Registered number 02005673

BURO HAPPOLD CONSULTING ENGINEERS LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2012

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REPORT AND FINANCIAL STATEMENTS

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OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

J E Pugh P Dalglish

P Kelly

A J Harbinson R B Marshall C J D Young K T Mitchell R J Nickells O C P Plunkett

COMPANY SECRETARY

P M R Penkman

COMPANY NUMBER

02005673

REGISTERED OFFICE

Camden Mill

Lower Bristol Road

Bath BA2 3DQ

AUDITOR

Baker Tilly UK Audit LLP

Chartered Accountants

Hartwell House

55-61 Victoria Street

Bristol BS1 6AD

BANKERS

Royal Bank of Scotland plc

280 Bishopsgate

London EC2M 4RB

HSBC Bank Middle East Ltd

PO Box 66 Dubai U A E

Saudi Hollandi Bank

PO Box 1467 Riyadh 11431

Kingdom of Saudi Arabia

DIRECTORS' REPORT Year ended 30 April 2012

The directors present their report and the financial statements for the year ended 30 April 2012

DIRECTORS' RESPONSIBILITIES STATEMENT

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 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 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,
- 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.

PRINCIPAL ACTIVITY

The principal activity of the company continues to be that of consulting engineers providing professional design and advisory services to the property and construction sectors

BUSINESS REVIEW

The company continues to operate in the Middle East. The company has operated in the region for many years, has built a solid reputation and has won a number of prizes for its work. Although market competition remains fierce and fees tight, the company remains well placed to benefit from its good reputation and high profile in the future.

RESULT

The loss for the year, after taxation, amounted to £382,025 (2011 £54,790 profit)

DIRECTORS' REPORT (continued) Year ended 30 April 2012

DIRECTORS

The directors who served during the year were

J E Pugh

P Dalglish

P Kelly

A J Harbinson

R B Marshall

C J D Young

K T Mitchell

R J Nickells

O C P Plunkett (appointed 15 December 2011)

D G Thompson (resigned 15 December 2011)

D H Wookey (resigned 30 January 2012)

S M Brown (resigned 15 December 2011)

KEY PERFORMANCE INDICATORS

The company's key performance indicator of its effectiveness is net operating margin. In the financial year 2012 the net margin was (2.8%) (2011–1.7%). Net margin has improved, despite the reduction in turnover arising from the difficult economy, as a result of the reduction in the cost base.

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The principal risk and uncertainty faced by the business is competition within the market place, which continues to be intense, the ability of the company to maintain its competitive advantage depends on maintaining and enhancing its ability to serve its clients

PRINCIPAL RISKS AND UNCERTAINTIES

The company is exposed to a number of financial risks including credit risk and foreign exchange risk

Credit risk - appropriate credit checks are made on potential customers before work commences on projects

Foreign exchange risk – the majority of the company's work is undertaken in currencies other than sterling Exchange rate movements are kept under constant review and appropriate techniques of currency risk management are used where appropriate

DIRECTORS' REPORT (continued) Year ended 30 April 2012

PROVISION OF INFORMATION TO THE AUDITOR

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that

- so far as that director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditor in connection with preparing their report and to establish that the company's auditor is aware of that information

AUDITOR

The auditor, Baker Tilly UK Audit LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006

This report was approved by the board on 19 November 2012 and signed on its behalf

A J Harbinson Director

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF BURO HAPPOLD CONSULTING ENGINEERS LIMITED

We have audited the financial statements of Buro Happold Consulting Engineers Limited for the year ended 30 April 2012, set out on pages 7 to 17 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 member, 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 member 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 member 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 2, 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 Auditing Practices Board'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 April 2012 and of its results 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 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 TO THE MEMBER OF BURO HAPPOLD CONSULTING ENGINEERS 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, 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

Barr T.16 UK and LL.

Heather Wheelhouse (Senior statutory auditor) for and on behalf of Baker Tilly UK Audit LLP, Statutory Auditor Chartered Accountants
Hartwell House
55-61 Victoria Street
Bristol
BS1 6AD

Date 23 November 2012.

