

Company Number: 05391063

WSP MANAGEMENT CONSULTANTS LIMITED

FINANCIAL STATEMENTS

31 DECEMBER 2016

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WSP MANAGEMENT CONSULTANTS LIMITED

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WSP MANAGEMENT CONSULTANTS LIMITED

OFFICERS

DIRECTORS:

M. Rogerson
M. Barnard
M. Naysmith

COMPANY SECRETARY:

K Sewell

REGISTERED OFFICE:

WSP House
70 Chancery Lane
London
WC2A 1AF

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2016

The directors present their report on WSP Management Consultants Limited (the "Company") with the financial statements for the year ended 31 December 2016.

The directors' report has been prepared in accordance with the special provisions applicable to companies entitled to the small companies exemption and therefore a Strategic Report has not been prepared.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the Company is that of architectural consultancy, with one principal contract in the UK delivered by staff from Group companies.

The Company is a subsidiary of WSP Global Inc., which heads an international group of companies. WSP Global Inc. and its subsidiaries are hereinafter collectively referred to as the "Group". Further discussion of the Group's principal activities together with a business review of the Group, which includes the Company, is included in the section entitled "Management's Discussion and Analysis" of the WSP Global Inc. 2016 Annual Report, which does not form part of this report. The consolidated financial statements of WSP Global Inc. are available to the public and may be obtained from the website, www.wspgroup.com.

RESULTS AND DIVIDENDS

The Company's profit for the financial year was £597,372 (2015: £518,833).

Dividends of £155,000 were declared during the year (2015: nil).

FUTURE OUTLOOK

The final project of the Company was completed in November 2016. No significant changes in the activity of the Company are envisaged.

KEY PERFORMANCE INDICATORS

Given the straight forward nature of the business, the Company's directors consider that revenue is the main financial indicator in providing an understanding of the development and performance of the Company's business and that any further analysis using key performance indicators is not necessary.

The development, performance and position of the Group, which includes the Company, is discussed in the section entitled "Management's Discussion and Analysis" of the WSP Global Inc. 2016 Annual Report, which does not form part of this report.

DIRECTORS

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

M Rogerson (appointed 13 December 2017)

M Barnard (appointed 13 December 2017)

M Naysmith (appointed 13 December 2017)

A Noble (resigned 13 December 2017)

As permitted by the Companies Act 2006, the Group has arranged qualifying third party insurance cover in respect of the Company's directors' and officers' liability, which was in force during the financial year and also at the date of approval of the financial statements.

PRINCIPAL RISKS AND UNCERTAINTIES

The directors of WSP Global Inc. manage the Group's principal risks (including financial risks) and uncertainties at Group level, rather than on an individual company basis. For this reason, the Company's directors consider that a discussion of the Group's risks would not be appropriate for an understanding of the performance of the Company's business. The principal risks and uncertainties of WSP Global Inc., which include those of the Company, are included in the section entitled "Management's Discussion and Analysis" of the WSP Global Inc. 2016 Annual Report, which does not form part of this report.

WSP MANAGEMENT CONSULTANTS LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2016 (continued)

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 International Financial Reporting Standards (IFRSs) as adopted by the European Union. 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable IFRSs as adopted by the European Union 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.

FINANCIAL INSTRUMENTS

The Company's operations expose it to small levels of financial risk that include the effects of price, credit, liquidity and interest rate risk. The Company is reliant on the Group to manage a number of the key financial risks that may affect the performance of the Company. The risks are reviewed and monitored by the directors throughout the year, using established policies and procedures that have been determined in line with the guidelines issued by the parent company. The Company had no currency swaps, derivatives or designated hedging instruments as at 31 December 2016 and 31 December 2015.

