Ramboll Oil & Gas UK Limited

Report and financial statements

For the year ended 31 December 2014

SC245357

Directors
Timothy Edward Martin
Lars Krogh
Jens Rebsdorf-Gregerson
Erik Simonsen

Secretary
Andre Charles Thorp

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Directors' report

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

These financial statements have been prepared in accordance with the special provisions of Section 381 of the Companies Act 2006 relating to small companies and accordingly there is no requirement to prepare a strategic report.

Results and dividends

The loss for the year, after taxation, amounted to £1,275,000 (2013 – loss of £998,000) and has been transferred to reserves.

Principal activity

The company's principal activity is the provision of consulting services to the oil and gas industry.

Review of the business

The business continued to face challenges during the year to 31 December 2014. As of 2 June 2014, Ramboll Denmark A/S acquired 100% of the ordinary share capital, resulting in the company becoming a wholly owned subsidiary.

Turnover decreased by 43% during the year to £2,683,000. This was due to low sales activity.

Gross profit decreased during the year by 53%. This resulted in the operating loss being £1,172,000 despite a 22% drop in administrative expenses, largely due to a reduction in office costs.

Going concern

The directors anticipate that operational improvements will be achieved in the coming year. The directors of Ramboll Denmark A/S have agreed to continue to provide financial support. The directors have reviewed forward forecasts within the above context and feel it is appropriate to prepare the financial statements on a going concern basis.

Charitable donations

During the year the company made charitable donations to the value of £199.

Directors

The directors who held office during the year or have subsequently been appointed to the board prior to the date of signing were:

L Krogh
J Rebsdorf-Gregerson
E Simonsen
Timothy Edward Martin (Appointed 29 April 2015)

Directors' report

Disclosure of information to the auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the company's auditor, each director has taken all the steps that he/she is obliged to take as a director in order to make himself/herself aware of any relevant audit information and to establish that the auditor is aware of that information.

Auditors

A resolution to reappoint Ernst & Young LLP as auditor will be put to the members at the Annual General Meeting.

By order of the board

T Martin
Director
28 September 2015

Directors' Responsibilities Statement

The directors are responsible for preparing the 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 the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements 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 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.

Independent auditor's report

to the members of Ramboll Oil & Gas UK Limited

We have audited the financial statements of Ramboll Oil & Gas UK Limited for the year ended 31 December 2014 which comprise the Profit and Loss Account, the Balance Sheet, and the related notes 1 to 18. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom 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 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 and 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

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. In addition we read all the financial and non financial information in the report and financial statements 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 misstatement or inconsistencies we consider the implication for our report.

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 loss for the year then ended;
- have been properly prepared in accordance with United Kingdom 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.

Independent auditor's report (continued)

to the members of Ramboll Oil & Gas UK Limited

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;
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime.

Ernst & Young LLP

Kenneth MacLeod Hall (Senior Statutory Auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Aberdeen
28 September 2015

Profit and loss account

for the year ended 31 December 2014

	Notes	2014 £000	2013 £000
Turnover	2	2,683	4,713
Cost of sales		(2,326)	(3,951)
Gross profit		357	762
Administrative expenses		(1,529)	(1,949)
Operating loss	4	(1,172)	(1,187)
Amounts written off investments	9	-	(96)
Other income		145	321
Exceptional items	7	(230)	-
Loss before interest and taxation		(1,257)	(962)
Interest payable and similar charges	5	(18)	(37)
Interest receivable		-	1
Loss on ordinary activities before taxation		(1,275)	(998)
Tax on loss on ordinary activities	6	-	-
Loss for the year	12, 13	(1,275)	(998)

All activities of the company are classed as continuing operations.

There are no recognised gains and losses attributable to the shareholders other than the loss of £1,275,000 for the current year (2013 loss £998,000).

Balance sheet

at 31 December 2014

	Notes	2014 £000	2013 £000
Fixed assets			
Tangible assets	8	-	380
Investments	9	-	-
		-	380
Current assets			
Debtors	10	509	1,013
Cash at bank and in hand		167	106
		676	1,119
Creditors: amounts falling due within one year	11	(1,001)	(1,580)
Net current liabilities		(325)	(461)
Total assets less current liabilities		(325)	(81)
Capital and reserves			
Called up share capital	12	4,319	3,288
Profit and loss account	13	(4,644)	(3,369)
Deficit on shareholders' funds	14	(325)	(81)

These financial statements have been prepared in accordance with the special provisions of Section 381 of the Companies Act 2006 relating to small companies.

These financial statements were approved by the board of directors on 28/9/2015 and signed on its behalf by:

T Martin
Director
28 September 2015

Notes to the financial statements

at 31 December 2014

1. Accounting policies

The financial statements are prepared in accordance with applicable United Kingdom accounting standards. The principal accounting policies are summarised below. They have been applied consistently in the current and prior year.

Fundamental accounting concept

The parent company has confirmed in writing their intention to provide continued financial support. The directors have reviewed forward forecasts within the above context and feel it is appropriate to continue to prepare the financial statements on a going concern basis.

