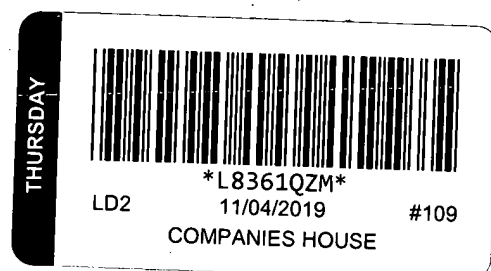


Registered number: 2699219

AECOM Design Build Limited

Report and Financial Statements

28 September 2018



AECOM Design Build Limited

Company Information

Directors	CR McCall JCW Quarterman
Secretary	B Taiwo
Bankers	Bank of America 26 Elmfield Road Bromley Kent BR1 1LR
Auditors	Ernst & Young LLP 1 More London Place London SE1 2AF
Registered office	St George's House 5 St George's Road London Wimbledon SW19 4DR

AECOM Design Build Limited

Directors' Report

For the year ended 28 September 2018

Registered No: 2699219

The Directors present their report for the year ended 28 September 2018.

Results and dividends

The profit/(loss) for the year after taxation amounted to £nil (2017: of £nil). The Directors do not recommend the payment of a dividend (2017: £nil).

Principal activity

The Company is a subsidiary of AECOM. The principal activity of AECOM is to provide fully integrated design, build, finance and operate services to infrastructure assets for governments, businesses and organizations in more than 150 countries. AECOM provides planning, consulting, architectural and engineering design services to commercial and government clients worldwide in major end markets such as transportation, facilities, environmental, energy, water and government markets. The Group also provides construction services, including building construction and energy, infrastructure and industrial construction. In addition, AECOM provides program and facilities management and maintenance, training, logistics, consulting, technical assistance, and systems integration and information technology services, for national governments around the world.

The principal activity of the Company was previously that of engineering design and the provision of project management services within the water and waste management industries. Since 28 May 2016, when the trade and net liabilities of the business were transferred to AECOM Limited, the Company has acted as agent on behalf of that fellow group undertaking.

Business review

The Company did not engage in any new business during the year and it continued to act solely as agent of AECOM Limited following the transfer of business in the prior year.

Directors of the company

The Directors, who held office during the year and up to the date of this report, were as follows:

M Barone (resigned 10 December 2018)

PP Flaherty (resigned 4 October 2018)

The following directors were appointed after the period end:

CR McCall (appointed 3 October 2018)

JCW Quartermann (appointed 10 December 2018)

No Director has any interest in the shares of the Company or other interests that require disclosure under the Companies Act 2006.

Directors' indemnity insurance is in place for all Directors, subject to the conditions set out in section 234 of the Companies Act 2006. Such indemnity insurance remains in force as at the date of approving the Directors' report.

Future developments

The Company is expected to continue to trade solely as agent on behalf of AECOM Limited following the transfer of the business, assets and liabilities in a prior year.

AECOM Design Build Limited

Directors' Report (continued)

For the year ended 28 September 2018

Financial instruments

The Company finances its activities through borrowings provided by fellow group undertakings. Financial instruments such as intercompany debtors and creditors arise directly from the Company's operating activities. Any risks associated with financial instruments are managed and reviewed at an AECOM group level.

Principal risks and uncertainties

The transfer of business, assets and liabilities of the Company during a prior financial year has substantially eliminated the risks and uncertainties facing the business.

Small companies' exemption

This report has been prepared in accordance with the special provisions applicable to companies subject to the small companies' regime within Part 15 of the Companies Act 2006. The Company has also taken advantage of the small companies' exemption from the requirement to prepare a strategic report.

Going concern

The Company has net liabilities of £24,304,000 (2017: £24,304,000). The Company has access to the considerable financial and other resources of AECOM. After making enquiries, the Directors have a reasonable expectation that the Company has adequate resources to meet its liabilities as they fall due. Accordingly, after considering the implications of the transfer of its business, assets and liabilities on the 28 May 2016 and the ongoing agency agreement with AECOM Limited, they continue to adopt the going concern basis in preparing the financial statements. The Directors have also received written confirmation of financial support from the ultimate parent undertaking for a period of at least 12 months from the date of approval of the financial statements.

