	Dormant	100%	100%	(2)

^{*} indicates direct investment of the Company.

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

12 Investments (continued)

- (1) Avda. Pablo Cerezo, s/n, Club de Golf Alcaidesa, 11360 San Roque-Cádiz, Spain
- (2) Costain House, Vanwall Business Park, Maidenhead, Berkshire, SL6 4UB, England
- (3) Building 4F, Corniche Road, Ground floor, Office 1, Mussafah Industrial Area, 3069, Abu Dhabi, UAE
- (4) Plot 67978, Mokolwane House, First Floor, Fairgrounds Office Park, Gaborone, Botswana
- (5) Dormant company Venezuela, no record of address
- (6) Suite 16-10, Level 16, Wisma UOA II, No. 21 Jalan Pinang, 50450 Kuala Lumpur, Malaysia
- (7) Dormant company Nigeria, no record of address
- (8) 10th Floor, Club Chambers Building, Corner Nelson Mandela Avenue / 3rd Street, Harare, Zimbabwe

Other investments

	£
Cost At 1 January 2017	2,219,551
At 31 December 2017 At 1 January 2018	2,219,551 2,219,551
At 31 December 2018	2,219,551
Provision for impairment At 1 January 2017	1,659,591
At 31 December 2017 At 1 January 2018	1,659,591 1,659,591
At 31 December 2018	1,659,591
Carrying amount	
At 31 December 2018	559,960
At 31 December 2017 Details of the associates as at 31 December 2018 are as follows:	559,960

·	Principal activity	ownersl interest	Proportion of ownership interest and voting rights held	
Name of associate	• • •	2018	2017	
SleeperZ Limited	Hotels	11%	11%	(9)
SleeperZ Hotels Limited *	Hotels	11%	11%	(9)

^{*} indicates direct investment of the Company.

(9) Regus Business Centre, 16 Upper Woburn Place, London, WC1H 0BS, England

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

12 Investments (continued)

Joint ventures

	£
Cost	
At 1 January 2017	1,717,448
Disposals	(86,774)
At 31 December 2017	1,630,674
At 1 January 2018	1,630,674
Disposals	(38,220)
At 31 December 2018	1,592,454
Carrying amount	·
At 31 December 2018	1,592,454
At 31 December 2017	1,630,674

Details of the joint ventures as at 31 December 2018 are as follows:

Name of joint ventures	Principal activity	Proportion of ownership interest and voting rights held	Registered office
	-	2018 201	17
Budimex & Costain Sp. z.o.o	Dormant	50% 509	% (10)
China Harbour-Costain Mexico S de RL de CV	Dormant	50% 509	% (11)
Costain Petrofac Ltd	Dormant (dissolved 2017)	0% 0%	(12)
Integrated Bradford LEP Limited	Construction and Operation of Schools	40% 409	% (13)
Integrated Bradford LEP FIN Co One Limited	Construction and Operation of Schools	40% 409	% (13)
Intergrated Bradford PSP Limited *	Holding company	50% 509	% (13)
Jalal Costain WLL	Dormant	49% 499	% (14)
L21 Lewisham PSP Limited *	Holding company	50% 509	% (12)
Lewisham Schools for the Future LEP Ltd	Construction and Operation of Schools	40% 409	% (12)
Nesma-Costain Process Company Ltd	Dormant	50% 509	% (15)

^{*} indicates direct investment of the Company.

The notes on pages 15 to 33 form an integral part of these financial statements. Page 27

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

12 Investments (continued)

- (10) Marszałkowska 82, Warsaw, Mazowieckie, 00-517, Poland
- (11) Calle Delfines No. 268 2, Frac. Playa Ensenada, Ensenada, B.C., CP. 22880, Mexico
- (12) Costain House, Vanwall Business Park, Maidenhead, Berkshire, SL6 4UB, England
- (13) The Sherard Building, Edmund Halley Road, Oxford, Oxfordshire, OX4 4DQ, England
- (14) Flat 33, Building 232, Road 18, Block 321, Manama, Bahrain
- (15) P.O.Box, 6967, 21452, Jeddah, Saudi Arabia

13 Debtors

	31 December 2018 £	31 December . 2017 £
Amounts owed by group undertakings	110,827,400	73,061,450
Other debtors	1,326,477	3,041,216
Prepayments	862,307	892,994
Deferred tax assets	997,808	4,840,529
	114,013,992	81,836,189

Amounts receivable from other group undertakings are unsecured, repayable on demand but accrue interest at a rate of 0%-2.5%.

