

REGISTERED NUMBER: 04309378 (England and Wales)

**Director's Report and
Audited Financial Statements for the Year Ended 31 March 2019
for
Laing O'Rourke Midlands Limited**



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for the Year Ended 31 March 2019

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Laing O'Rourke Midlands Limited

**Company Information
for the Year Ended 31 March 2019**

DIRECTOR: A S McIntyre

SECRETARY: R E Turner

REGISTERED OFFICE: Bridge Place
Anchor Boulevard
Admirals Park, Crossways
Dartford
Kent
DA2 6SN

REGISTERED NUMBER: 04309378 (England and Wales)

INDEPENDENT AUDITORS: PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
1 Embankment Place
London
WC2N 6RH

**Director's Report
for the Year Ended 31 March 2019**

The director presents their Director's Report together with the audited financial statements of Laing O'Rourke Midlands Limited ("Company") for the year ended 31 March 2019.

PRINCIPAL ACTIVITIES

The principal activities of the Company are building contracting.

BUSINESS REVIEW

The results for the year are set out in the Income Statement on page 7.

Revenue for the year was £562,000 (2018: £304,000). The loss before taxation was £608,000 (2018: loss of £7,252,000) and the loss for the financial year was £2,034,000 (2018: loss of £5,874,000). Total shareholders' deficit of the Company at 31 March 2019 was £6,749,000 (2018: total shareholders' deficit of £4,715,000).

The Company has not entered into new construction contracts for several years. The director does not expect the Company to engage in new work in the foreseeable future. The Company continues to record income and expenditure relating to existing contracts.

The directors of Laing O'Rourke Corporation Limited manage financial risks, including Brexit, for the Group as a whole, rather than as individual entities. For this reason, the Company's director believes that analysis of the Company's risks should be viewed in the context of the Group. The principal risks and uncertainties of Laing O'Rourke Corporation Limited, which include those of the Company, are discussed in the Group's financial statements (which are available publicly and can be obtained from the Department of Registrar of Companies in Cyprus upon payment of the appropriate fee) however, do not form part of this report.

The directors of Laing O'Rourke Corporation Limited manage the Group's operations on a divisional basis. For this reason, the Company's director believes that analysis using key performance indicators should be viewed in the context of the Group. The development, performance and position of the Europe hub of Laing O'Rourke Corporation Limited, which include those of the Company, are discussed in the Group's financial statements which are available publicly, however, do not form part of this report.

The Company has taken exemption from preparing the Strategic Report in accordance with S414B(b) of the Companies Act 2006.

GOING CONCERN

The financial statements have been prepared on the going concern basis which assumes that the Company will continue in operational existence for the foreseeable future. The Company is a member of the group of companies whose ultimate parent is Laing O'Rourke Corporation Limited (the "Laing O'Rourke Group"). The directors have assessed whether the going concern basis of preparation is appropriate by reference to the position of the entire Group, as the Company is reliant on financial support from this group of companies.

The directors of Laing O'Rourke Corporation Limited have carefully considered those factors likely to affect the Group's future development, performance and financial position in relation to the ability of the Group to operate within its current and foreseeable resources, financial and operational.

Whilst the Group's consolidated financial statements were prepared on the assumption that the Group will continue to operate as a going concern for the foreseeable future, the Group's directors have disclosed in those financial statements a material uncertainty arising from the current political and economic environment that may cast significant doubt about the ability of the Group to continue as a going concern. As the Company relies upon its trading relationship with the Group, and financial support from the Group, the conditions within the Group indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. Having made the appropriate enquiries and considering the uncertainties described in the financial statements of Laing O'Rourke Corporation Limited, the Company's director has a reasonable expectation that the ultimate parent company, and therefore the Company, have adequate resources to continue in operational existence for the foreseeable future. For these reasons they continue to adopt the going concern basis in preparing the financial statements. The financial statements do not include the adjustments that would result if the Company was unable to continue as a going concern.

**Director's Report
for the Year Ended 31 March 2019**

CHANGE IN ACCOUNTING STANDARDS

During the year the Company implemented IFRS 9 'Financial Instruments' and IFRS 15 'Revenue from Contracts with Customers' which has an immaterial impact to the financial statements.