Based upon the current strategy, the Directors consider that it remains appropriate to adopt the going concern basis in the preparation of the Company's financial statements.

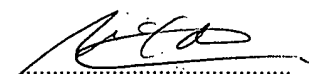
Disclosure of information to the auditors

The Directors who were members of the board at the time of approving the Directors' Report are listed on page 1. Having made enquiries of fellow Directors and the Company's auditors, each of these Directors confirms that:

· So far as each person who was a Director at the date of approving this report is aware, there is no information (that is information needed by the Company's auditors in connection with preparing their report) of which the Company's auditors are unaware; and

· Each Director has taken all the steps that they are obliged to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

On behalf of the Board



CR McCall
Director

3 April 2019

Statement of Directors' Responsibilities

For the year ended 28 September 2018

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 the Directors have elected to prepare the financial statements in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 'Reduced Disclosure Framework' ('FRS 101'). 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 apply them consistently;
- make judgements and accounting 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 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.

Independent Auditor's Report to the Member of AECOM Design Build Limited

Opinion

We have audited the financial statements of AECOM Design Build Limited (the 'Company') for the year ended 28 September 2018, which comprise the Profit and Loss Account, Balance Sheet, Statement of Changes in Equity, and the related notes 1 to 9, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 'Reduced Disclosure Framework'.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 28 September 2018 and of its results for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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 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

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- 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.

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.

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.

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 such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in 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 in this regard.

Independent Auditor's Report to the Member of AECOM Design Build Limited (continued)

Opinion on other matter 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of our knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' Report.

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 prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Directors' Report and from the requirement to prepare a Strategic Report.

Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities 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, 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.

Independent Auditor's Report to the Member of AECOM Design Build Limited (continued)

Auditor's responsibilities for the audit of the financial statements (continued)

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

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.

Ernst & Young LLP

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*Natalia Moolman (Senior Statutory Auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor*

*1 More London Place
London
SE1 2AF*

Date: 3 April 2019

AECOM Design Build Limited

Profit and Loss Account For the year ended 28 September 2018

	Notes	2018 £ 000	2017 £ 000
<i>Operating profit/(loss)</i>		-	-
<i>Profit/(loss) on ordinary activities before taxation</i>		-	-
Tax income/(expense) on profit on ordinary activities	5	-	-
<i>Profit/(loss) for the financial year</i>		-	-

All amounts relate to continuing operations.

The Company has no other recognised Comprehensive Income and therefore no separate Statement of Comprehensive Income has been presented. Total Comprehensive Income for the financial year was £nil. (2017: £nil).

AECOM Design Build Limited

Statement of Changes in Equity For the year ended 28 September 2018

	Share capital £ 000	Share premium £ 000	Retained earnings £ 000	Total equity £ 000
At 1 October 2016	<u>14,821</u>	<u>1,426</u>	<u>(40,551)</u>	<u>(24,304)</u>
At 29 September 2017	<u>14,821</u>	<u>1,426</u>	<u>(40,551)</u>	<u>(24,304)</u>
	Share capital £ 000	Share premium £ 000	Retained earnings £ 000	Total equity £ 000
At 30 September 2017	<u>14,821</u>	<u>1,426</u>	<u>(40,551)</u>	<u>(24,304)</u>
At 28 September 2018	<u>14,821</u>	<u>1,426</u>	<u>(40,551)</u>	<u>(24,304)</u>

The notes on pages 11 to 16 form an integral part of these financial statements.

AECOM Design Build Limited

Balance Sheet

At 28 September 2018

	Notes	28 September 2018 £ 000	29 September 2017 £ 000
Creditors: amounts falling due within one year	6	<u>(24,304)</u>	<u>(24,304)</u>
Net current liabilities		<u>(24,304)</u>	<u>(24,304)</u>
Total assets less current liabilities		<u>(24,304)</u>	<u>(24,304)</u>
Capital and reserves			
Called up share capital	7	14,821	14,821
Share premium account		1,426	1,426
Accumulated losses		<u>(40,551)</u>	<u>(40,551)</u>
Total equity		<u>(24,304)</u>	<u>(24,304)</u>

The financial statements have been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

These financial statements were approved by the Board on 3 April 2019 and signed on its behalf by:



CR McCall

Director

AECOM Design Build Limited

Notes to the Financial Statements At 28 September 2018

1 Authorisation of financial statements and statement of compliance with FRS 101

The financial statements of AECOM Design Build Limited (the Company) for the year ended 28 September 2018 were authorised for issue by the Board on 3 April 2019 and the balance sheet was signed on the board's behalf by CR McCall. The Company is incorporated and domiciled in England and Wales.

