

Protocol Communications Management Limited
Directors report and financial statements
Registered number 05662009
For the period ended 30 November 2011

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Protocol Communications Management Limited

Director's report and financial statements

For the period ended 30 November 2011

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Protocol Communications Management Limited

Director's report for the period ended 30 November 2011

The Directors present their report and the audited financial statements of the Company for the period ended 30 November 2011. The Company is incorporated in England and Wales (Registered No. 05662009).

The accounting reference date was changed to 30 November from 31 May following the acquisition by Carillion plc. Consequently these accounts have been prepared for the 18 month period ending 30 November 2011.

Principal activities

The principal activity of the Company during the period was the management of printed matter. On 31 August 2010, the company's activities were transferred to the parent undertaking Carillion Energy Services Limited (formerly Eaga plc), and the company ceased to trade. Consideration was settled by way of Intercompany loan account and no profit or loss arose from this transfer.

On 21 April 2011, Carillion plc acquired the entire issued share capital of the company's then ultimate parent, Eaga plc. From this date, Carillion plc became the company's ultimate parent company.

Business review

The results for the Company show a profit before tax of £375,535 for the period (year ended 31 May 2010: £2,577,619) and turnover of £2,287,874 (year ended 31 May 2010: £12,931,233).

The Company had net assets of £2,594,960 at 30 November 2011 (31 May 2010: £1,726,583). As a result of the transfer of trade to the parent undertaking on 31 August 2010, an impairment charge of £110,961 (2010: £nil) against tangible fixed assets has been recognised in the operating result for the period.

No interim dividend (year ended 31 May 2010: £1,500,000) was paid during the period. The Directors do not recommend the payment of a final dividend for the period ended 30 November 2011 (year ended 31 May 2010: £nil).

The Directors are satisfied with the Company's trading performance during the period and with the financial position at the year end.

Key performance indicators

The Company's key performance indicators are its revenue and earnings figures as disclosed in the profit and loss account. The company also monitors its performance against the following objectives:

- To attract, develop and retain excellent people
- Be a recognised leader in Health and Safety and Sustainability in the sectors in which we operate

Protocol Communications Management Limited

- Continuously improve customer satisfaction
- Continue to reduce costs and improve efficiency to support margins and earnings growth

Principal risks and uncertainties

The management of the business and execution of the Company's strategy are subject to a number of risks. The Company's operations expose it to a variety of risks that include competition from national and independent installers, employee retention and product availability. Further discussion of these risks and uncertainties, in the context of Carillion plc group as a whole, is provided in the Group's 2011 Annual Report and Accounts.

Policy for payment of suppliers

The company does not follow a recognised code with regard to the payment of suppliers. The company agrees terms and conditions for transactions with its suppliers and makes payment on these terms providing the suppliers meet their obligations to the company's satisfaction.

Directors

The Directors who served the Company during the period, and up to the date of signing the financial statements were:

R Howson (appointed 8 June 2011)
R Adam (appointed 8 June 2011)
R Tapp (appointed 8 June 2011)
N Spann (appointed 16 November 2010)
P Varley (appointed 8 June 2011, resigned 31 May 2012)
J McDonough (appointed 8 June 2011, resigned 31 December 2011)
P E Bowens (resigned 29 June 2011)
S Hopkinson (appointed 31 July 2010, resigned 16 November 2010)
K J Griffin (resigned 31 July 2010)

Employees

Communication and consultation within the working teams takes place, as appropriate, as part of the normal pattern of everyday operations. Employees receive regular publications, such as "Spectrum", which provides information on activities throughout the Carillion Group and is published several times a year.

The establishment and maintenance of safe working practices at all work places are of greatest importance to the Company and special training in health and safety is provided for all employees. The Company is an active and enthusiastic supporter of training schemes of all types and provides valuable training and experience to a large number of younger people, as well as increasing its own training commitment to full time employees.