DIRECTOR

A S McIntyre have held office from 1 April 2018 to the date of this report. Changes in directors holding office are as follows:

M Gill resigned 30 September 2019

DIVIDENDS

No dividends were declared or paid during the year (2018: £nil). The director does not recommend the payment of a final dividend (2018: £nil).

DIRECTORS' INDEMNITIES

As permitted by the Articles of Association, the directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force. The Company also purchased and maintained throughout the financial year directors' and officers' liability insurance in respect of itself and its directors.

EMPLOYMENT POLICY

The Group continues to provide employees with relevant information and to seek their views on matters of common concern through their representatives and through line managers. Priority is given to ensuring that employees are aware of significant matters affecting the Company's trading position and of any significant organisational changes. The Group treats each application for employment, training and promotion on merit. Full and fair consideration is given to both disabled and able-bodied applicants and employees. If existing employees become disabled, every effort is made to find them appropriate work and training is provided if necessary.

HEALTH, SAFETY AND WELFARE

The Group is committed to ensuring the health, safety and welfare of all employees at work. All reasonable measures have been taken to achieve this policy. Arrangements have been made to protect other persons against risk to health and safety arising from the activities of the Group's employees when at work.

**Director's Report
for the Year Ended 31 March 2019**

DIRECTOR'S RESPONSIBILITIES STATEMENT

The director is responsible for preparing the Director's Report and Audited Financial Statements in accordance with applicable law and regulation.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has 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 director 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 the financial statements, the director is 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 director is 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 director is 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.

DIRECTOR'S CONFIRMATIONS

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.

AUDITORS

The independent auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the Annual General Meeting.

This report has been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

ON BEHALF OF THE BOARD:



.....
A S McIntyre - Director

9 October 2019

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

In our opinion, Laing O'Rourke Midlands Limited's financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2019 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 Director's Report and Audited Financial Statements (the "Annual Report"), which comprise: the Statement of Financial Position as at 31 March 2019; the Income Statement, 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 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.

Material uncertainty related to going concern

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 2 to the financial statements concerning the Company's ability to continue as a going concern.

The Company relies upon its trading relationship with the group of companies whose ultimate parent is Laing O'Rourke Corporation Limited (the "Group") and financial support from the Group. As the conditions within the Group indicate the existence of a material uncertainty, this may cast significant doubt about the Group's ability to continue as a going concern and to provide the required financial support.

These conditions, along with the other matters explained in note 2 to the financial statements, indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the Company was unable 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 director is 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 Director's 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.

**Independent Auditors' Report to the Members of
Laing O'Rourke Midlands Limited (Registered number: 04309378)**

Director's Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Director's Report for the year ended 31 March 2019 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 Director's Report.

Responsibilities for the financial statements and the audit

Responsibilities of the director for the financial statements

As explained more fully in the Director's Responsibilities Statement set out on page 4, the director is 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 director is 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 director is 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 director either intends 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 director was not entitled to take advantage of the small companies exemption from preparing a Strategic Report. We have no exceptions to report arising from this responsibility.



Andrew Johns (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

9 October 2019

Laing O'Rourke Midlands Limited (Registered number: 04309378)

Income Statement
for the Year Ended 31 March 2019

	Notes	2019 £'000	2018 £'000
REVENUE	3	562	304
Cost of sales		<u>(1,141)</u>	<u>(7,542)</u>
GROSS LOSS		(579)	(7,238)
Administrative expenses		<u>(29)</u>	<u>(14)</u>
OPERATING LOSS and LOSS BEFORE TAXATION	5	(608)	(7,252)
Tax on loss	6	<u>(1,426)</u>	<u>1,378</u>
LOSS FOR THE FINANCIAL YEAR		<u>(2,034)</u>	<u>(5,874)</u>

The notes on pages 11 to 18 form part of these financial statements

**Statement of Comprehensive Income
for the Year Ended 31 March 2019**

	Notes	2019 £'000	2018 £'000
LOSS FOR THE YEAR		(2,034)	(5,874)
OTHER COMPREHENSIVE INCOME		<u>-</u>	<u>-</u>
TOTAL COMPREHENSIVE LOSS FOR THE YEAR		<u>(2,034)</u>	<u>(5,874)</u>