PROFIT AND LOSS ACCOUNT Year ended 30 April 2012

	Note	2012 £	2011 £
TURNOVER	2	10,608,576	11,615,068
Administrative expenses		(10,902,116)	(11,412,859)
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	3	(293,540)	202,209
Tax on (loss)/profit on ordinary activities	5	(88,485)	(147,419)
(LOSS)/PROFIT FOR THE FINANCIAL YEAR	12	(382,025)	54,790

All amounts relate to continuing operations

The notes on pages 10 to 17 form part of these financial statements

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES Year ended 30 April 2012

	2012 £	2011 £
(LOSS)/PROFIT FOR THE FINANCIAL YEAR	(382,025)	54,790
Foreign exchange movements on net investments	33,678	(187,776)
TOTAL RECOGNISED GAINS AND LOSSES RELATING TO THE YEAR	(348,347)	(132,986)

The notes on pages 10 to 17 form part of these financial statements

BURO HAPPOLD CONSULTING ENGINEERS LIMITED Registered number. 02005673

BALANCE SHEET At 30 April 2012

	Note		2012		2011
EIVED ACCETS		£	£	£	£
FIXED ASSETS Tangible assets Investments	6 7		76,272 65,329		124,305 65,329
		_	141,601		189,634
CURRENT ASSETS					
Debtors Cash at bank	8	8,392,788 1,876,643		9,614,561 214,542 —	
		10,269,431		9,829,103	
CREDITORS: Amounts falling due within one year	9	(9,198,974)		(8,458,332)	
NET CURRENT ASSETS			1,070,457		1,370,771
NET ASSETS		-	1,212,058	-	1,560,405
CAPITAL AND RESERVES					
Called up share capital	11		500,000		500,000
Profit and loss account	12	_	712,058		1,060,405
SHAREHOLDER'S FUNDS	13	_	1,212,058		1,560,405

The financial statements were approved and authorised for issue by the board and were signed on its behalf on $19\ Nounber\ 2012$

A J Harbinson Director

The notes on pages 10 to 17 form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS Year ended 30 April 2012

1. ACCOUNTING POLICIES

1 1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards

The accounts present information about the company as an individual undertaking and not about its group, as the company has taken advantage of the exemption provided by section 400 of the Companies Act 2006 not to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its parent, Buro Happold Engineers Limited, a company registered in England and Wales

Going concern

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

1.2 Turnover

Turnover represents fees earned in respect of work carried out in the year which falls within the group's ordinary activities, stated net of value added tax

1.3 Long-term contracts and revenue recognition

The amount of profit attributable to the stage of completion of a long term contract is recognised when the outcome of the contract can be foreseen with reasonable certainty. Turnover for such contracts is stated at the cost appropriate to their stage of completion plus attributable profits, less amounts recognised in previous years. Provision is made for any losses as soon as they are foreseen.

Contract work in progress is stated at costs incurred, less those transferred to the profit and loss account, after deducting foreseeable losses and payments on account not matched with turnover Amounts recoverable on contracts are included in debtors and represent turnover recognised in excess of payments on account

1.4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases.

Leasehold improvements - over life of lease or useful economic life whichever is shorter

Furniture, fittings and equipment - 10-33% straight line

1.5 Operating leases

Rentals under operating leases are charged to the profit and loss account on a straight line basis over the lease term

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the period until the date the rent is expected to be adjusted to the prevailing market rate

NOTES TO THE FINANCIAL STATEMENTS Year ended 30 April 2012

1. ACCOUNTING POLICIES (continued)

1.6 Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation

A net deferred tax asset is recognised only if it can be regarded as 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 assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse

Deferred tax assets and liabilities are not discounted

1.7 Foreign Currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date

Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction

Exchange gains and losses are recognised in the profit and loss account

18 Cash flow

The company, being a subsidiary undertaking where 100% of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1

1.9 Investments

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

2. TURNOVER

The whole of the turnover is attributable to consulting engineering services

All turnover arose in the Middle East in both 2012 and 2011

NOTES TO THE FINANCIAL STATEMENTS Year ended 30 April 2012

3. (LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

The (loss)/profit on ordinary activities before taxation is stated after charging/(crediting)