Details of non-current trade and other debtors

£997,808 (2017: £4,840,529) of deferred tax assets is classified as non current.

14 Trade and other payables

Current

	31 December 2018	31 December 2017
•	£	£
Accrued expenses	1,588,579	2,825,316
Amounts owed to group undertakings	50,843,865	16,327,152
Social security and other taxes	5,896,107	6,192,819
Group relief payable	59,528	945,400
Other creditors	12,235,795	14,682,366
	70,623,874	40,973,053

Amounts payable to other group undertakings are unsecured, repayable on demand but accrue interest at a rate of 0%-2.5%.

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

15 Called up share capital

Allotted, called up and fully paid shares

	31 December 2018		31 Dec 20	
	No.	£	No.	£
Ordinary shares of £1 each	41,203,557	41,203,557	41,203,557	41,203,557

16 Gross pension liability

Defined benefit pension schemes

Defined benefit pension scheme

The company operated a defined benefit pension scheme, which was closed for future accrual on 30 September 2009. From 1 April 2006 until the date of closure, participating employees were provided with benefits on a Career Average Revalued Earnings basis. The sceme was replaced by a defined contribution scheme.

A full actuarial valuation of the defined benefit scheme was carried out at 31 March 2016 and was updated to 31 December 2018 by a qualified independent actuary. Details of the scheme are included in the financial statements of Costain Group PLC.

Reconciliation of scheme assets and liabilities to assets and liabilities recognised

The amounts recognised in the statement of financial position are as follows:

	2018	2017
	£	£
Fair value of scheme assets	748,517,000	779,472,000
Present value of scheme liabilities	(752,751,000)	(803,389,000)
Defined benefit pension scheme deficit	(4,234,000)	(23,917,000)

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

16 Gross pension liability (continued)

Scheme assets

Changes in the fair value of scheme assets are as follows:

	31 December 2018 £	31 December 2017 £
Fair value at start of year	779,472,000	754,000,000
Interest income	19,227,000	20,038,000
Return on plan assets, excluding amounts included in interest	• •	, ,
income/(expense)	(29,378,000)	28,370,000
Employer contributions	15,741,000	12,530,000
Benefits paid	(36,228,000)	(35,149,000)
Administrative expenses paid	(317,000)	(317,000)
Fair value at end of year	748,517,000	779,472,000
Analysis of assets		
The major categories of scheme assets are as follows:		
	31 December 2018	31 December 2017
	£	£
Cash and cash equivalents	34,515,000	62,342,000
Equity instruments	273,812,000	232,780,000
Debt instruments	206,797,000	410,057,000
Real estate and PFI investments	21,191,000	74,293,000
Investment funds	212,202,000	
·	748,517,000	779,472,000
Actual return on scheme's assets		
	31 December 2018 £	31 December 2017
Actual return on scheme assets	(10,151,000)	48,408,000

The pension scheme has not invested in any of the company's own financial instruments or in properties or other assets used by the company.

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

16 Gross pension liability (continued)

Scheme liabilities

Changes in the present value of scheme liabilities are as follows:

	31 December 2018	31 December 2017
·	£	£
Present value at start of year	803,389,000	827,498,000
Past service cost - GMP equalisation charge	8,600,000	
Actuarial (gains)/losses arising from changes in demographic		
assumptions	(20,664,000)	16,768,000
Actuarial (gains)/losses arising from changes in financial assumptions	(25,945,000)	6,868,000
Actuarial gains arising from experience adjustments	3,967,000	(34,464,000)
Interest cost	19,632,000	21,868,000
Benefits paid	(36,228,000)	(35,149,000)
Present value at end of year	752,751,000	803,389,000

The GMP equalisation charge results from a decision on 26 October 2018 when the High Court issued a judgement involving Lloyds Banking Group defined benefit pension schemes. The judgement concluded that the schemes should be amended to equalise pension benefits for men and women in relation to GMP benefits and has implications for the majority of defined benefit schemes with liabilities before 1997. The effect of GMP equalisation, which has been recorded as a past service cost, is an increase of £8.6 million on the reported pension liabilities.

