

**Carillion (Aspire Services) Holdings No.2 Limited**

Annual report and financial statements

Registered number 05704172

For the year ended 31 December 2014

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## Directors' report

The directors present their annual report together with the audited financial statements for the year ended 31 December 2014.

### Principal activities and business review

The principal activity of the company is that of an investment holding company.

### Results and dividends

The results for the year are set out in the profit and loss account on page 6. During the year, a dividend of £8,826,000 (2013: £2,422,000) was paid.

### Directors

The directors serving during the year and subsequently were:

GB Cuthbertson  
N Kingon  
A Moore  
P McKenna  
R Lumby

### Political donations

The company made no political donations during the year (2013: £nil).

### Disclosure of information to the auditor

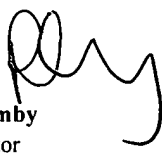
The directors who held office at the date of approval of this directors' report confirm that, so far as they are aware, there is no relevant audit information of which the company's auditor is aware; and each director has taken all the steps that they ought to have taken as a director to make themselves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

### Auditor

KPMG Audit Plc resigned as auditor on 4 December 2014 pursuant to section 516 of the Companies Act 2006. On 7 April 2015 the Directors appointed KPMG LLP as auditor of the company to fill the casual vacancy as auditor under section 485(3) of the Companies Act 2006. KPMG LLP has indicated its willingness to continue in office and a resolution to reappoint it as auditor will be proposed at the next annual general meeting.

Approved by the Board on 17 SEPTEMBER 2015

and signed on its behalf by:

  
R Lumby  
Director

84 Salop Street  
Wolverhampton  
WV3 0SR

### **Statement of directors' responsibilities in respect of the directors' report and the 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 year. 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.



KPMG LLP  
One Snowhill  
Snow Hill Queensway  
Birmingham  
B4 6GH  
United Kingdom

#### **Independent auditor's report to the members of Carillion (Aspire Services) Holdings No.2 Limited**

We have audited the financial statements of Carillion (Aspire Services) Holdings No.2 Limited for the year ended 31 December 2014 set out on pages 6 to 12. 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 auditors' 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 4, 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 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 Financial Reporting Council's website at [www.frc.org.uk/auditscopeukprivate](http://www.frc.org.uk/auditscopeukprivate).

#### **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 31 December 2014 and of its profit for the year 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 year for which the financial statements are prepared is consistent with the financial statements.

#### **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, 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.
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

James Tracey  
(Senior Statutory Auditor)  
for and on behalf of KPMG LLP, Statutory Auditor  
Chartered Accountants

23 September 2015

**Profit and loss account**

*for the year ended 31 December 2014*

	<i>Note</i>	<b>2014</b> <b>£000</b>	2013 £000
Administrative expenses		<u>(2)</u>	<u>(1)</u>
<b>Operating loss</b>		<b>(2)</b>	<b>(1)</b>
Income from shares in group undertakings		<u><b>8,828</b></u>	<u>2,422</u>
<b>Profit on ordinary activities before taxation</b>	<b>3</b>	<b>8,826</b>	2,421
Taxation on ordinary activities	<b>4</b>	<u>-</u>	<u>-</u>
<b>Profit for the financial year</b>	<b>9</b>	<u><b>8,826</b></u>	<u>2,421</u>

All activities relate to continuing operations.

There is no difference between the result as disclosed in the profit and loss account and the result on an unmodified historical cost basis in either the current or preceding financial year.

There were no recognised gains or losses in either the current or preceding financial year other than the profit or loss for those years.

The notes on pages 8 to 12 form part of the financial statements.

**Balance sheet**  
*at 31 December 2014*

	Note	£000	2014 £000	£000	2013 £000
<b>Fixed assets</b>					
Investments	5		-	-	-
<b>Current assets</b>					
Debtors	6	1	1		
Cash at bank and in hand		25	23		
		<u>26</u>	<u>24</u>		
Creditors: amounts falling due within one year	7	(7)	(5)		
<b>Net current assets</b>			19		19
<b>Net assets</b>			<u>19</u>		<u>19</u>
<b>Capital and reserves</b>					
Share capital	8	-	-		
Profit and loss account	9	19	19		
<b>Equity shareholder's funds</b>	10		<u>19</u>		<u>19</u>

17 SEPTEMBER

These financial statements were approved by the Board of Directors on

2015 and were signed on its behalf by :

  
**R Lumby**  
Director

Company registered number 05704172

## **Carillion (Aspire Services) Holdings No.2 Limited**

### **Notes**

*(forming part of the financial statements)*

#### **1. Principal 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 and in accordance with applicable UK accounting standards.

#### **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.

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. 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.