Protocol Communications Management Limited

Equal opportunities

Protocol Communications Management Limited is an equal opportunities employer

It is the policy of the company to give the fullest consideration to the employment needs of all prospective and existing employees. To that end, no job applicant or employee receives less favourable treatment than another on grounds of colour, race, nationality, ethnic or national origin, sex, religion or disability where the work content is commensurate with the individual's particular disability. Special attention is given to interviewing, selection, recruitment and training to ensure that there is effective implementation of company policy. Promotion is based upon ability, merit and performance taking into account the future needs of the company. Where necessary, training is carried out to assist employees to develop potential. All aspects of employment are regularly reviewed by management to ensure this policy is achieved.

Political and charitable donations

The company did not make any political or charitable donations during the period (2010 £nil)

Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are aware, there is no relevant audit information of which the Company's auditor is unaware, and the directors have taken all the steps that they ought to have taken as directors to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Auditor

PricewaterhouseCoopers LLP resigned as auditor of the Company on 19 December 2011 and the directors appointed KPMG Audit Plc in their place. Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be re-appointed and KPMG Audit Plc will therefore continue in office.

Approved by the Board on
on its behalf

27 SEPTEMBER

2012 and signed



N Spann
Director
24 Birch Street
Wolverhampton
WV1 4HY

Protocol Communications Management Limited

Statement of directors' responsibilities in respect of the Directors' Report and financial statements

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial period. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

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,
- make judgments and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Independent auditor's report to the members of Protocol Communications Management Limited

We have audited the financial statements of Protocol Communications Management Limited for the period ended 30 November 2011 as set out on page 9 to 23

The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice)

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 6, 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). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's website at www.frc.org.uk/apb/scope/private.cfm

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 30 November 2011 and of the company's profit for the period then ended,
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements

Independent auditor's report to the members of Protocol Communications Management Limited (continued)

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

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



27th September 2012.

D K Turner (Senior Statutory Auditor)
for and on behalf of KPMG Audit Plc, Statutory Auditor
Chartered Accountants
One Snowhill
Snow Hill Queensway
Birmingham
B4 6GH

Protocol Communications Management Limited

Profit and loss account for period ended 30 November 2011

| | Notes | Period ended 30 November 2011 £ | Year ended 31 May 2010 £ |
|---|-------|--|-----------------------------------|
| Turnover | | 2,287,874 | 12,931,233 |
| Cost of sales | | (1,317,979) | (8,327,704) |
| Gross profit | | 969,895 | 4,603,529 |
| Administrative expenses | | (483,886) | (2,029,289) |
| Operating profit | 1 | 375,318 | 2,574,240 |
| Impairment of tangible fixed assets | 9 | (110,691) | |
| Interest receivable and similar income | 2 | - | 5,197 |
| Interest payable and similar charges | 3 | 217 | (1,818) |
| Profit on ordinary activities before tax | | 375,535 | 2,577,619 |
| Tax on profit on ordinary activities | 6 | 492,842 | (598,278) |
| Profit for the financial period | 15 | 868,377 | 1,979,341 |

All of the above amounts relate to discontinued activities

The Company has no recognised gains and losses other than those included in the results above, and therefore no separate statement of total recognised gains and losses has been presented

There are no material differences between the profit on ordinary activities before tax and the profit for the financial period stated above and their historical cost equivalents

Protocol Communications Management Limited

Balance sheet as at 30 November 2011

| | Notes | 30 November 2011 £ | 31 May 2010 £ |
|---|-------|--------------------------|---------------------|
| Fixed assets | | | |
| Investments | 8 | 242 | 242 |
| Tangible fixed assets | 9 | - | 153,258 |
| | | 242 | 153,500 |
| Current assets | | | |
| Stock | 10 | - | 1,726,055 |
| Debtors | 11 | 3,033,958 | 1,676,084 |
| Cash at bank and in hand | | - | 501,501 |
| | | 3,033,958 | 3,903,640 |
| Creditors: amounts falling due within one year | 12 | (439,240) | (2,330,557) |
| Net current assets | | 2,594,718 | 1,573,083 |
| Net assets | | 2,594,960 | 1,726,583 |
| Capital and reserves | | | |
| Called up share capital | 14 | 1,142 | 1,142 |
| Profit and loss account | 15 | 2,593,818 | 1,725,441 |
| Total shareholders' funds | 16 | 2,594,960 | 1,726,583 |