	The (loss)/profit on ordinary activities before taxation is stated after charge	ging/(crediting)	
		2012 £	2011 £
	Depreciation of tangible fixed assets - owned by the company Operating lease rentals	53,016	32,872
	- other operating leases Foreign exchange loss	370,439 22,575	575,070 74,510
	During the year, no director received any emoluments (2011 £NIL)		
4.	STAFF COSTS		
	Staff costs were as follows	2012 £	2011 £
	Wages and salaries	4,660,551	4,393,002
	The average monthly number of employees, including the directors, duri	ng the year was	as follows
		2012 £	2011 £
	Technical staff Administration staff	58 18	75 19
		76	94
5.	TAX ON (LOSS)/PROFIT ON ORDINARY ACTIVITIES	2012	2011
	,	£	£
	Analysis of tax charge in the year		
	Analysis of tax charge in the year		
	Analysis of tax charge in the year Current tax (see note below) UK corporation tax charge on (loss)/profit for the year Double taxation relief	£ 26,856 (26,856)	£ - -
	Analysis of tax charge in the year Current tax (see note below) UK corporation tax charge on (loss)/profit for the year Double taxation relief Foreign taxation	26,856 (26,856) 106,853	130,872
	Analysis of tax charge in the year Current tax (see note below) UK corporation tax charge on (loss)/profit for the year Double taxation relief Foreign taxation Total current tax	26,856 (26,856) 106,853	130,872

NOTES TO THE FINANCIAL STATEMENTS Year ended 30 April 2012

5. TAX ON (LOSS)/PROFIT ON ORDINARY ACTIVITIES (continued)

Factors affecting tax charge for the year

The tax assessed for the year is lower (2011 - lower) than the standard rate of corporation tax in the UK of 26% (2011 - 28%) The differences are explained below

	2012 £	2011 £
(Loss)/profit on ordinary activities before tax	(293,540)	202,209
(Loss)/profit on ordinary activities multiplied by standard rate of Corporation tax in the UK of 25 8% (2011 – 27 8%)	(75,851)	56,274
Effects of:		
Expenses not deductiablefor tax purposes, other than goodwill, amortisation and impairment/(income not taxable) Depreciation for the year in excess of capital allowances Group relief surrendered Foreign tax borne in the UK	(1,656) (1,120) 105,483 79,997	3,340 772 70,486
Current tax charge for the year (see note above)	106,853	130,872

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 2011) 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

This will reduce the company's future current tax charge accordingly and further reduce the deferred tax asset at 30 April (which has been calculated based on the rate of 24% substantively enacted at the balance sheet date) by £188 in relation to the asset

It has not yet been possible to quantify the full anticipated effect of the announced further 1% rate reduction, although this will further reduce the company's future current tax charge and reduce the company's deferred tax asset accordingly

NOTES TO THE FINANCIAL STATEMENTS Year ended 30 April 2012

6. TANGIBLE FIXED ASSETS

			Leasehold rovements	Fixtures, fittings and equipment	Total
	Cost At 1 May 2011 Additions Disposals		58,902 - (1,828)	195,233 4,983 -	254,135 4,983 (1,828)
	At 30 April 2012		57,074	200,216	257,290
	Depreciation At 1 May 2011 Charge for year On disposals At 30 April 2012 Net book value At 30 April 2012		2,526 26,507 (1,828) 27,205	127,304 26,509 ————————————————————————————————————	129,830 53,016 (1,828) — 181,018
	At 30 April 2012		56,376	67,929	124,305
7.	FIXED ASSET INVESTMENTS				Other fixed asset investments £
7.	Cost or valuation At 1 May 2011 and 30 April 2012				asset investments
7.	Cost or valuation				asset investments £
7.	Cost or valuation At 1 May 2011 and 30 April 2012 Net book value				asset investments £
7.	Cost or valuation At 1 May 2011 and 30 April 2012 Net book value At 1 May 2011 and 30 April 2012	ngs of the company	y		asset investments £
7.	Cost or valuation At 1 May 2011 and 30 April 2012 Net book value At 1 May 2011 and 30 April 2012 Subsidiary undertakings	ngs of the company Country of registration or incorporation	Nature of business	Share held class	asset investments £

