

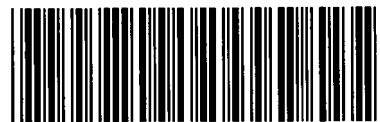
Registration number: 02992285

CLM Engineering (Overseas) Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2017

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CLM Engineering (Overseas) Limited

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CLM Engineering (Overseas) Limited

Company Information

Directors	M D Hunter T A Wood
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

CLM Engineering (Overseas) Limited

Directors' Report for the Year Ended 31 December 2017

The directors present their report and the audited financial statements for the year ended 31 December 2017.

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:

M D Hunter

T A Wood - Company secretary and director

Principal activity

The principal activity of the company is completion of its present commitments after which the company will terminate its operating activities. No further work is being sought.

Dividends

The directors do not recommend the payment of a dividend for the year ended 31 December 2017 (2016: £Nil).

Business review

Fair review of the business

No further work is being sought and the company will terminate its operating activities following completion of its present commitments.

The company recorded a loss for the financial year of £235 (2016: loss £15,598).

Disclosure of information to the auditor

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditor is unaware.

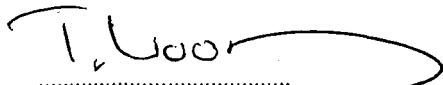
Appointment of auditor

PricewaterhouseCoopers LLP were appointed in the year to succeed KPMG LLP as auditor of Costain Group PLC and its subsidiary companies.

Small companies provision statement

This report has been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies, therefore the Company has taken the exemption from the requirement to present a strategic report.

Approved by the Board on 12 April 2018 and signed on its behalf by:



T A Wood

Company secretary and director



CLM Engineering (Overseas) Limited

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 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.

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.

In the case of each director in office at the date the Director's Report is approved:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all the steps that they ought 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.

Independent auditors' report to the members of CLM Engineering (Overseas) Limited

Report on the audit of the financial statements

Opinion

In our opinion, CLM Engineering (Overseas) Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 and of its loss 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: Profit and Loss Account for the Year Ended 31 December 2017; Statement of Comprehensive Income for the Year Ended 31 December 2017; Balance Sheet as at 31 December 2017; Statement of Changes in Equity for the Year Ended 31 December 2017; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for 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

We have nothing to report in respect of the following matters in relation to which 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.

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.

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 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.

Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the year ended 31 December 2017 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 Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Directors' Responsibilities Statement set out on page 3, 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.

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

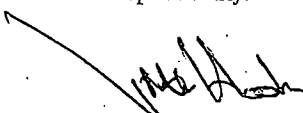
Under the Companies Act 2006 we are required to report to you if, in our opinion:

- 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.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to prepare financial statements in accordance with the small companies regime. 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
London

12 April 2018

CLM Engineering (Overseas) Limited

Profit and Loss Account for the Year Ended 31 December 2017

	Note	2017 £	2016 £
Revenue		-	-
Cost of sales		<u>(235)</u>	<u>(15,598)</u>
Operating loss	3	<u>(235)</u>	<u>(15,598)</u>
Loss before tax		<u>(235)</u>	<u>(15,598)</u>
Loss for the financial year		<u><u>(235)</u></u>	<u><u>(15,598)</u></u>

The above results were derived from continuing operations.

CLM Engineering (Overseas) Limited

Statement of Comprehensive Income for the Year Ended 31 December 2017

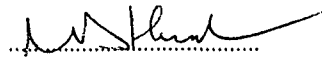
	2017	2016
	£	£
Loss for the financial year	<u>(235)</u>	<u>(15,598)</u>
Total comprehensive expense for the year	<u><u>(235)</u></u>	<u><u>(15,598)</u></u>

CLM Engineering (Overseas) Limited

**(Registration number: 02992285)
Balance Sheet as at 31 December 2017**

	Note	2017 £	2016 £
Current assets			
Debtors	8	589,764	589,764
Creditors: Amounts falling due within one year			
Trade and other payables	10	<u>(174,055)</u>	<u>(173,820)</u>
Net assets		<u>415,709</u>	<u>415,944</u>
Capital and reserves			
Called up share capital	11	3,000,000	3,000,000
Profit and loss account		<u>(2,584,291)</u>	<u>(2,584,056)</u>
Total shareholders' funds		<u>415,709</u>	<u>415,944</u>

The financial statements on pages 6 to 15 were approved by the Board of Directors on 12 April 2018 and signed on its behalf by:



M D Hunter
Director

CLM Engineering (Overseas) Limited

Statement of Changes in Equity for the Year Ended 31 December 2017

	Called up share capital £	Profit and loss account £	Total £
At 1 January 2017	3,000,000	(2,584,056)	415,944
Loss for the financial year	-	(235)	(235)
Total comprehensive expense	-	(235)	(235)
At 31 December 2017	3,000,000	(2,584,291)	415,709

	Called up share capital £	Profit and loss account £	Total £
At 1 January 2016	3,000,000	(2,568,458)	431,542
Loss for the financial year	-	(15,598)	(15,598)
Total comprehensive expense	-	(15,598)	(15,598)
At 31 December 2016	3,000,000	(2,584,056)	415,944

CLM Engineering (Overseas) Limited

Notes to the Financial Statements for the Year Ended 31 December 2017

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 12 April 2018.