Statement of Financial Position
31 March 2019

	Notes	2019 £'000	2018 £'000
CURRENT ASSETS			
Trade and other receivables	7	-	1,976
CREDITORS:			
Amounts falling due within one year	8	(6,749)	(6,691)
NET CURRENT LIABILITIES		(6,749)	(4,715)
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>(6,749)</u>	<u>(4,715)</u>
CAPITAL AND RESERVES			
Called up share capital	9	-	-
Accumulated losses		(6,749)	(4,715)
TOTAL SHAREHOLDERS' DEFICIT		<u>(6,749)</u>	<u>(4,715)</u>

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

The financial statements on pages 7 to 18 were authorised for issue by the director on 9 October 2019 and were signed by:



.....
A S McIntyre - Director

Statement of Changes in Equity
for the Year Ended 31 March 2019

	Called up share capital £'000	Accumulated losses £'000	Total shareholders' deficit £'000
Balance at 1 April 2017	-	1,159	1,159
Changes in equity			
Loss for the financial year and total comprehensive expense	-	(5,874)	(5,874)
Balance at 31 March 2018	-	(4,715)	(4,715)
Changes in equity			
Loss for the financial year and total comprehensive expense	-	(2,034)	(2,034)
Balance at 31 March 2019	-	(6,749)	(6,749)

Notes to the Financial Statements
for the Year Ended 31 March 2019

1. **STATUTORY INFORMATION**

Laing O'Rourke Midlands Limited is a private company, limited by shares, incorporated and domiciled in England and Wales. The Company's registered number and registered office address can be found on the Company Information page.

2. **ACCOUNTING POLICIES**

Basis of preparation

The financial statements of Laing O'Rourke Midlands Limited have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101). The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006 as applicable to companies using FRS 101.

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.

The financial statements are presented in Sterling (£) which is the functional currency for the Company.

Going concern

The financial statements have been prepared on the going concern basis which assumes that the Company will continue in operational existence for the foreseeable future. The Company is a member of the group of companies whose ultimate parent is Laing O'Rourke Corporation Limited (the "Laing O'Rourke Group"). The directors have assessed whether the going concern basis of preparation is appropriate by reference to the position of the entire Group, as the Company is reliant on financial support from this group of companies.

The directors of Laing O'Rourke Corporation Limited have carefully considered those factors likely to affect the Group's future development, performance and financial position in relation to the ability of the Group to operate within its current and foreseeable resources, financial and operational.

Whilst the Group's consolidated financial statements were prepared on the assumption that the Group will continue to operate as a going concern for the foreseeable future, the Group's directors have disclosed in those financial statements a material uncertainty arising from the current political and economic environment that may cast significant doubt about the ability of the Group to continue as a going concern. As the Company relies upon its trading relationship with the Group, and financial support from the Group, the conditions within the Group indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. Having made the appropriate enquiries and considering the uncertainties described in the financial statements of Laing O'Rourke Corporation Limited, the Company's director has a reasonable expectation that the ultimate parent company, and therefore the Company, have adequate resources to continue in operational existence for the foreseeable future. For these reasons they continue to adopt the going concern basis in preparing the financial statements. The financial statements do not include the adjustments that would result if the Company was unable to continue as a going concern.

Notes to the Financial Statements - continued
for the Year Ended 31 March 2019

2. ACCOUNTING POLICIES - continued

Adoption of standards

The following standards, amendments and interpretations became effective in the year ended 31 March 2019 and have been adopted:

- a) IFRS 15, Revenue from Contracts with Customers
- b) IFRS 9, Financial Instruments
- c) Clarifications to IFRS 15 'Revenue from Contracts with Customers'

The effect on the Company's financial statements of adopting these standards has been determined to be minimal.

IFRS 9 - Financial Instruments

IFRS 9 sets out the requirements for recognising and measuring financial assets and liabilities. This standard replaces IAS 39 Financial Instruments: Recognition and Measurement.

The adoption of IFRS 9 from 1 April 2018 did not result in any material adjustments to amounts recognised in the Company's financial statements. Financial assets are held to collect the contractual cash flows by the Company. There is no material impact of adopting an expected credit loss model for the impairment of financial assets. The Company is not involved in hedged transactions.

