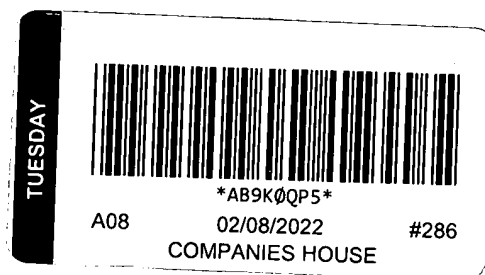


Registration number: 02440830

Costain Engineering & Construction (Overseas) Limited

Annual Report and Financial Statements
for the Year Ended 31 December 2021



Costain Engineering & Construction (Overseas) Limited

Contents

	Page(s)
Company Information	1
Directors' Report	2 to 3
Independent Auditors' Report	4 to 7
Income Statement	8
Statement of Comprehensive Income	9
Statement of Financial Position	10
Statement of Changes in Equity	11
Notes to the Financial Statements	12 to 21

Costain Engineering & Construction (Overseas) Limited

Company Information

Directors	D R Taylor W J Clements
Company secretary	N Geoghegan
Registered office	Costain House Vanwall Business Park Maidenhead Berkshire SL6 4UB
Independent auditors	PricewaterhouseCoopers LLP 1 Embankment Place London WC2N 6RH

Costain Engineering & Construction (Overseas) Limited

Directors' Report for the Year Ended 31 December 2021

The directors present their report and the audited financial statements for the year ended 31 December 2021.

Directors of the company

The directors of the company who were in office during the year and up to the date of signing the financial statements were:

M D Hunter (resigned 18 March 2022)

D R Taylor

The following director was appointed after the year end:

W J Clements (appointed 18 March 2022)

Dividends

The directors do not recommend the payment of a dividend for the year ended 31 December 2021 (2020: £Nil).

Business review

Fair review of the business

The principal activity of the business is as a holding company for Costain Group PLC's overseas investments outside the United States.

The company recorded a profit for the financial year of £36,711 (2020: £1,053,017). This profit in 2020 included a profit of £1,018,483 following the sale of the Company's investments in Zimbabwe. These investments had previously been impaired to £Nil in the Statement of financial position.

Environmental matters

We are mindful of the macro-economic backdrop and market conditions due to the pandemic, and wider economic and geopolitical challenges, and we continue to monitor and work to mitigate headwinds in commodity and energy costs, as well as challenges in the supply chain.

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law).

Under company law, 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 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;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

Costain Engineering & Construction (Overseas) Limited

Directors' Report for the Year Ended 31 December 2021 (continued)

The directors are responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are also 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.

Disclosure of information to the auditors

The directors confirm that, so far as they are aware, there is no relevant audit information (as defined in Section 418 of the Companies Act 2006) of which the company's external auditors are unaware and that 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 external auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

Reappointment of independent auditors

The independent auditors PricewaterhouseCoopers LLP are deemed to be reappointed under section 487(2) of the Companies Act 2006.

Small companies provision statement

This report has been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies, therefore the company has taken the exemption from the requirement to present a strategic report.

Approved by the Board on 7 July 2022 and signed by its order by:

DocuSigned by:

35652B621DC5437...
N Geoghegan
Company secretary

Independent auditors' report to the members of Costain Engineering & Construction (Overseas) Limited

Report on the audit of the financial statements

Opinion

In our opinion, Costain Engineering & Construction (Overseas) Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2021 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Statement of Financial Position as at 31 December 2021; the Income Statement, the Statement of Comprehensive Income and the Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the company's ability to continue as a going concern.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the year ended 31 December 2021 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of Directors' Responsibilities, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also 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.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to the Companies Act 2006 and relevant tax legislation, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to the potential posting of inappropriate journal entries to manipulate financial performance and management bias in accounting estimates. Audit procedures performed by the engagement team included:

- Discussions with management and those charged with governance including consideration of known or suspected instances of non-compliance with laws and regulation and fraud;
- Review of the financial statement disclosures to underlying supporting documentation;
- Assessment of matters reported in the Group's whistleblowing helpline and the results of the management's investigation of such matters; and
- Identifying and testing journal entries, in particular any journals entries posted with unusual account combinations or posted by senior management.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

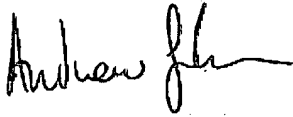
Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not obtained all the information and explanations we require for our audit; or
- 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
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: prepare financial statements in accordance with the small companies regime; and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.

A handwritten signature in black ink, appearing to read 'Andrew Johns', with a stylized flourish at the end.