Principal actuarial assumptions

The significant actuarial assumptions used to determine the present value of the defined benefit obligation at the statement of financial position date are as follows:

	31 December 2018 %	31 December 2017 %
Discount rate	2.8	2.5
Future pension increases	3.0	2.9
Inflation	3.2	3.1
Post retirement mortality assumptions		
•	2018 Years	2017 Years
Current UK pensioners at retirement age - male	22.4	22.8
Current UK pensioners at retirement age - female	24.3	24.8
Future UK pensioners at retirement age - male	23.8	24.5
Future UK pensioners at retirement age - female	25.9	26.7

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

16 Gross pension liability (continued)

Amounts recognised in the Statement of Comprehensive Income

Amounts recognised in the income statement		•
	31 December 2018 £	31 December 2017 £
Amounts recognised in operating profit		
Past service cost - GMP equalisation charge	(8,600,000)	-
Administrative expenses paid by the pension scheme	(317,000)	(317,000)
Administrative expenses paid by the Company	(1,711,000)	(1,918,000)
Recognised in arriving at operating profit	(10,628,000)	(2,235,000)
Amounts recognised in finance income or costs		
Net interest	(405,000)	(1,830,000)
Total recognised in the income statement	(11,033,000)	(4,065,000)
Amounts taken to the Statement of Comprehensive Income		
	31 December 2018	31 December 2017 £
Actuarial gains/(losses) arising from changes in demographic	~	•
assumptions	20,664,000	(16,768,000)
Actuarial gains/(losses) arising from changes in financial assumptions	25,945,000	(6,868,000)
Actuarial gains/(losses) arising from experience adjustments	(3,967,000)	34,464,000
Return on plan assets, excluding amounts included in interest		
income/(expense)	(29,378,000)	28,370,000

13,264,000

39,198,000

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

17 Contingent liabilities

The company has entered into cross guarantees together with the ultimate parent company and certain fellow Group undertakings for borrowing facilities made available to the Group. At 31 December 2018 these liabilities amounted to £69.8 million (2017: £70.2 million).

These are also contingent liabilities in respect of guarantees of performance bonds and other undertakings entered into in the ordinary course of business by fellow Group undertakings.

18 Parent and ultimate parent undertaking

The company's immediate parent is Costain Group PLC.

The ultimate parent is Costain Group PLC.

The parent of the largest and smallest group producing publicly available financial statements in which these financial statements are consolidated is Costain Group PLC. These financial statements are available upon request from Costain House, Vanwall Business Park, Maidenhead, Berkshire, SL6 4UB.

The ultimate controlling party is Costain Group PLC.

19 Impact of adoption of new accounting standards

This note explains the impact of the adoption of IFRS 9 'Financial Instruments' and IFRS 15 'Revenue from Contracts with Customers' on the company's financial statements.

a) IFRS 9 'Financial Instruments' - impact of adoption

IFRS 9 replaces the provisions of IAS 39 that relate to the recognition, classification and measurement of financial assets and financial liabilities, derecognition of financial instruments, impairment of financial assets and hedge accounting.

The adoption of IFRS 9 from 1 January 2018 did not result in adjustments to the amounts recognised in the company's financial statements. Financial assets are held by the company predominantly in order to collect the contractual cash flows. There is no material impact of adopting an expected credit loss model for impairment of financial assets. Hedge transactions undertaken by the company meet the requirements of IFRS 9 and are not impacted by adopting the new standard.

b) IFRS 15 'Revenue from Contracts with Customers' - impact of adoption

The adoption of IFRS 15 'Revenue from Contracts with Customers' from 1 January 2018 whilst resulting in some changes in accounting policies did not result in adjustments to the amounts recognised in these financial statements.