Accounting convention

The financial statements are prepared under the historical cost convention.

Basis of consolidation

The company is exempt from preparing consolidated financial statements by virtue of section 400 of the Companies Act 2006.

Revenue recognition

Revenue from the provision of consultancy services are derived from contracts that are typically of a short duration. These contracts contain either lump sum provision or provisions for specific time, software and third party charges, which are billed in accordance with the terms of such contracts. Revenue is recognised to the extent that the company obtains the right to consideration in exchange for its performance.

Tangible fixed assets

Tangible fixed assets are stated at cost less depreciation and any provision for impairment in value.

Depreciation of tangible fixed assets is charged to write off the cost less residual value of assets over their expected useful lives as follows:

Leasehold additions	–	over the lease term on a straight line basis
Office equipment	–	20% - 50% reducing balance
Furniture and fittings	–	20% - 50% reducing balance
Bicycles	–	90% straight line

Investments

Fixed asset investments are stated at cost less provisions for diminution in value.

Investments are assessed for impairment whenever changes in the facts and circumstances indicate a loss in value has occupied which is other than temporary decline in value.

Deferred taxation

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or right to pay less or to receive more, tax, with following exceptions:

- Provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, or gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold.
- Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Notes to the financial statements

at 31 December 2014

1. Accounting policies (continued)

Pension costs

The company does not operate its own pension scheme. However, contributions are made on behalf of eligible directors and employees to independently administered funds. Contributions are charged to the profit and loss account as incurred.

Cash flow

The company has taken advantage of exemptions within Financial Reporting Standard No. 1 (revised 1996) and has not prepared a cash flow statement on the grounds that its financial statements are incorporated into the consolidated financial statements of the ultimate parent undertaking that are publicly available.

Leases

Assets held under finance leases, which are leases where substantially all the risks and rewards of ownership of the asset have passed to the group, and hire purchase contracts are capitalised in the balance sheet and are depreciated over the shorter of the lease term and the asset's useful lives. The capital elements of future obligations under leases and hire purchase contracts are included as liabilities in the balance sheet. The interest elements of the rental obligations are charged in the profit and loss account over the periods of the leases and hire purchase contacts and represent a constant proportion of the balance of capital repayments outstanding.

Rentals under operating leases are charged on a straight line basis over the lease term, even if the payments are not made on such a basis. Benefits received and receivable as an incentive to sign an operating lease are similarly spread on a straight line basis over the lease term, except where the period to the review date is first expected to be adjusted to the prevailing market rate is shorter than the full lease term, in which case the shorter period is used.

Foreign currencies

Transactions in foreign currencies are recorded at the rate of exchange ruling at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the rates of exchange ruling at the balance sheet date. All exchange differences are taken to the profit and loss account.

2. Turnover

Turnover represents the value of services provided under the company's principal activities, exclusive of VAT. Revenue is recognised as the services are performed.

No geographical analysis of turnover and operating profit is provided as the directors believe this could be prejudicial to the best interests of the company.

3. Directors' remuneration

The directors of the company received remuneration from other companies in the Ramboll group and do not consider it practical to attribute any remuneration to their services as directors of this company.

Notes to the financial statements

at 31 December 2014

4. Operating loss

Operating loss is stated after charging

	2014 £000	2013 £000
Depreciation of owned tangible fixed assets	22	72
Amortisation of intangible fixed assets	-	16
Auditors' remuneration – audit fees	14	13
– tax service fees	2	3
Foreign exchange loss	21	8
Operating lease – buildings	290	439
Impairment of intangible assets	-	42

5. Interest payable

	2014 £000	2013 £000
Bank interest and similar charges	7	5
Loan from parent company	11	32
	18	37

6. Tax

(a) Tax on loss on ordinary activities

	2014 £000	2013 £000
Current tax:		
UK corporation tax	-	-

(b) Factors affecting current tax charges

The standard rate of tax for the year, based on the UK standard rate of corporation tax is 21.5% (2013 – 23.25%). The actual tax charge for the current year is less than the standard rate for the reasons set out in the following reconciliation:

	2014 £000	2013 £000
Loss on ordinary activities before tax	(1,275)	(998)
Tax on (loss) on ordinary activities at standard rate of 21.5% (2013 – 23.25%)	(274)	(232)
Depreciation in excess of capital allowances	-	4
Capital allowances in excess of depreciation	(5)	-
Expenses not deductible	118	24
Income not taxable	(42)	-
Taxation losses carried forward	202	204
	-	-

Notes to the financial statements

at 31 December 2014

6. Tax (continued)

(c) Deferred tax

A deferred tax asset of £1,016,000 (2013 - £881,000), principally arising from trading losses, has not been recognised at 31 December 2014.

(d) Changes in the corporation tax rate

The Government announced its intention to further reduce the UK corporation tax rate to 20% from 1 April 2015. The impact of the proposed reductions to 20% would reduce the unrecognised deferred tax asset by approximately £71,000.

7. Exceptional items

Exceptional items are large, unusual items which are derived from the ordinary activities of the business but require separate disclosure due to their size or incidence.