NOTES TO THE FINANCIAL STATEMENTS Year ended 30 April 2012

7. FIXED ASSET INVESTMENTS (continued)

The aggregate of the share capital and reserves as at 30 April 2011 and of the profit or loss for the year ended on that date for the subsidiary undertakings were as follows

	Name	Aggregate of share capital and reserves £	Profit £
	Buro Happold & Partner Consulting Engineers Company	2,024,356	1,465,854
8.	DEBTORS	2012 £	2011 £
	Trade debtors Amounts owed by group undertakings Other debtors Prepayments and accrued income Amounts recoverable on long term contracts Deferred tax asset (see note 5)	3,629,391 1,672,855 732,234 51,832 2,287,704 18,772 8,392,788	5,411,454 1,506,994 470,578 97,903 2,127,228 404 9,614,561
9.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	2012 £	2011 £
	Payments received on account Trade creditors Amounts owed to group undertakings Corporation tax Other creditors Accruals and deferred income	2,606,484 44,021 5,349,522 137,406 67,984 993,557 9,198,974	2,506,484 528,239 4,990,677 130,872 302,060

Security given for the bank overdraft held within Buro Happold Engineering Limited consists of a debenture including fixed and floating charges over the company assets and a cross composite guarantee given by Buro Happold Engineers Limited, Buro Happold Consulting Engineers Limited, Happold Consulting Limited, Happold Safe & Secure Limited, Happold Media Limited and BH Geoenvironmental Limited to secure the liabilities of each other

NOTES TO THE FINANCIAL STATEMENTS Year ended 30 April 2012

10.	DEFERRED TAXATION	2012 £	2011 £
	At beginning of year Credit/(charge) for year	404 18,368	16,929 (16,525)
		18,772	404
	The provision for deferred taxation is made up as follows	2012 £	2011 £
	Accelerated capital allowances	18,772	404
11	SHARE CAPITAL	2012 £	2011 £
	Allotted, called up and fully paid 500,000 – Ordinary shares of £1 each	500,000	500,000
12	RESERVES		Profit and loss account £
	At 1 May 2011 (Loss)/profit for the year Other recognised gains and losses during the year		1,060,405 (382,025) 33,678
	At 30 April 2012		712,058
13.	RECONCILIATION OF MOVEMENT IN SHAREHOLDER'S FUNDS	2012 £	2011 £
	Opening shareholder's funds (Loss)/profit for the year Other recognised gains and losses during the year	1,560,405 (382,025) 33,678	1,693,391 54,790 (187,776)
	Closing shareholder's funds	1,212,058	1,560,405

NOTES TO THE FINANCIAL STATEMENTS Year ended 30 April 2012

14. OPERATING LEASE COMMITMENTS

At 30 April 2012 the company had annual commitments under non-cancellable operating leases as follows

	Expiry date:		
	Within 1 year	-	185,000
15.	CONTINGENT LIABILITIES		
		2012	2011
		£	£
	Letter of guarantee	-	87,127

Except for the above and ongoing business obligation which is under the normal course of business against which no loss is expected, there has been no other known contingent liability on the company's account as of the date of financial position

16. RELATED PARTY TRANSACTIONS

Advantage has been taken of the exemption from disclosing transactions and balances with other group undertakings as permitted by Financial reporting Standard No 8. This exemption allows the company not to disclose details of transactions with other group companies or investees of the group qualifying as related parties, as the consolidated accounts of Buro Happold Engineers Limited, in which the company is included, are available to the public. These can be obtained from the Registered office of the parent company, Camden Mill, Lower Bristol Road, Bath BA2 3DQ

17. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The company's ultimate parent undertaking at the balance sheet date was Buro Happold Engineers Limited, a company registered in England and Wales

The company's ultimate parent undertaking at the balance sheet date was Happold LLP, a Limited Liability Partnership based in England

Land and buildings

2011

£

2012

£