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.

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.

CLM Engineering (Overseas) Limited

Notes to the Financial Statements for the Year Ended 31 December 2017 (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; and
- (i) The requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement to disclose information of fair value valuation techniques and inputs.

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.

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.

CLM Engineering (Overseas) Limited

Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

2 Accounting policies (continued)

Tax

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.

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.

IFRSs not applied

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

IFRS 9 'Financial Instruments'

Published in July 2014 and replacing the existing guidance in IAS 39 'Financial Instruments: Recognition and Measurement.' IFRS 9 includes revised guidance on the classification and measurement of financial instruments, including a new expected credit loss model for calculating impairment on financial assets, and the new general hedge accounting requirements. It also carries forward the guidance on recognition and derecognition of financial instruments from IAS 39. IFRS 9 is effective for annual reporting periods beginning on or after 1 January 2018, with early adoption permitted.

The Directors have assessed the financial statements considering the application of IFRS 9 and conclude that there is no impact on the company results.

IFRS 15 'Revenue from Contracts with Customers'

Issued in May 2015 and effective for accounting periods beginning on or before 1 January 2018.

IFRS 15 replaces existing revenue recognition standards: IAS 11 'Construction Contracts' and IAS 18 'Revenue', and moves away from the 'risks and rewards' concept of revenue recognition used by IAS 18 to a concept of 'transfer of control'. Its core principle is that revenue should be recognised when (or as) an entity transfers control of goods or services to a customer. The standard is intended to bring greater transparency and comparability to financial reporting. The company will adopt the modified retrospective transition approach to the standard, where an impact of adoption is identified.

The Directors have assessed the financial statements considering the application of IFRS 15 and conclude that there is no impact on the Company results.

CLM Engineering (Overseas) Limited

Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

2 Accounting policies (continued)

IFRS 16 'Leases'

Replaces the existing accounting requirements in IAS 17 'Leases'. The adoption of IFRS 16 is mandatory for the accounting period beginning 1 January 2019. A single model for lessees will be required, eliminating off balance sheet accounting for non-exempt operating leases. As a result, lease liabilities and corresponding right of use lease assets will come onto the balance sheet and be unwound and depreciated over the term of the lease. The presentation and timing of income and expense recognition in the income statement will change, although the total income and expense over the term of the lease remains the same. There will be no impact on cash flows as the payments received or paid under the leases remain the same, although there will be a change in presentation of cash flows. The application of the new standard will have a varying impact on opening retained earnings at the initial date of adoption dependent upon which transition method is chosen.

The directors are assessing the impact of IFRS 16, but do not expect it to have a material impact on the company results.

3 Operating loss

Operating loss is stated after charging:

	2017 £	2016 £
Foreign exchange losses	<u>235</u>	<u>15,598</u>

4 Auditors' remuneration

The deemed audit fee for the company during the year was £500 (2016: £500).

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.

5 Staff costs

There were no staff employed during the year (2016: nil).

6 Directors' remuneration

No remuneration was paid to the directors of the company during the period (2016: £Nil).

CLM Engineering (Overseas) Limited

Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

7 Income tax

The tax on profit before tax for the year is lower than the standard rate of corporation tax in the UK (2016 - lower than the standard rate of corporation tax in the UK) of 19.25% (2016 - 20%).

The differences are reconciled below:

	2017 £	2016 £
Loss before tax	<u>(235)</u>	<u>(15,598)</u>
Corporation tax at standard rate	(45)	(3,120)
Increase (decrease) from effect of expenses not deductible in determining taxable profit (tax loss)	330	-
Increase (decrease) arising from group relief tax reconciliation	<u>(285)</u>	<u>3,120</u>
Total tax charge/(credit)	<u>-</u>	<u>-</u>

There is no tax receivable or tax payable in the financial year (2016: £nil).

8 Debtors

	2017 £	2016 £
Amounts owed by group undertakings	<u>589,764</u>	<u>589,764</u>
	<u>589,764</u>	<u>589,764</u>

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

9 Cash and cash equivalents

The Company's bankers have the right to set off the Company's principal bank balance when in credit against borrowings by, a fellow subsidiary, Richard Costain Limited. In addition, these arrangements require that all cash balances are transferred to Richard Costain Limited on a daily basis; such arrangements are commonplace in large groups and facilitate effective cash management. The Company's cash balance is replaced with an inter-company receivable from Richard Costain Limited. The directly held cash balance at 31 December 2017 was £Nil (2016: £Nil).

CLM Engineering (Overseas) Limited

Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

10 Trade and other payables

Current

	2017	2016
	£	£
Amounts owed to group undertakings	117,045	116,810
Other creditors	57,010	57,010
	<u>174,055</u>	<u>173,820</u>

Amounts payable to other group undertakings is unsecured, repayable on demand but accrues no interest.

11 Called up share capital

Allotted, called up and fully paid shares

	2017		2016	
	No.	£	No.	£
Ordinary shares of £1 each	<u>3,000,000</u>	<u>3,000,000</u>	<u>3,000,000</u>	<u>3,000,000</u>

12 Parent and ultimate parent undertaking

The company's immediate parent is Costain Engineering & Construction Limited.

The ultimate parent is Costain Group PLC.

The most senior parent entity producing publicly available consolidated financial statements 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.