#### **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 undertaking 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.

#### **Cash flow statement**

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

#### **Related party transaction**

As 100% of the Company's voting rights are controlled within the group headed by Carillion plc, the company has taken advantage of the exemption in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the group (or investees of the group qualifying as related parties). The consolidated financial statements of Carillion plc, within which this company is included, can be obtained from the address given in note 12.

#### **Fixed asset investments**

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

#### **Taxation**

The charge for taxation is based on the profit or loss for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19.



**Notes (continued)**

**2. Directors emoluments and employees**

The directors neither received nor waived any remuneration during the period. During the current year the company did not have any employees (2013: nil).

**3. Profit on ordinary activities before taxation**

	<b>2014</b>	2013
	<b>£000</b>	£000
Profit on ordinary activities before taxation is stated after charging:		
Auditor's remuneration:		
Audit of these financial statements	<u>1</u>	<u>1</u>

Fees paid to the company's auditor, KPMG LLP 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 parent, Carillion plc, are required to disclose non-audit fees on a consolidated basis.

Notes (continued)

**4. Tax on profit on ordinary activities**

**(a) Analysis of taxation charge in the year**

	<b>2014</b>	<b>2013</b>
	<b>£000</b>	<b>£000</b>
<b>UK corporation tax</b>		
Current tax	-	-
<b>Total current taxation</b>	-	-

**(b) Factors affecting the tax charge for the current year**

The current tax charge for the year is lower (2013: lower) than the standard rate of 21.5% (2013: 23.25%). The difference is explained below:

	<b>2014</b>	<b>2013</b>
	<b>£000</b>	<b>£000</b>
<b>Current tax reconciliation</b>		
Profit on ordinary activities before taxation	<b>8,826</b>	<b>2,421</b>
Tax on profit on ordinary activities at 21.5% (2013: 23.25%)	<b>1,898</b>	<b>563</b>
Effects of:		
Dividends received	<b>(1,898)</b>	<b>(563)</b>
<b>Current tax charge for the year</b>	<b>-</b>	<b>-</b>

**(c) Factors that may affect future tax charges**

Reductions in the UK corporation tax rate from 23% to 21% (effective from 1 April 2014) and 20% (effective from 1 April 2015) were substantively enacted on 2 July 2013. This will reduce the company's future current tax charge accordingly.

**Notes (continued)**

**5. Investments**

	<b>Share in subsidiary undertaking £</b>
Cost at beginning and end of year	<u><u>1</u></u>

	<b>Ordinary shares capital held</b>	<b>Nature of business</b>	<b>Country of incorporation</b>
Carillion (Aspire Services) Holdings Limited	100%	Services	Great Britain

**6. Debtors**

	<b>2014 £000</b>	<b>2013 £000</b>
Amounts owed by Group undertakings	<u><u>1</u></u>	<u><u>1</u></u>
	<u><u>1</u></u>	<u><u>1</u></u>

**7. Creditors: amounts falling due within one year**

	<b>2014 £000</b>	<b>2013 £000</b>
Accruals and deferred income	<u><u>7</u></u>	<u><u>5</u></u>
	<u><u>7</u></u>	<u><u>5</u></u>

**8. Called up share capital**

	<b>2014 £</b>	<b>2013 £</b>
Allotted, called up and fully paid: 1 ordinary share of £1 each	<u><u>1</u></u>	<u><u>1</u></u>

**Notes (continued)**

**9. Reserves**

	<b>Profit and loss account</b>
	<b>£000</b>
At beginning of year	19
Profit for the financial year	8,826
Dividends paid to equity holder	(8,826)
<b>At end of year</b>	<b>19</b>

**10. Reconciliation of movements in shareholder's funds**

	<b>2014 £000</b>	<b>2013 £000</b>
Profit for the financial year	8,826	2,421
Dividends paid to equity holder	(8,826)	(2,422)
<b>Net decrease in equity shareholder's funds</b>	<b>-</b>	<b>(1)</b>
Equity shareholder's funds at the beginning of the year	19	20
<b>Equity shareholder's funds at the end of the year</b>	<b>19</b>	<b>19</b>

**11. Related party transactions**

As a wholly-owned subsidiary of Carillion plc, the company has taken advantage of the exemption under FRS 8: "Related party disclosures" not to provide information on related party transactions with other undertakings within the Carillion Group. Note 12 gives details of how to obtain a copy of the published financial statements of Carillion plc.

**12. Controlling and parent companies**

The company's controlling company is Carillion plc, its ultimate parent company, which is incorporated in Great Britain and registered in England and Wales.

Copies of the group financial statements of Carillion plc are available from 84 Salop Street, Wolverhampton, WV3 0SR.