The financial statements on pages 9 to 23 were approved by the Board of Directors on
29 SEPTEMBER 2012 and were signed on its behalf by



N Spann
Director

Company registered number 5662009

Protocol Communications Management Limited

Statement of accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial information

Basis of accounting

The financial statements have been prepared under the historical cost convention, in accordance with applicable UK accounting standards and the requirements of the Companies Act 2006

Change of ownership

On 21 April 2011, Carillion plc acquired the entire issued share capital of the company's ultimate parent company, Carillion Energy Services Limited (formerly Eaga plc). From this date, Carillion plc became the company's ultimate parent company. On the date, the company adopted the accounting policies of Carillion plc for consistency throughout the group.

Going concern

The Company's business activities, together with the factors likely to affect its future development and position, are set out in the Business Review section of the Directors' report. On 31 August 2010, the operations were transferred to the parent undertaking and the company ceased to trade. No gain or loss resulted from this transfer.

The Company participates in the Carillion plc group's centralised treasury arrangements and so shares banking arrangements with its parent and fellow subsidiaries. The directors, having assessed the responses of the directors of the Company's ultimate parent Carillion plc to their enquiries, have no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of the Carillion group to continue as a going concern or its ability to continue with the current banking arrangements. The Group renegotiated the banking facilities in February 2011 to continue to cover this requirement. As with any Company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue, although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Based on this undertaking, the directors believe that it remains appropriate to prepare the financial statements on a going concern basis. The financial statements do not include any adjustments that would result in the basis of preparation being inappropriate.

Protocol Communications Management Limited

Group financial statements

The company is exempt under Section 400 of the Companies Act 2006 from the requirement to prepare group financial statements and deliver them to the Registrar of Companies. The financial statements therefore present information about the company as an individual undertaking and not about its group. The company is included within the consolidated financial statements of Carillion plc, the company's ultimate parent undertaking.

Turnover

Turnover represents the net amount receivable, excluding value added tax, for goods and services supplied to all customers including fellow subsidiary undertakings. All turnover arose in the United Kingdom.

Investments

Investments are stated at cost less provisions for any impairment in the carrying value of the investment.

Tangible fixed assets

Tangible assets are stated at cost, including incidental expenses incurred on acquisition, less accumulated depreciation. Depreciation is calculated so as to write off the cost of tangible assets, less their estimated residual values, on a straight line basis over the expected useful economic lives of the assets concerned. The principal annual rates used for this purpose are:

| | |
|-----------------------|----------|
| Fixtures and fittings | 25% |
| Equipment | 10 - 50% |
| Motor vehicles | 15% |

Stock

Stock and work in progress is valued at the lower of cost and net realisable value.

Leased assets

Rental charges in respect of operating leases are charged to the profit and loss account on a straight line basis over the lease term.

Taxation

The charge for taxation is based on the result for each period and takes into account deferred taxation. Deferred tax assets or liabilities arise from timing differences between the recognition of gains and losses in the financial statements and their recognition in the tax computation which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19. Liabilities are calculated on a non-discounted full provision basis. Assets are calculated on the same basis, but are recognised only to the extent that it is probable that they will be recovered.

Protocol Communications Management Limited

Pensions

Contributions in respect of defined contribution schemes are charged to the profit and loss account as incurred

Cash flow statement

Under FRS 1 the company is exempt from the requirement to prepare a cash flow statement on the grounds that Carillion Energy Services Limited, the company's immediate parent undertaking, includes the company's cash flows in its own published consolidated cash flow statement

Protocol Communications Management Limited

Notes to the financial statements for the period ended 30 November 2011

1 Operating profit

The operating profit is stated after charging

| | Period ended 30 November 2011 £ | Year ended 31 May 2010 £ |
|---------------------------------------|--|-----------------------------------|
| Depreciation of tangible fixed assets | | |
| - owned assets | 19,639 | 63,678 |
| - assets held under finance leases | - | 1,452 |
| Impairment of tangible fixed assets | 110,691 | - |
| Operating lease charges | | |
| - plant and machinery | 16,840 | 39,217 |
| - other | 42,209 | 156,531 |
| Audit fees | 3,000 | 10,000 |