Andrew Johns (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
7 July 2022

Costain Engineering & Construction (Overseas) Limited

Income Statement
for the year ended 31 December

	Note	2021 £	2020 £
Revenue		-	-
Other gains	4	-	1,018,483
Operating profit		-	1,018,483
Finance income	8	45,322	42,635
Profit before tax		45,322	1,061,118
Taxation	9	(8,611)	(8,101)
Profit for the financial year		<u>36,711</u>	<u>1,053,017</u>

* The above results were derived from continuing operations.

Costain Engineering & Construction (Overseas) Limited

Statement of Comprehensive Income
for the year ended 31 December

	2021 £	2020 £
Profit for the financial year	<u>36,711</u>	<u>1,053,017</u>
Total comprehensive income for the year	<u><u>36,711</u></u>	<u><u>1,053,017</u></u>

The notes on pages 12 to 21 form an integral part of these financial statements.

Costain Engineering & Construction (Overseas) Limited

(Registration number: 02440830)

Statement of Financial Position
as at 31 December

	Note	2021 £	2020 £
Current assets			
Trade and other receivables	11	9,103,793	9,066,571
Creditors - amounts falling due within one year	12	<u>(8,611)</u>	<u>(8,101)</u>
Total assets less current liabilities		9,095,182	9,058,470
Provisions for liabilities	13	<u>(29,716)</u>	<u>(29,715)</u>
Net assets		<u>9,065,466</u>	<u>9,028,755</u>
Equity			
Called up share capital	14	4,448,043	4,448,043
Share premium account		1,331,358	1,331,358
Profit and loss account		<u>3,286,065</u>	<u>3,249,354</u>
Total shareholders' funds		<u>9,065,466</u>	<u>9,028,755</u>

The financial statements on pages 8 to 21 were approved by the Board of directors on 7 July 2022 and signed on its behalf by:

DocuSigned by:



877110CFFB1C4AE...

W J Clements

Director

The notes on pages 12 to 21 form an integral part of these financial statements.

Costain Engineering & Construction (Overseas) Limited**Statement of Changes in Equity**
for the year ended 31 December

	Called up share capital £	Share premium account £	Profit and loss account £	Total shareholders' funds £
At 1 January 2021	4,448,043	1,331,358	3,249,354	9,028,755
Profit for the financial year	-	-	36,711	36,711
Total comprehensive income	-	-	36,711	36,711
At 31 December 2021	<u>4,448,043</u>	<u>1,331,358</u>	<u>3,286,065</u>	<u>9,065,466</u>

	Called up share capital £	Share premium account £	Profit and loss account £	Total shareholders' funds £
At 1 January 2020	4,448,043	1,331,358	2,196,337	7,975,738
Profit for the financial year	-	-	1,053,017	1,053,017
Total comprehensive income	-	-	1,053,017	1,053,017
At 31 December 2020	<u>4,448,043</u>	<u>1,331,358</u>	<u>3,249,354</u>	<u>9,028,755</u>

Costain Engineering & Construction (Overseas) Limited

Notes to the Financial Statements for the Year Ended 31 December 2021

1 General information

The company is a private company limited by share capital, incorporated in the United Kingdom and domiciled in England.

The address of its registered office is:

Costain House
Vanwall Business Park
Maidenhead
Berkshire
SL6 4UB
United Kingdom

These financial statements were authorised for issue by the Board on 7 July 2022.

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies 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.

Basis of preparation

These financial statements have been prepared in accordance with the Companies Act 2006 as applicable to companies using Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101). The financial statements have been prepared under the historical cost convention.

The company is a wholly-owned subsidiary of Costain Group PLC and is included in the consolidated financial statements of Costain Group PLC, which are publicly available. Consequently, the company has taken advantage of the exemption from preparing consolidated financial statements under the terms of section 400 of the Companies Act 2006.

Functional and presentation currency

Items included in the financial statements of the company are measured using the currency of the primary economic environment which the company operates. The financial statements are presented in 'pounds sterling' (£), which is also the company's functional currency.