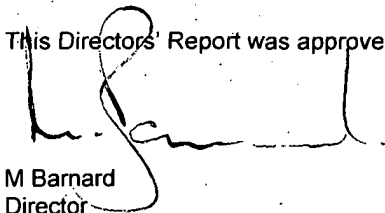
INDEPENDENT AUDITORS AND DISCLOSURE OF INFORMATION TO AUDITORS

In the case of each director in office at the date the Directors' Report is approved, and in accordance with Section 418 of the Companies Act 2006:

- 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

The independent auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office.

This Directors' Report was approved by the Board of Directors and signed on its behalf by:



M Barnard
Director

3 May 2018

Independent auditors' report to the members of WSP Management Consultants Limited

Report on the financial statements

Our opinion

In our opinion, WSP Management Consultants Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 December 2016 and of its profit for the year then ended;
 - have been properly prepared in accordance with International Financial Reporting Standards ("IFRSs") as adopted by the European Union; and
 - have been prepared in accordance with the requirements of the Companies Act 2006.
-

What we have audited

The financial statements included within the Financial Statements (the "Annual Report") comprise:

- the Balance Sheet as at 31 December 2016;
- the Statement of Comprehensive Income for the year then ended;
- the Statement of Changes in Equity for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is IFRSs as adopted by the European Union, and applicable law.

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

Opinions on other matters 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.

In addition, in light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we are required to report if we have identified any material misstatements in the Directors' Report. We have nothing to report in this respect.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

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, 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.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Independent auditors' report to the members of WSP Management Consultants Limited

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 take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Statement of Directors' Responsibilities set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

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.

What an audit of financial statements involves

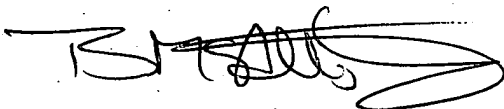
We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report. With respect to the Directors' Report, we consider whether this report includes the disclosures required by applicable legal requirements.



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

3 May 2018

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WSP MANAGEMENT CONSULTANTS LIMITED**STATEMENT OF COMPREHENSIVE INCOME**
FOR THE YEAR ENDED 31 DECEMBER 2016

	Note	2016 £	2015 £
REVENUE	2	760,128	617,519
COST OF SALES		(129,314)	(81,380)
GROSS PROFIT		630,814	536,139
Administrative expenses		(33,442)	(17,306)
OPERATING PROFIT	3	597,372	518,833
Finance (income)/expense		-	-
PROFIT BEFORE TAX		597,372	518,833
Tax expense	4	-	-
PROFIT FOR THE FINANCIAL YEAR AND TOTAL COMPREHENSIVE INCOME		597,372	518,833

The above results all relate to continuing activities.

There was no other comprehensive income for the year.

The notes on pages 9 to 12 form an integral part of these financial statements.

WSP MANAGEMENT CONSULTANTS LIMITED

Company Number: 05391063

BALANCE SHEET
AS AT 31 DECEMBER 2016

	Note	2016 £	2015 £
CURRENT ASSETS			
Trade and other receivables	5	<u>3,245,549</u>	<u>2,899,073</u>
		3,245,549	2,899,073
CURRENT LIABILITIES			
Trade and other payables	6	<u>-</u>	<u>95,896</u>
NET ASSETS		<u>3,245,549</u>	<u>2,803,177</u>
EQUITY			
Called up share capital	7	<u>1</u>	<u>1</u>
Retained earnings		<u>3,245,548</u>	<u>2,803,176</u>
TOTAL EQUITY		<u>3,245,549</u>	<u>2,803,177</u>

The notes on pages 9 to 12 form an integral part of these financial statements.