These financial statements were prepared in accordance with the Financial Reporting Standard 101 'Reduced Disclosure Framework' (FRS 101) and in accordance with accounting standards applicable to companies subject to the small companies' regime.

The Company's financial statements are presented in Sterling (£), which is also the Company's functional currency, and all values are rounded to the nearest thousand pounds (£ 000) except when otherwise indicated.

The results of the Company are included in the consolidated financial statements of AECOM which are available from 1999 Avenue of the Stars, Suite 2600, Los Angeles, CA 90067, USA. This is the smallest and largest group of which the Company is a member and for which consolidated financial statements are prepared.

The principal accounting policies adopted by the Company are set out in note 2.

2 Significant accounting policies

2.1 Basis of preparation

These financial statements were prepared in accordance with FRS 101 for all periods presented. The accounting policies which follow set out those policies which apply in preparing the financial statements for the year ended 28 September 2018.

AECOM Design Build Limited

Notes to the Financial Statements At 28 September 2018 (continued)

2 Significant accounting policies (continued)

2.2 Summary of disclosure exemptions

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

- i. The requirements of paragraphs 45 (b) and 46-52 of IFRS 2 Share Based Payments because the share based payment arrangements concern the instruments of AECOM;
- ii. The requirements of IFRS 7 Financial Instruments: Disclosures;
- iii. The requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement;
- iv. The requirement in paragraph 38 of IAS 1 Presentation of Financial Statements to present comparative information in respect of:
 - i. Paragraph 79(a)(iv) of IAS 1;
 - ii. Paragraph 73(e) of IAS 16 Property, Plant and Equipment;
 - iii. Paragraph 118(e) of IAS 38 Intangible Assets;
- v. The requirements of paragraphs 134-136 of IAS 1 Presentation of Financial Statements;
- vi. The requirements of IAS 7 Statement of Cash Flows;
- vii. The requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;
- viii. The requirements of paragraphs 17 and 18A of IAS24 Related Party Disclosures; and
- ix. 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 a wholly owned by such a member.

2.3 Going concern

The Company has net liabilities as at 28 September 2018, as shown in the Balance Sheet. The Company has access to the considerable financial resources of the AECOM Group. After making enquiries, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. As the Directors have received written confirmation of financial support, from the ultimate parent undertaking, for a period of at least 12 months from the date of approval of these financial statements, they continue to adopt the going concern basis in preparing these financial statements.

Notes to the Financial Statements At 28 September 2018 (continued)

2 Significant accounting policies (continued)

2.4 Income taxes

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted by the balance sheet date.

Deferred taxation is recognised on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred income tax assets are recognised only to the extent that it is probable that taxable profits will be available against which the deductible temporary differences, carried forward tax credits or tax losses can be utilised.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date. Deferred income tax assets and liabilities are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities, the deferred income taxes relate to the same taxation authority and that authority permits the company to make a single net payment.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply when the related asset or liability is settled, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Income tax is charged or credited to other comprehensive income if it relates to items that are charged or credited to other comprehensive income. Similarly, income tax is charged or credited to equity if it relates to items that are charged or credited direct to equity. Otherwise income tax is recognised in the profit and loss account.

2.5 Financial instruments

i Financial liabilities

Recognition and measurement

Financial liabilities within the scope of IAS 39 are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Company determines the classification of its financial liabilities at initial recognition.

The Company's financial liabilities include amounts owed to group undertakings. Obligations for amounts owed to other group undertakings are recognised when the Company becomes party to the related arrangements. All financial liabilities are recognised initially at fair value, plus directly attributable transaction costs, then subsequently measured at amortised cost using the effective interest method.

Derecognition

A liability is derecognised when the contract that gives rise to it is settled, sold, cancelled or expires.

