

SD FortyFive Limited

Annual Report and Financial Statements (unaudited)

For the year ended 31 December 2018

Registered Number - 02342469

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SD FortyFive Limited
Annual report and financial statements
for the year ended 31 December 2018

Director

G Angus

Company Secretary

I Jones

Registered office

Compass Point
79-87 Kingston Road
Staines
TW18 1DT

SD FortyFive Limited
Annual report and financial statements
for the year ended 31 December 2018

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SD FortyFive Limited
Strategic report
for the year ended 31 December 2018

Principal activities

SD FortyFive Limited is a limited liability company incorporated and domiciled in England and Wales. The principal place of business is at 15 Justice Mill Lane, Aberdeen, AB11 6EQ.

The principal activity of the Company is to hold investments in fellow John Wood Group Plc companies.

Results

The company made neither a profit nor a loss in either 2017 or 2018.

Review of business

The company did not trade in the year but continued to hold an investment in a fellow Wood companies.

The financial position of the Company is shown on the balance sheet on page 6.

Key performance indicators ("KPIs")

The directors of John Wood Group PLC, the ultimate holding company, manage operations on a Group basis. For this reason the Company's directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development or position of this business.

The development and position of the Asset Solutions - EAAA Business Unit, which includes the Company, is discussed in the Group's annual report and financial statements.

Principal risks and uncertainties

The directors consider there to be no significant risks and uncertainties relating to the company itself, although its subsidiary is reliant on funding from fellow Wood companies.

See note 10 for commentary on the Company's exposure to financial risks.

On behalf of the Board



G Angus
Director

6 September 2019

SD FortyFive Limited
Directors' report
for the year ended 31 December 2018

The directors present their report and the unaudited financial statements for the year ended 31 December 2018.

Future developments

The directors are considering the possibility of liquidating the Company and its subsidiary.

Dividends

No dividend was paid in, or is proposed for, 2018. A dividend of \$2,000,000 was paid in 2017.

Director

The current director of the Company is listed on page 1.

The director who served during the year and at the date of this report, unless otherwise stated, were as follows:

G Angus

Directors' responsibilities statement

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

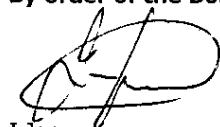
Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with applicable law and United Kingdom accounting standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101, Reduced Disclosure Framework ("FRS 101").

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 accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, including FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and 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.

By order of the Board



I Jones
Secretary

6 September 2019

SD FortyFive Limited
Profit and loss account
for the year ended 31 December 2018

	Note	2018 \$000	2017 \$000
Income from shares in Group undertakings	4	-	2,000
Profit before tax		-	2,000
Tax on profit	5	-	-
Profit and total comprehensive income for the year		-	2,000
Attributable to:			
Equity owners of the Company		-	2,000

The results have been derived wholly from continuing operations.

SD FortyFive Limited
Balance sheet
As at 31 December 2018

	Note	2018 \$000	2017 \$000
Fixed assets			
Investments	7	-	-
Net assets		-	-
Capital and reserves			
Called-up share capital	8	2	2
Profit and loss account		(2)	(2)
Total equity		-	-

For the year ended 31 December 2018 the Company was entitled to exemption under section 479a of the Companies Act 2006. No members have required the Company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006.

The directors acknowledge their responsibility for complying with the requirements of the Act with respect to accounting records and for the preparation of accounts.

The financial statements on pages 5 to 11 were approved by the Board of Directors on 6 September 2019 and were signed on its behalf by:



G Angus
 Director

Registered number: 02342469

SD FortyFive Limited
Statement of changes in equity
for the year ended 31 December 2018

	Called-up share capital \$000	Profit and loss account \$000	Total equity \$000
At 1 January 2017	2	(2)	-
Result and total comprehensive income for the year	-	2,000	2,000
Dividends (note 6)	-	(2,000)	(2,000)
At 31 December 2017	2	(2)	-
Profit and total comprehensive income for the year	-	-	-
At 31 December 2018	2	(2)	-

SD FortyFive Limited
Notes to the financial statements
for the year ended 31 December 2018

1 General information

SD FortyFive Limited is a limited liability company incorporated in England and Wales. The principal activity of the Company is to hold investments in other John Wood Group PLC group companies.

2 Summary of significant accounting policies

The principal accounting policies, which have been applied in the preparation of these financial statements, are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

The financial statements of the Company have been prepared in accordance with United Kingdom Accounting Standards - in particular FRS 101 - and the Companies Act 2006 ("the Act"). FRS 101 sets out a reduced disclosure framework for a "qualifying entity", as defined in the Standard, which addressed the financial reporting requirements and disclosure exemptions in the individual financial statements of qualifying entities that otherwise apply the recognition, measurement and disclosure requirements of EU-adopted International Financial Reporting Standards ("IFRSs").

The Company is a qualifying entity for the purposes of FRS 101. Note 11 gives details of the Company's ultimate parent and from where consolidated financial statements prepared in accordance with IFRS may be obtained.

The application of FRS 101 has enabled the Company to take advantage of certain disclosure exemptions that would have been required had the Company adopted International Financial Reporting Standards in full. The only such exemptions that the directors consider to be significant are:

- no detailed disclosures in relation to financial instruments;
- no cash flow statement;
- no disclosure of related party transactions with fellow 100% subsidiaries of John Wood Group PLC;
- no statement regarding the potential impact of forthcoming changes in financial reporting standards;
- no disclosures relating to the Company's policy on capital management.

The Company has notified its shareholders in writing about, and they do not object to, the use of the disclosure exemptions used by the Company in these financial statements.