Costain Engineering & Construction (Overseas) Limited

Notes to the Financial Statements for the Year Ended 31 December 2021 (continued)

2 Accounting policies (continued)

Summary of disclosure exemptions

The company has taken advantage of the following disclosure exemptions under FRS 101:

- (a) The requirements of IAS 1 to provide a Balance Sheet at the beginning of the year in the event of a prior year adjustment;
- (b) The requirements of IAS 1 to provide a Statement of Cash flows for the year;
- (c) The requirements of IAS 1 to provide a statement of compliance with IFRS;
- (d) The requirements of IAS 1 to disclose information on the management of capital;
- (e) The requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors to disclose new IFRS's that have been issued but are not yet effective;
- (f) The requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member;
- (g) The requirements of paragraph 17 of IAS 24 Related Party Disclosures to disclose key management personnel compensation;
- (h) The requirements of IFRS 7 to disclose financial instruments;
- (i) The requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement to disclose information of fair value valuation techniques and inputs;
- (j) IAS 7, 'Statement of Cash Flows';
- (k) The requirement in paragraph 38 of IAS 1 Presentation of Financial Statements to present comparative information in respect of:
 - paragraph 79(a)(iv) of IAS 1;
 - paragraph 73(e) of IAS 16 Property, Plant and Equipment;
 - paragraph 118(e) of IAS 38 Intangible Assets;
 - paragraphs 76 and 79(d) of IAS 40 Investment Property;
- (l) The requirements of the second sentence of paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS 15 Revenue from Contracts with Customers;
- (m) The requirements of paragraph 52, the second sentence of paragraph 89, and paragraphs 90, 91 and 93 of IFRS 16 Leases; and
- (n) 'The requirements of paragraph 58 of IFRS 16, provided that the disclosure of details of indebtedness required by paragraph 61(1) of Schedule 1 to the Regulations is presented separately for lease liabilities and other liabilities, and in total.'

Disclosure exemptions for subsidiaries are permitted where the relevant disclosure requirements are met in the consolidated financial statements. Where required, equivalent disclosures are given in the Group financial statements of Costain Group PLC.

The notes on pages 12 to 21 form an integral part of these financial statements.

Costain Engineering & Construction (Overseas) Limited

Notes to the Financial Statements for the Year Ended 31 December 2021 (continued)

2 Accounting policies (continued)

Going concern

The financial statements have been prepared on a going concern basis.

The ultimate parent company, Costain Group PLC, manages its United Kingdom cash balances using a centralised cash system and surplus cash held by the Company, outside of joint arrangements, is loaned at interest to a fellow subsidiary on a day-to-day basis. These loans are repaid or new loans advanced daily to satisfy any cash requirements.

In determining the appropriate basis of preparation of the financial statements for the year ended 31 December 2021, the directors are required to consider whether the company can continue in operational existence for the foreseeable future. The directors have concluded that it is appropriate to adopt the going concern basis in preparing these financial statements.

New standards and changes in accounting policy

None of the standards, interpretations and amendments effective for the first time from 1 January 2021 have had a material effect on the financial statements. These include:

- Covid-19-Related Rent Concessions - amendments to IFRS 16, and
- Interest Rate Benchmark Reform - Phase 2 - amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16.

The company also elected to adopt the following amendments early:

- Annual Improvements to IFRS Standards 2018-2020,
- Deferred Tax related to Assets and Liabilities arising from a Single Transaction - amendments to IAS 12, and
- Covid-19-Related Rent Concessions beyond 30 June 2021.

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods

Certain new accounting standards, amendments to accounting standards and interpretations have been published that are not mandatory for 31 December 2021 reporting periods and have not been early adopted by the company. These standards, amendments or interpretations are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

Finance income and costs

Interest receivable and payable on bank deposits and between group undertakings is credited or charged to the profit and loss as incurred, using the effective interest method.

Tax

The tax expense for the period comprises current tax. Tax is recognised in Profit or Loss Account, except that of a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates taxable income.

Costain Engineering & Construction (Overseas) Limited

Notes to the Financial Statements for the Year Ended 31 December 2021 (continued)

2 Accounting policies (continued)

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.

Deferred tax is measured at the rates that are expected to apply in the periods when the timing differences are expected to reverse, based on the tax rates and law enacted at the balance sheet date.

A net deferred tax asset is regarded as recoverable and therefore recognised only to the extent that, on the basis of all available evidence, 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.

Trade receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade receivables are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade receivables is established when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the receivables.

The company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for intercompany balances. To measure the expected credit losses, intercompany balances have been grouped based on shared credit risk characteristics and the days past due.

Trade creditors

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade creditors are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

Provisions

Provisions are recognised when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that the group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the directors' best estimate of the expenditure required to settle the obligation at the reporting date and are discounted to present value where the effect is material.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

Dividend income

Dividend income is recognised when the right to receive payment is established.

Costain Engineering & Construction (Overseas) Limited

Notes to the Financial Statements for the Year Ended 31 December 2021 (continued)

3 Critical accounting judgements and key sources of estimation uncertainty

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. There are no significant judgements and estimates made that would have a material effect in both current and future periods.