IFRS 15 - Revenue from contracts with Customers

IFRS 15 has replaced the standards IAS 18 Revenue and IAS 11 Construction Contracts. The new standard moves away from the 'risks and rewards' concept of revenue recognition to a concept of transfer of control. The main changes for the Company in the adoption of this standard are that variable consideration in the transaction price can only be included if it is highly probable (rather than probable) and its inclusion will not result in a significant revenue reversal in the future when uncertainty is resolved. Also revenue recognition is now based on the satisfaction of individual performance obligations and where these obligations are satisfied over time contract revenue and costs are recognised by reference to the stage of completion of each contract, as measured by the proportion of total costs at the statement of financial position date to the estimated total cost of the contract. There was an immaterial impact on adoption of this new standard in the financial statements.

Basis of consolidation

The results of the Company have been incorporated into the consolidated financial statements of Laing O'Rourke Corporation Limited, which are publicly available.

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 101 "Reduced Disclosure Framework":

- the requirements of the second sentence of paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS 15 Revenue from Contracts with Customers;
- the requirement in paragraph 38 of IAS 1 Presentation of Financial Statements to present comparative information in respect of:
 - paragraph 79(a)(iv) of IAS 1;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D and 111 of IAS 1 Presentation of Financial Statements;
- the requirements of paragraphs 134 to 136 of IAS 1 Presentation of Financial Statements;
- the requirements of IAS 7 Statement of Cash Flows;
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;
- the requirements of paragraphs 17 and 18A of IAS 24 Related Party Disclosures;
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group.

Notes to the Financial Statements - continued
for the Year Ended 31 March 2019

2. ACCOUNTING POLICIES - continued

Current and deferred tax

Current taxes are based on the results shown in the financial statements and are calculated according to local tax rules, using tax rates enacted or substantially enacted by the statement of financial position date.

Deferred tax is recognised in respect of all temporary differences that have originated but not reversed at the statement of financial position date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the statement of financial position date.

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

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the temporary differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the statement of financial position date. Deferred tax is measured on an undiscounted basis.

Trade and other receivables

Trade and other receivables are initially recorded at fair value and subsequently measured at amortised cost as reduced by allowances for expected credit losses and appropriate allowances for estimated irrecoverable amounts. Subsequent recoveries of amounts previously written off are credited to the income statement line in which the provision was originally recognised.

The Company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected credit loss allowance for all trade receivables and contract assets.

To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the days past due. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same type of contracts. The Company has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for contract assets.

Creditors

Creditors are initially recorded at fair value and subsequently measured at amortised cost using the effective interest method.

Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Notes to the Financial Statements - continued
for the Year Ended 31 March 2019

2. **ACCOUNTING POLICIES - continued**

Revenue recognition

The Company recognises revenue when it transfers control over a product or service to its customer. Revenue is measured at the fair value of the consideration received or receivable, net of sales tax, for goods and services supplied to external customers and excludes amounts collected on behalf of third parties. Revenue recognition is based on the satisfaction of individual performance obligations and these obligations are satisfied over time therefore contract revenue and costs are recognised by reference to the stage of completion of each contract, as measured by the proportion of total costs at the statement of financial position date to the total expected cost of the contract. Revenue from services and construction contracts is recognised by reference to the stage of completion of the contract, as set out in the accounting policy for construction and service contracts.

Where consideration is not specified in the contract with a customer, and is therefore subject to variability, the Company estimates the amount of consideration to be received from its customer. The measurement of variable consideration is subject to the constraining principle whereby revenue will only be recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue will not occur.

Where a modification to an existing contract occurs, the Company assesses the nature of the modification and whether it represents a separate performance obligation or whether it is a modification to the existing performance obligation.

The Company does not expect to have any contracts where the period between the request for payment for the transfer of goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Company does not adjust its transaction price for the time value of money.

Construction and service contracts

The Company earns revenue by providing construction services under fixed-price and variable priced contracts.

When the outcome of a construction contract can be estimated reliably, contract revenue and costs are recognised by reference to the stage of completion of each contract, as measured by the proportion of total costs at the statement of financial position date to the total expected cost of the contract.

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised immediately.

Where costs incurred plus recognised profits less recognised losses exceed progress billings, the balance is recognised as due from customers on construction contracts within trade and other receivables. Where progress billings exceed costs incurred plus recognised profits less recognised losses, the balance is recognised as advance payments on construction contracts within trade and other payables.