Notes to the Financial Statements At 28 September 2018 (continued)

2 Significant accounting policies (continued)

2.5 Financial instruments (continued)

ii Offsetting financial assets and financial liabilities

Financial assets and financial liabilities are only offset and the net amount reported in the balance sheet if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

3 Auditors' remuneration

Auditors' remuneration for the audit of the financial statements of the Company of £4,500 (2017: £4,000) has been borne by a fellow group undertaking in the year.

Fees of £nil (2017: £1,000) in relation to non-audit services for tax compliance have also been borne by a fellow group undertaking in the year.

4 Staff costs and directors' remuneration

The Company has no employees (2017: no employees).

Directors' remuneration is borne by other companies within the AECOM group and not specifically recharged. The Directors do not consider it is practicable to allocate remuneration received between qualifying services provided to the Company and other services provided to the AECOM group of companies.

5 Taxation

(a) Tax charged or credited in the profit and loss account

The tax charge / (credit) is made up as follows:

	2018 £ 000	2017 £ 000
Current income tax:		
UK corporation tax	-	-
Total current income tax	-	-
Deferred tax:		
Origination and reversal of temporary differences	-	-
Amounts underprovided/(overprovided) in previous years	-	-
Impact of change in tax laws and rates	-	-
Total deferred tax	-	-
Tax expense/(income) in the profit and loss account	-	-

AECOM Design Build Limited

Notes to the Financial Statements At 28 September 2018 (continued)

5 Taxation (continued)

(b) Reconciliation of the total tax charge / (credit)

The tax on the profit/(loss) for the year differs from the standard rate of corporation tax in the UK of 19% (2017: 19.5%). The differences are explained below:

	2018 £ 000	2017 £ 000
Profit/(loss) from continuing activities before tax	-	-
Profit/(loss) multiplied by standard rate of corporation tax in the UK of 19% (2017: 19.5%)	-	-
<i>Effects of:</i>		
Total tax expense/(income) reported in the profit and loss account	-	-

There are no unrecognised deferred tax assets (2017: nil).

(c) Factors affecting future tax charges

The UK corporation tax rate reduced to 19% from April 2017. The UK Government has announced a further reduction in the main rate of UK corporation tax to 17% from 1 April 2020. These reduced tax rates were enacted at the balance sheet date and they have been reflected in these financial statements as appropriate. In addition, during 2017 the UK government announced changes to the rules regarding loss relief and the deductibility of interest, which would be effective from 1 April 2017. These new rules were enacted during the current period and hence they have been reflected in these financial statements.

These changes are not expected to have any significant impact on the balances or disclosures within the financial statements.

6 Creditors: amounts falling due within one year

	28 September 2018 £ 000	29 September 2017 £ 000
Amounts owed to group undertakings	24,304	24,304

Amounts owed to group undertakings are unsecured, interest free and repayable on demand.

AECOM Design Build Limited

Notes to the Financial Statements At 28 September 2018 (continued)

7 Called up share capital

	2018		2017	
	No.	£ 000	No.	£ 000
<i>Allotted, called up and fully paid</i>				
Ordinary A shares of £1 each	7,410,501	7,410	7,410,501	7,410
Ordinary B shares of £1 each	7,410,500	7,411	7,410,500	7,411
	<u>14,821,001</u>	<u>14,821</u>	<u>14,821,001</u>	<u>14,821</u>

The Ordinary "A" shares and Ordinary "B" shares rank equally in terms of rights to vote, dividend entitlement, and rights on winding up.

There are no restrictions on the distribution of dividends or the repayment of capital. Any dividends declared are at the discretion of the Directors.

8 Related party transactions

During the year the Company entered into transactions in the ordinary course of business, with related parties. The Company has taken advantage of the exemption under paragraph 8(k) of FRS 101 not to disclose transactions with fellow wholly owned subsidiaries.

9 Ultimate parent undertaking and controlling party

The Company's immediate parent is AECOM Design Build (Holdings) Limited, incorporated in England and Wales.

The Company's ultimate parent undertaking is AECOM which is incorporated in the United States of America. The Company's results are included within the consolidated financial statements of AECOM which are publicly available from 1999 Avenue of the Stars, Suite 2600, Los Angeles, CA 90067, USA