The operating lease disclosure includes both long term commitments (see note 18) and short term plant and machinery rentals

The audit fee has been borne by another Group company

Fees paid to the company's auditors, KPMG Audit Plc and its associates, for services other than the statutory audit of the company are not disclosed in these financial statements since the consolidated financial statements of the company's ultimate parent undertaking, Canllion plc, are required to disclose non-audit services, on a consolidated basis

2 Interest receivable and similar income

| | Period ended 30 November 2011 £ | Year ended 31 May 2010 £ |
|--------------------------|--|-----------------------------------|
| Bank interest receivable | - | 5,197 |

3 Interest payable and similar charges

| | Period ended 30 November 2011 £ | Year ended 31 May 2010 £ |
|--------------------------------|--|-----------------------------------|
| Finance lease interest payable | 217 | 1,818 |

Protocol Communications Management Limited

4 Directors' emoluments

| | Period ended 30 November 2011 £ | Year ended 31 May 2010 £ |
|--|--|-----------------------------------|
| Aggregate emoluments | 103,100 | 90,400 |
| Company pension contributions to defined contribution pension scheme | 1,040 | 4,120 |
| | 104,140 | 94,520 |

The pension contributions above were made to a Director's personal pension scheme and the Company did not operate a pension scheme in the periods under review

The figure for the current period includes £89,000 (2010 £nil) relating to compensation for loss of office

5 Employee information

The average monthly number of persons (including Directors) employed by the Company during the period was as follows

| By activity | Period ended 30 November 2011 Number | Year ended 31 May 2010 Number |
|----------------|---|--|
| Administration | 41 | 36 |

The aggregate payroll costs, including Directors, comprised

| | Period ended 30 November 2011 £ | Year ended 31 May 2010 £ |
|---|--|-----------------------------------|
| Wages and salaries | 283,091 | 807,579 |
| Charge in relation to share-options (note 17) | 18,165 | 19,020 |
| Social security costs | 41,999 | 104,333 |
| Other pension costs | 11,575 | 31,826 |
| | 354,830 | 962,758 |

Protocol Communications Management Limited

6 Tax on profit on ordinary activities

(a) Analysis of charge in the period

| | Period ended 30 November 2011 £ | Year ended 31 May 2010 £ |
|--|--|-----------------------------------|
| Current tax | | |
| UK corporation tax on profit for the period | 94,185 | 738,780 |
| Adjustments in respect of prior periods | (601,938) | (132,663) |
| Total current tax | (507,753) | 606,117 |
| Deferred tax | | |
| Origination and reversal of timing differences (note 13) | 14,911 | (7,839) |
| Tax on profit on ordinary activities | (492,842) | 598,278 |

(b) Factors affecting the current tax charge for the period

The current tax charge assessed for the period is lower (year ended 31 May 2010 higher) than the standard effective rate of corporation tax in the UK for the period ended 30 November 2011 of 27.11% (year ended 31 May 2010 28%). The differences are explained below

| | Period ended 30 November 2011 £ | Year ended 31 May 2010 £ |
|---|--|-----------------------------------|
| Profit on ordinary activities before tax | 375,535 | 2,577,619 |
| Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 27.11% (2010 28%) | 101,808 | 721,733 |
| <i>Effects of</i> | | |
| Expenses not deductible for tax purposes | 3,268 | 8,237 |
| Impact of change in UK tax rates | | - |
| Group relief paid for at a different rate | (2,168) | |
| Depreciation in excess of capital allowances | (8,723) | 7,020 |
| Other short-term timing differences | - | 1,790 |
| Adjustments in respect of prior periods | (601,938) | (132,663) |
| Current tax (credit)/charge for the period | (507,753) | 606,117 |

Protocol Communications Management Limited

6 Tax on profit on ordinary activities (continued)

(c) Factors that may affect future tax charges

The 2012 Budget on 21 March 2012 announced that the UK corporation tax rate will reduce to 22% by 2014. A reduction in the rate from 26% to 25% (effective from 1 April 2012) was substantively enacted on 5 July 2011, and further reductions to 24% (effective from 1 April 2012) and 23% (effective from 1 April 2013) were substantively enacted on 26 March 2012 and 3 July 2012 respectively.