Estimates of the final outcome on each contract may include cost contingencies to take account of specific risks within each contract. Cost contingencies are reviewed on a regular basis throughout the life of the contract and are adjusted where appropriate. However, the nature of the risks on projects are such that they often cannot be resolved until the end of the project and therefore may not reverse until the end of the project. The estimated final outcomes on projects are continuously reviewed, recoveries from insurers are assessed and adjustments are made where necessary and reflected in the Income Statement in the period in which the circumstances that give rise to revision become known to management.

Notes to the Financial Statements - continued
for the Year Ended 31 March 2019

2. **ACCOUNTING POLICIES - continued**

Key judgements and estimation uncertainty

The preparation of financial statements under FRS 101 requires management to make estimates and assumptions that affect amounts recognised for assets and liabilities at the statement of financial position date and the amounts of revenue and expenses incurred during the reported period. Actual outcomes may therefore differ from these estimates and assumptions. These estimates and assumptions that have the most significant impact on the carrying value of assets and liabilities of the Company within the next financial year are detailed as follows:

a) Revenue and margin recognition

The Company's revenue recognition and margin recognition policies, which have been set out previously in the note, are central to the way the Company values the work it has carried out in each financial year and have been consistently applied.

2 contracts (2018: 2) were income generating in the year. There was 1 (2018:3) projects which individually had a material impact on operating loss. The key judgements and estimates relating to determining the revenue and profit of these material contracts are:

- costs to complete;
- achieving the planned build programme, recoverability of claims and variations; and
- each contract is treated on its own merits and subject to a regular review of the revenue and costs to complete by contract, determined by a combination of management judgement and external professional assistance, backed up by judgements papers for the contracts that have a material impact on the Income Statement.

The level of estimation uncertainty in the Construction business is reduced by the effect of its substantial portfolio and significant experience of the division's management team. The level of elimination is further reduced by the combination of the modest scale and short contract durations of our projects. Nevertheless, the profit recognition in our construction business is a key estimate, due to the inherent uncertainties in any construction project over revenue and costs.

The Company's revenue for the year is £562,000 (2018: £304,000) with an associated loss of 50.7 per cent (2018: 96.0 per cent). Should margin reduce by 1 per cent for the Company the impact of such a change across the Company at year-end would be an impact of £11,000.

b) Disputes

Management's best judgement has been taken into account in reporting disputed amounts, legal cases and claims but the actual future outcome may be different from this judgement.

c) Taxation

The Company is subject to tax and judgement is required in determining the provision for income taxes including the recognition of deferred tax assets. The Company provides for future liabilities in respect of uncertain tax positions where additional tax may become payable in future periods and such provisions are based upon management's assessment of exposures. Assets are only recognised where it is reasonably certain additional tax will become payable in future periods and when the asset can be utilised.

d) Financial risk management

In the course of its business, the Company is exposed to foreign currency risk, liquidity risk, interest rate risk and credit risk. The overall aim of the Company's financial risk management policies, processes and controls is to use judgement to minimise potential adverse effects on financial performance and net assets. Further details are provided in the Director's Report.

3. **REVENUE**

All revenue is generated in the United Kingdom from building contracting.

Notes to the Financial Statements - continued
for the Year Ended 31 March 2019

3. **REVENUE - continued**

Revenue from contracts with customers

Assets and liabilities related to contracts with customers

The Company disclosed assets and liabilities related to contracts with customers as contract assets and contract liabilities. Contract assets represents unbilled amounts which have been recognised as revenue but not yet billed to the customer and retentions due. There are no impairments as a result of adopting IFRS 9 in the year. Contract liabilities occur when cumulative cash received exceeds cumulative revenue on a contract. In line with the expected credit loss model for the loss allowance recognised in respect of contract assets is immaterial.

Significant changes in contract assets and liabilities

There are no significant changes in contract assets and liabilities in the year.

	2019
	£'000
Revenue recognised in relation to contract liabilities	<u>563</u>

4. **EMPLOYEES AND DIRECTORS**

The Company has no employees (2018: none). All of the directors and staff working on the Company's contracts are employed by another subsidiary undertaking of Laing O'Rourke Corporation Limited, Laing O'Rourke Services Limited. Costs for staff are incurred on the basis of time spent on the Company's contracts and these costs are included in cost of sales or administrative expenses as appropriate. The management charge includes a recharge of administrative costs borne by Laing O'Rourke Services Limited on behalf of the Company and it is not possible to identify separately the amount of directors' emoluments.