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



M Barnard
Director

3 May 2018

WSP MANAGEMENT CONSULTANTS LIMITED**STATEMENT OF CHANGES IN EQUITY**
FOR THE YEAR ENDED 31 DECEMBER 2016

	Called up share capital £	Retained earnings £	Total equity £
AT 1 JANUARY 2015	1	2,284,343	2,284,344
Comprehensive income:			
Profit for the financial year	-	518,833	- 518,833
Total comprehensive income	-	518,833	518,833
AT 31 DECEMBER 2015	1	2,803,176	2,803,177
At 1 JANUARY 2016	1	2,803,176	2,803,177
Comprehensive income:			
Profit for the financial year	-	597,372	597,372
Total comprehensive income	-	597,372	597,372
TRANSACTIONS WITH OWNERS			
Dividends paid	-	(155,000)	(155,000)
Total transactions with owners	-	(155,000)	(155,000)
AT 31 DECEMBER 2016	1	3,245,548	3,245,549

WSP MANAGEMENT CONSULTANTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS **FOR THE YEAR ENDED 31 DECEMBER 2016**

1. ACCOUNTING POLICIES

(a) General information

The Company is a limited company and is domiciled and incorporated in the United Kingdom.

The principal accounting policies adopted in the presentation of these financial statements, which have been consistently applied, are set out as follows:

Basis of preparation

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs") as adopted by the European Union and the Companies Act 2006 applicable to companies reporting under IFRS.

The financial statements have been prepared under the historical cost convention basis and on the going concern basis.

The preparation of the financial statements in conformity with IFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies.

The company does not have a bank account and so no Cash Flow Statement is included in these financial statements.

(b) Adoption of new and revised International Financial Reporting Standards

Certain new standards, amendments to new standards and interpretations have been published that are mandatory to the Company's future accounting periods but have not been adopted early in these financial statements. These are set out below:

IFRS 15, 'Revenue from Contracts with Customers' (effective on or after 1 January 2018). This standard establishes a single comprehensive framework for revenue recognition to determine when to recognise revenue and how much revenue to recognise. This standard replaces the previous revenue standards IAS 18 'Revenue' and IAS 11 'Construction Contracts'. The Company will apply IFRS 15 from 1 January 2018.

IFRS 9, 'Financial Instruments' (effective on or after 1 January 2018). This standard addresses the classification, measurement and derecognition of financial assets and financial liabilities and introduces new rules for hedge accounting. In July 2015, the IASB made further changes to the classification and measurement rules and also introduced a new impairment model. These latest amendments now complete the new financial instruments standard. The Company will apply IFRS 9 from 1 January 2018.

IFRS 16, 'Leases' (effective on or after 1 January 2019). This standard replaces IAS 17 'Leases' and sets out the principles for the recognition, measurement, presentation and disclosure of leases for both the lessee and the lessor. IFRS 16 eliminates the two lease classifications that IAS 17 has (operating and finance leases) for the lessee, and instead all leases will have the same classification. The Company will apply IFRS 9 from 1 January 2019.

The Directors do not expect that the adoption of the Standards and amendments listed above will have a material impact on the financial statements of the Group in future periods, although the detailed impact has not yet been quantified.

(c) Revenue

Revenue, which is stated net of value added tax, comprises the sales value of work done and services rendered on contracts and includes expenses recharged to clients. Revenue on time and expense contracts is recognised in sales as the work is performed.

(d) Taxation

The tax expense for the year comprises current tax and is recognised in the Statement of Comprehensive Income, as there were no other items recognised directly in equity. The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the Balance Sheet date in the countries where the Company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(e) Foreign currency translation

Transactions in foreign currencies are translated at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rates ruling at the Balance Sheet date and any exchange differences are taken to the Statement of Comprehensive Income.

WSP MANAGEMENT CONSULTANTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS **FOR THE YEAR ENDED 31 DECEMBER 2016 (continued)**

1. ACCOUNTING POLICIES (continued)

(f) Trade receivables

Trade receivables are recognised and carried at original invoice amount less an allowance for uncollectible amounts. An estimate of uncollectible amounts is made when collection of the full amount is no longer probable. Uncollectible amounts are written off to the Statement of Comprehensive Income when identified.