7 Dividends

| | Period ended 30 November 2011 £ | Year ended 31 May 2010 £ |
|--------------------------|--|-----------------------------------|
| Equity - Ordinary | | |
| Interim paid | - | 1,500,000 |

8 Investments

| | Interest in Group undertakings £ |
|-------------------------------------|---|
| Cost | |
| At 1 June 2010 and 30 November 2011 | 242 |
| Net book amount | |
| At 31 May 2010 and 30 November 2011 | 242 |

| | Nature of business | Class of shares | Holding |
|--------------------------------------|--------------------|-----------------|---------|
| Protocol Distribution Centre Limited | Dormant | Ordinary | 100% |

The subsidiary is incorporated in England and Wales. The Directors consider the value of the investment to be supported by their underlying net assets.

Protocol Communications Management Limited

9 Tangible fixed assets

| | Fixtures and fittings £ | Equipment £ | Motor vehicles £ | Total £ |
|---------------------------------|----------------------------------|----------------|------------------------|----------------|
| Cost | | | | |
| At 1 June 2010 | 92,017 | 252,271 | 3,000 | 347,288 |
| Additions | 27,287 | - | - | 27,287 |
| Disposals | (18,317) | (31,898) | - | (50,215) |
| At 30 November 2011 | 100,987 | 220,373 | 3,000 | 324,360 |
| Accumulated depreciation | | | | |
| At 1 June 2010 | 44,272 | 147,321 | 2,437 | 194,030 |
| Charge for the year | 4,779 | 14,672 | 188 | 19,639 |
| Impairment | 51,936 | 58,380 | 375 | 110,691 |
| Disposals | - | - | - | - |
| At 30 November 2011 | 100,987 | 220,373 | 3,000 | 324,360 |
| Net book amount | | | | |
| At 30 November 2011 | - | - | - | - |
| At 31 December 2010 | 47,745 | 104,950 | 563 | 153,258 |

The net book amount of tangible fixed assets includes £Nil (31 May 2010 £Nil) in respect of assets held under finance leases. The amount of depreciation in respect of such assets amounted to £Nil for the year (31 May 2010 £1,452).

On 31 August 2010, all trade was transferred to the parent undertaking. Following this, the Directors undertook a review of the tangible fixed assets and determined that the remaining net book value was no longer recoverable. As a result, an impairment charge of £110,691 has been recognised in the profit and loss account for the period.

10 Stock

| | 30 November 2011 £ | 31 May 2010 £ |
|------------------|--------------------------|---------------------|
| Raw materials | - | 1,695,880 |
| Work in progress | - | 30,175 |
| | - | 1,726,055 |

Protocol Communications Management Limited

11 Debtors

| | 30 November 2011 £ | 31 May 2010 £ |
|------------------------------------|--------------------------|---------------------|
| Trade debtors | - | 75,743 |
| Amounts owed by Group undertakings | 3,033,958 | 1,504,424 |
| Other debtors | - | 2,161 |
| Prepayments and accrued income | - | 78,845 |
| Deferred tax (note 13) | - | 14,911 |
| | 3,033,958 | 1,676,084 |

Amounts owed by Group undertakings are unsecured, interest free and have no fixed date of repayment

12 Creditors: amounts falling due within one year

| | 30 November 2011 £ | 31 May 2010 £ |
|------------------------------------|--------------------------|---------------------|
| Trade creditors | - | 820,747 |
| Amounts owed to Group undertakings | 205,796 | 537,463 |
| Other tax and social security | - | 152,000 |
| Corporation tax creditor | 233,444 | 611,713 |
| Other creditors | - | 80,810 |
| Accruals and deferred income | - | 127,824 |
| | 439,240 | 2,330,557 |

Amounts due to Group undertakings are unsecured, interest free and repayable on demand

Protocol Communications Management Limited

13 Deferred tax

| | £ |
|---|----------|
| At 1 June 2010 | 14,911 |
| Charged to profit and loss account (note 6) | (14,911) |
| At 30 November 2011 | - |