5. **LOSS BEFORE TAXATION**

Loss before taxation is stated after charging:

	2019	2018
	£'000	£'000
Management charge	13	14
Hire of plant and equipment	<u>29</u>	<u>53</u>

The audit fee and other administrative expenses of the Company were borne by another Group company, Laing O'Rourke Services Limited.

Notes to the Financial Statements - continued
for the Year Ended 31 March 2019

6. TAXATION

	2019 £'000	2018 £'000
Current tax		
UK corporation tax	-	(1,378)
Adjustments in respect of prior years	<u>1,426</u>	<u>-</u>
Total current tax charge/(credit)	<u><u>1,426</u></u>	<u><u>(1,378)</u></u>

The tax assessed for the year is higher than (2018: the same as) the standard rate of corporation tax in the UK of 19% (2018: 19%).

	2019 £'000	2018 £'000
Loss before taxation	<u>(608)</u>	<u>(7,252)</u>
Loss before taxation multiplied by standard rate of corporation tax in the UK of 19% (2018: 19%)	(116)	(1,378)
Effects of:		
- adjustments in respect of prior years	1,426	-
- group relief for no credit/ at no charge	<u>116</u>	<u>-</u>
Total tax charge/(credit)	<u><u>1,426</u></u>	<u><u>(1,378)</u></u>

Group companies will between them no longer charge for the surrender of tax losses, unless specifically agreed between the surrendering and claimant companies.

Factors that may affect future tax charges

Changes to the UK corporation tax rates were substantively enacted as part of the Finance Act 2016 on 15 September 2016. These include reductions to the main rate to reduce the rate to 17% from 1 April 2020. Deferred taxes at the statement of financial position date have been measured using this enacted tax rate and reflected in these financial statements.

7. TRADE AND OTHER RECEIVABLES

	2019 £'000	2018 £'000
Amounts owed by group undertakings	<u>-</u>	<u>1,976</u>

Amounts owed by group under takings are unsecured, interest free, have no fixed date of replacement and are repayable on demand.

8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2019 £'000	2018 £'000
Trade payables	89	99
Amounts owed to group undertakings	4,645	4
Contract liabilities	-	563
Other payables	2,000	6,000
Subcontractor accruals and retentions	<u>15</u>	<u>25</u>
	<u><u>6,749</u></u>	<u><u>6,691</u></u>

Notes to the Financial Statements - continued
for the Year Ended 31 March 2019

8. **CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR - continued**

Amounts owed to group undertakings are unsecured, interest free, have no fixed date of replacement and are repayable on demand.

9. **CALLED UP SHARE CAPITAL**

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	2019 £'000	2018 £'000
1 (2018: 1)	Ordinary	£1	<u>1</u>	<u>1</u>

10. **ULTIMATE PARENT COMPANY**

The immediate parent undertaking of Laing O'Rourke Midlands Limited, is Laing O'Rourke Holdings Limited, a company registered in England and Wales.

The ultimate parent undertaking and controlling party is Suffolk Partners Corporation, a company incorporated in the British Virgin Islands.

Laing O'Rourke Corporation Limited is the parent undertaking of the largest group of undertakings to consolidate these financial statements at 31 March 2019. Copies of the Laing O'Rourke Corporation Limited consolidated financial statements are available for viewing at the Registrar of Companies in Cyprus on payment of the appropriate fee.

Laing O'Rourke Plc is the parent undertaking of the smallest group of undertakings to consolidate these financial statements. The consolidated financial statements of Laing O'Rourke Plc are available from the Registrar of Companies in England and Wales on payment of the appropriate fee.

11. **RELATED PARTY DISCLOSURES**

As a wholly owned subsidiary within the Group, the Company has taken advantage of the exemption permitted by FRS 101 not to provide information on related party transactions with other wholly owned subsidiaries within the Group.

12. **CHANGES IN ACCOUNTING STANDARDS**

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

IFRS 9 'Financial Instruments'

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.

IFRS 15 'Revenue from Contracts with Customers'

The Company adopted IFRS 15 'Revenue from Contracts with Customers' from 1 April 2018, this resulted in some changes to accounting policies and a reclassification of amounts recognised in the financial statements. At the date of transition there was no requirement to restate the brought forward reserves of the Company as at 1 April 2018.

The Company has reclassified amounts previously shown as payments on account as contract liabilities. This is a disclosure change rather than a change in value.