The financial statements are presented in US Dollars (USD) and all values are rounded to the nearest thousand US Dollars (\$000) except where otherwise indicated.

The Company's business activities, together with the factors likely to affect its future, are set out in the Strategic and Directors reports. The financial position of the Company is shown in the balance sheet on page 6.

The directors believe that preparing the financial statements on the going concern basis is appropriate due to the continued financial support of the ultimate parent company, John Wood Group PLC. The directors have received confirmation that John Wood Group PLC intends to support the Company for at least one year after these financial statements are signed.

2.2 Functional and reporting currency

The financial statements are presented in US Dollars which is the functional currency of the Company and constitutes the principal income stream of the Company.

2.3 Investments in subsidiaries and joint ventures

Investments are measured initially at cost, including transaction costs, less any provision for impairment. As permitted by Section 400 of the Companies Act 2006, the Company does not prepare consolidated financial statements because it is a wholly owned subsidiary of John Wood Group PLC, which prepares consolidated financial statements (see note 11).

2 Summary of significant accounting policies (continued)

2.4 De-recognition of financial assets and liabilities

Financial assets:

A financial asset (or where appropriate a part of a financial asset) is de-recognised where the rights to receive cash flows from the asset have expired.

Financial liabilities:

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires.

2.5 Taxation

The tax expense in the profit and loss account represents the sum of current and deferred taxes. Current tax is based on taxable profit for the year and the Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date. Taxable profit differs from profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other periods and it further excludes items that are never taxable or deductible.

Deferred tax is provided using the liability method on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised only to the extent that it is probable that a taxable profit will be available against which the deductible temporary differences, carried forward tax credits or tax losses can be utilised. Deferred tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply when the asset is realised or the liability is settled, based on tax rates and tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and liabilities are offset, only if a legally enforceable right exists to set off current tax assets against current tax liabilities, the deferred taxes relate to the same taxation authority and that authority permits the Company to make a single net payment.

Tax is charged or credited directly to equity if it relates to items that are credited or charged to equity. Otherwise, tax is recognised in the profit and loss account.

2.6 Judgements and key sources of estimation or uncertainty

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates.

In the process of applying the Company's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements.

However in the case of this company, no significant judgments are required due to its non-trading status and the fact that investments in subsidiaries are held at a minimal carrying value.

3 Information on employees and directors

The Company had no employees during the current or prior year.

The directors neither received nor waived any emoluments during the year from the Company (2017: \$nil). Their remuneration is allocated to companies in the Group as part of an overall management charge and therefore it is not possible to determine the elements of directors' remuneration relevant to this Company in a practical manner.

SD FortyFive Limited
Notes to the financial statements (continued)
for the year ended 31 December 2018

4 Income from shares in Group undertakings

	2018	2017
	\$000	\$000
Dividends receivable from equity investments	-	2,000
	-	2,000

5 Taxation

	2018	2017
	\$000	\$000
Current tax		
Total current income tax	-	-
Deferred tax		
Total deferred tax	-	-
Tax on profit	-	-

The tax in the profit and loss account for the year varied from the average standard rate of corporation tax in the UK due to the following factors:

	2018	2017
	\$000	\$000
Profit before tax of \$-k (2017: profit of \$2,000k) at average UK standard rate of corporation tax of 19% (2017: 19.25%)	-	385
Non-deductible or non-taxable items	-	(385)
Tax charge for the year	-	-

The standard Corporation Tax rate in the UK changed from 20% to 19% with effect from 1 April 2017 and remained 19% throughout 2019.

A further reduction to 17% in April 2020 was enacted in the Finance Act 2016. This change has no significant impact on these financial statements.

6 Dividends paid

	2018	2017
	\$000	\$000
Dividend of £- (2017: £2,000.000) per Ordinary share	-	2,000

SD FortyFive Limited
Notes to the financial statements (continued)
for the year ended 31 December 2018

7 Investments

	Group companies \$000
Cost and net book value:	
At 31 December 2018	-
At 31 December 2017	-

Details of the Company's interests in Group undertakings at 31 December 2018 are as follows:

Name and registered office	Principal activity	Country of registration	Equity owned (%)	Description of shares
Wood Group / OTS Limited Compass Point, 79-87 Kingston Road, Staines, TW18 1DT United Kingdom	Provision of training services	England	100	Ordinary

8 Called-up share capital

	2018 \$000	2017 \$000
Allotted and fully paid:		
1,000 (2017: 1,000) Ordinary shares of £1 each	2	2
Total	2	2

9 Related party transactions

Transactions and balances with fellow Wood companies

The Company has taken advantage of the exemptions within Financial Reporting Standard 101 not to disclose transactions and balances with John Wood Group PLC and its wholly-owned subsidiaries, on the grounds that the Company itself is a wholly-owned subsidiary of John Wood Group PLC, for which the consolidated financial statements are publicly available.

10 Financial risk management objectives and policies

The Company has no significant financial assets or liabilities. It bears minimal credit risk, interest rate risk or foreign exchange risk.

Any additional funding required is provided by fellow Wood Group companies.

11 Ultimate parent undertaking

The Company is a wholly owned subsidiary of Wood Group Engineering & Operations Support Limited.

The directors regard John Wood Group PLC, a company registered in Scotland, as the ultimate parent undertaking and controlling party.

John Wood Group PLC is the only undertaking for which consolidated financial statements that include the financial statements of the Company, are prepared. Copies of John Wood Group PLC financial statements can be obtained from the Company Secretary at 15 Justice Mill Lane, Aberdeen, AB11 6EQ, Scotland.