Deferred tax is analysed as follows

| | Period ended 30 November 2011 £ | Year ended 31 May 2010 £ |
|-------------------------------------|--|-----------------------------------|
| Accelerated capital allowances | - | 13,121 |
| Other short-term timing differences | - | 1,790 |
| | - | 14,911 |

The deferred tax asset is included within debtors (note 11)

14 Called up share capital

| | 30 November 2011 £ | 31 May 2010 £ |
|--------------------------------------|--------------------------|---------------------|
| Allotted and fully paid | | |
| 11,421 Ordinary shares of £0.10 each | 1,142 | 1,142 |

Protocol Communications Management Limited

15 Profit and loss account

| | £ |
|---------------------------------|------------------|
| At 1 June 2010 | 1,725,441 |
| Profit for the financial period | 868,377 |
| At 30 November 2011 | 2,593,818 |

16 Reconciliation of movements in shareholders' funds

| | 30 November 2011 £ | 31 May 2010 £ |
|-------------------------------------|--------------------------|---------------------|
| Profit for the financial period | 868,377 | 1,979,341 |
| Dividends (note 7) | - | (1,500,000) |
| Net addition to shareholders' funds | 868,377 | 479,341 |
| Opening shareholders' funds | 1,726,583 | 1,247,242 |
| Closing shareholders' funds | 2,594,960 | 1,726,583 |

17 Share-based payments

During the period to 30 November 2011, the following Share Incentive Plan (SIP) existed in relation to this Company over Eaga plc's shares (until the date of acquisition) and Carillion plc's shares (post acquisition)

The SIP provided for the grant of free shares to all eligible employees. Awards were granted to participating employees on 29 October 2010 and on 29 July 2011. The awards vested on date of grant. On acquisition of the Company by Carillion plc on the 21 April 2011, all outstanding awards were either cash settled or exchanged for shares in Carillion plc.

Protocol Communications Management Limited

17 Share-based payments (continued)

| Type of arrangement – Eaga plc share award | SIP |
|--|----------|
| Outstanding at 1 June 2010 | 13,102 |
| Granted in the period to acquisition | 30,529 |
| Transfers in the period to acquisition | (13,102) |
| Exercised in the period to acquisition | (30,529) |
| Expired in the period to acquisition | - |
| Outstanding at 21 April 2011* | - |

* outstanding awards were exchanged for shares in Carillion plc

| Type of arrangement – Carillion plc share awards | SIP |
|---|----------|
| Outstanding at 21 April 2011* | - |
| Granted in the period | - |
| Exercised in the period | - |
| Expired in the period | - |
| Outstanding at 30 November 2011 | - |
| Exercisable at 30 November 2011 | - |
| Weighted average fair value of shares granted in 2011 (pence) | - |

The fair value of shares granted represents the market price at date of award

The company recognised expenses of £18,165 (31 May 2010 £19,020) related to equity-settled share-based payment transactions

18 Financial commitments

The Company has the following annual commitments in respect of non-cancellable operating leases expiring in the following years for which provision has not been made

| | 30 November 2011 | | 31 May 2010 | |
|--------------------------|-------------------------|------------|-------------------------|---------------|
| | Land and buildings £ | Other £ | Land and buildings £ | Other £ |
| Expiring | | | | |
| Within one year | 60,000 | - | - | 3,654 |
| Within two to five years | - | - | 60,000 | 15,272 |
| | 60,000 | - | 60,000 | 18,926 |

Protocol Communications Management Limited

19 Related party transactions

The Company has taken advantage of the exemption under Financial Reporting Standard 8 'Related Party Disclosures' not to disclose intra-group transactions

20 Ultimate controlling party

On 21 April 2011, Carillion plc acquired the entire issued share capital of the Company's then ultimate parent, Eaga plc. From this date, Carillion plc became the Company's ultimate parent company.

Carillion plc is incorporated in Great Britain and registered in England and Wales. Copies of the group financial statements of Carillion plc are available from 24 Birch Street, Wolverhampton, WV1 4HY.

The Company's immediate parent company is Carillion Energy Services Limited, which is incorporated in Great Britain and registered in England and Wales.

Copies of the Group financial statements of Carillion Energy Services Limited, which is a sub consolidation including these financial statements, are available from 24 Birch Street, Wolverhampton, WV1 4HY.