(g) Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities. Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

(h) Capital management

The Company's objectives when managing capital are to maintain a flexible capital structure that optimises the cost and availability of capital at acceptable risk and to manage capital in a manner that considers the interests of equity and debt holders. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

(i) Sources of estimation uncertainty and significant judgements

The preparation of the financial statements requires the Company to make estimates, judgements and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosure of contingent assets and liabilities. The directors base their estimates on historical experience and various other assumptions that they believe are reasonable under the circumstances, the results of which form the basis for making judgements about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Areas requiring critical judgement and estimation that may significantly impact on the Company's earnings and financial position are considered to be as follows:

Revenue recognition: The Company believes that the most significant critical judgement area in the application of its accounting policies is revenue recognition and the assessment of the percentage of completion achieved. The Company assesses contract progress and determines the proportion of contract work completed at the Balance Sheet date in relation to the total contract works.

2. REVENUE

Revenue, as defined in Note 1, is attributable to the principal activity of the Company and represents services provided predominantly in The Hashemite Kingdom of Jordan.

3. OPERATING PROFIT

The directors did not receive any remuneration for their services to the Company for the current or prior year. They were remunerated by another Group company.

The audit fees for 2016 were £8,500 (2015: £13,000) and were borne by another Group company.

WSP MANAGEMENT CONSULTANTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS **FOR THE YEAR ENDED 31 DECEMBER 2016 (continued)**

4. TAX EXPENSE

The total tax charge for the year is lower (2015: lower) than the standard rate of corporation tax in the UK of 20.00% (2015: 20.25%). The differences are explained below:

	2016 £	2015 £
Profit before tax	597,372	518,833
Profit before tax multiplied by the standard rate of corporation tax on in the UK of 20.00% (2015: 20.25%)	119,474	105,064
Effects of: Group relief claimed	(119,474)	(105,064)
Total tax expense	-	-

Since 1 April 2015, the standard rate of corporation tax in the UK is 20%. Accordingly the company's profits for this accounting year are taxed at an effective rate of 20.00%

In addition further changes were announced to reduce the main rate of UK corporation tax to 19% with effect from 1 April 2017 and 17% with effect from 1 April 2020. The rate change will reduce the company's future current tax charge accordingly.

5. TRADE AND OTHER RECEIVABLES

	2016 £	2015 £
Trade receivables	-	-
Amounts recoverable on contracts	-	-
Amounts owed by Group undertakings	3,245,549	2,899,073
	3,245,549	2,899,073

Trade receivables are non-interest bearing and on terms of 30 to 60 days. No trade receivables were overdue and no impairment was considered to be required for the trade receivables or amounts recoverable on contracts.

The amounts owed by Group undertakings are obliged to be repaid by the other party on demand. All amounts are non-interest bearing.

6. TRADE AND OTHER PAYABLES

	2016 £	2015 £
Payments received on account	-	95,896
Amounts owed to Group undertakings	-	-
	-	95,896

The amounts owed to Group undertakings are unsecured and repayable on demand. All amounts are interest free.

7. CALLED UP SHARE CAPITAL

	2016 £	2015 £
Authorised		
- 1,000 (2015: 1,000) ordinary shares of £1 each	1,000	1,000
	1,000	1,000
	2016 £	2015 £
Allotted, called up and fully paid		
- 1 (2015: 1) ordinary share of £1 each	1	1
	1	1

WSP MANAGEMENT CONSULTANTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS **FOR THE YEAR ENDED 31 DECEMBER 2016 (continued)**

8. RELATED PARTY TRANSACTIONS

The following amounts were due from Group undertakings:

	2016 £	2015 £
Other fellow Group undertakings	3,245,549	2,899,073
	3,245,549	2,899,073

The following amounts were due to Group undertakings:

	2016 £	2015 £
Other fellow Group undertakings	-	-
	-	-

The directors and key management do not receive any remuneration from the Company. There are no employees (2015: none).

9. ULTIMATE PARENT COMPANY AND CONTROLLING PARTY

The Company's immediate parent undertaking is WSP Buildings Limited, incorporated in England and Wales.

The ultimate parent undertaking and controlling party of the Company is WSP Global Inc., incorporated in Canada.

10. SUBSEQUENT EVENTS

There are no subsequent events.