	2014	*2013*
	£000	*£000*
Cost of office relocation	(250)	-
Waiver of intercompany creditor	190	-
Write-off of intercompany balance from subsidiary undertaking	(170)	-
	(230)	-

During the year the company terminated its office occupation agreement with its former parent company, Apply Sorco AS. This resulted in the requirement to write off leasehold improvements which were being depreciated over the life of the lease. A substantial number of other assets were disposed of at no consideration due to space constraints and the remaining assets were considered to have no further value. The costs of relocation were reduced by the release of the rent free period benefit that had been accrued at the beginning of the lease and was being released over the life of the lease.

During the year the former parent company, Apply Sorco AS, waived amounts due to it by the company under agreements and the company wrote off the intercompany balance with its subsidiary, Ramboll Consultants Limited, following a hive up of the subsidiary's net liabilities into the company.

Notes to the financial statements

at 31 December 2014

8. Tangible fixed assets

	Leasehold improvements *£000*	*Office equipment* *£000*	*Furniture and fittings* *£000*	*Bicycles* *£000*	*Total* *£000*
Cost:					
At 1 January 2014	391	348	147	3	889
Additions	-	5	-	-	5
Disposal	(391)	(353)	(147)	(3)	(894)
At 31 December 2014	-	-	-	-	-
Depreciation:					
At 1 January 2014	129	279	99	2	509
Charge for the year	9	9	4	-	22
Disposal	(138)	(288)	(103)	(2)	(531)
At 31 December 2014	-	-	-	-	-
Net book value:					
At 31 December 2014	-	-	-	-	-
At 1 January 2014	262	69	48	1	380

9. Investments

	2014 *£000*
Cost:	
At 1 January 2014 and 31 December 2014	96
Amounts provided:	
At 1 January 2014 and 31 December 2014	96
Net book value:	
At 1 January 2014 and 31 December 2014	-

The company owns 100% of the issued share capital of Ramboll Consultants Limited (previously known as Apply Consultants Limited), a company registered in England and Wales which did not trade during the year.

Notes to the financial statements

at 31 December 2014

10. Debtors

	2014	*2013*
	£000	*£000*
Trade debtors	344	456
Prepayments and accrued income	76	339
Amounts due from group companies	62	40
Other debtors	27	178
	509	1,013

11. Creditors: amounts falling due within one year

	2014	*2013*
	£000	*£000*
Trade creditors	406	79
Bank overdraft	-	58
Other taxes and social security costs	25	40
Amounts due to group companies	-	263
Accruals and deferred income	59	475
Other creditors	11	15
Loan from parent undertaking	500	650
	1,001	1,580

During 2014, the loan from the former parent undertaking was converted into ordinary shares (note 12).

Notes to the financial statements
at 31 December 2014

12. Issued share capital

		2014		2013
Allotted, called up and fully paid	*No.*	*£000*	*No.*	*£000*
Ordinary shares of £1	4,319,253	4,319	3,287,645	3,288

On 31 May 2014, Apply Sorco AS converted debt owed to it by the company to equity. This resulted in the issuance of 1,031,608 ordinary shares of £1 each to Apply Sorco AS.

13. Profit and loss account

	£000
At 1 January 2014	(3,369)
Loss for the year	(1,275)
At 31 December 2014	(4,644)

14. Reconciliation of movements in shareholders' funds

	2014	2013
	£000	£000
Opening shareholders' funds	(81)	917
Capitalisation of parent company loans	1,031	-
Loss for the financial year	(1,275)	(998)
Closing (deficit) on shareholders' funds	(325)	(81)

15. Pension costs

The company makes contributions to pension plans for eligible employees, the assets of which are held separately from the company in independently administered funds. The pension costs charged amounted to £62,000 (2013 – £104,000). At 31 December 2014 £6,000 (2013 – £10,000) of contributions were payable.

16. Related parties

The company is exempt from the requirement of FRS 8 to include details of transactions with related parties which are wholly owned fellow group companies.

In 2014 the company made sales of £709,000 to Apply Sorco AS, of which £387,000 were prior to the companies ceasing to be related parties on 2 June 2014. There was £96,000 outstanding at year end.

The company also made purchases of £157,000 from Apply Soco AS, of which £20,000 were prior to the companies ceasing to be related parties. There was £185,000 outstanding at year end.

The company made sales of £240,000 to Ramboll Denmark A/S during the year of which £62,000 was outstanding at year end. It also made sales of £1,000 to Ramboll Norway AS with no outstanding balance at year end.

Notes to the financial statements
at 31 December 2014

17. Operating lease commitments

At 31 December 2014 there were annual commitments under non-cancellable operating leases as follows:

	Land and buildings	
	2014	*2013*
	£000	*£000*
Leases which expire:		
Between two and five years	45	-
In over five years	-	421

18. Ultimate parent company

As at 31 December 2014 the company's immediate parent undertaking was Ramboll Denmark A/S, a company registered in Denmark.

The only group in which the results of the company are consolidated is that headed by Ramboll Denmark A/S. Copies of the group financial statements can be obtained from http://www.ramboll.com