4 Other gains

The analysis of the company's other gains for the year is as follows:

	2021 £	2020 £
Gain from disposal of investments	<u>-</u>	<u>1,018,483</u>

During 2020, the company disposed of its investments based in Zimbabwe. The investments had previously been written down to £Nil carrying value. The sales proceeds, net of costs, were £1,018,483.

5 Auditors' remuneration

The audit fee for the company was £2,000 (2020: £2,000).

There are no fees paid to PricewaterhouseCoopers LLP for other services other than the statutory audit of the company. The audit fee was borne by another group company.

6 Staff costs

There were no staff employed during the year (2020: nil).

The company is a participating employer of The Costain Pension Scheme. The principal employer of the scheme is Costain Engineering & Construction Limited, the company's parent and a fellow subsidiary of Costain Group PLC. Costain Engineering & Construction Limited pays all contributions and details of the scheme are disclosed in its accounts and those of Costain Group PLC, the ultimate parent company, which provides a guarantee of the principal employer's obligations to the scheme.

7 Directors' remuneration

No remuneration was paid to the directors of the company during the year (2020: £Nil).

8 Finance income

	2021 £	2020 £
Interest income from group undertakings	<u>45,322</u>	<u>42,635</u>

The notes on pages 12 to 21 form an integral part of these financial statements.

Costain Engineering & Construction (Overseas) Limited

Notes to the Financial Statements for the Year Ended 31 December 2021 (continued)

9 Taxation

Tax charged in the income statement

	2021 £	2020 £
Current taxation		
Group relief	<u>8,611</u>	<u>8,101</u>

The tax on profit before tax for the year is the same as the standard rate of corporation tax in the UK (2020: lower than the standard rate of corporation tax in the UK) of 19% (2020: 19%).

The differences are reconciled below:

	2021 £	2020 £
Profit before tax	<u>45,322</u>	<u>1,061,118</u>
Corporation tax at standard rate	8,611	201,612
Decrease from effect of expenses not deductible in determining taxable profit (tax loss)	<u>-</u>	<u>(193,511)</u>
Total tax charge	<u>8,611</u>	<u>8,101</u>

Deferred tax assets at 31 December 2021 has been calculated based on the UK corporation tax rate of 19%. In the 3 March 2021 Budget it was announced that the statutory tax rate will increase to 25% in 2023. This will have a consequential effect on the company's future tax charge.

No deferred taxation has been recognised on unremitted earnings of overseas subsidiaries and joint ventures (2020: £Nil) as no dividends are proposed (2020: £Nil).

The Company has other deferred taxation assets that have not been recognised on the basis that their future economic benefit was not assured as at the balance sheet date. Tax relief will be obtained if suitable profits arise in future accounting periods.

	2021 £	2020 £
Gross capital losses	2,553,805	2,553,805

Costain Engineering & Construction (Overseas) Limited

Notes to the Financial Statements for the Year Ended 31 December 2021 (continued)

10 Investments

Subsidiaries	£
Cost or valuation	
At 1 January 2020	951,920
Disposals	<u>(940,427)</u>
At 31 December 2020	<u>11,493</u>
At 1 January 2021	<u>11,493</u>
At 31 December 2021	<u>11,493</u>
Accumulated provision	
At 1 January 2020	951,916
Eliminated on disposals	<u>(940,423)</u>
At 31 December 2020	<u>11,493</u>
At 1 January 2021	<u>11,493</u>
At 31 December 2021	<u>11,493</u>
Carrying amount	
At 31 December 2021	<u><u>-</u></u>
At 31 December 2020	<u><u>-</u></u>
At 1 January 2020	<u><u>4</u></u>

During 2020, the company disposed of its investments based in Zimbabwe. The investments had previously been written down to £Nil carrying value. The sales proceeds, net of costs, were £1,018,483.

Costain Engineering & Construction (Overseas) Limited

Notes to the Financial Statements for the Year Ended 31 December 2021 (continued)

10 Investments (continued)

Details of the subsidiaries as at 31 December 2021 are as follows:

Name of subsidiary	Principal activity	Proportion of ownership interest and voting rights held		Registered office
		2021	2020	
Costain de Venezuela CA *	Dormant	100%	100%	(1)
Costain Oil, Gas & Process (Nigeria) Ltd*	Inactive	75%	75%	(2)

* indicates direct investment of the Company.

(1) Dormant company - Venezuela, no record of address

(2) Dormant company - Nigeria, no record of address

Joint ventures

Details of the joint ventures as at 31 December 2021 are as follows:

Name of joint ventures	Principal activity	Proportion of ownership interest and voting rights held		Registered office
		2021	2020	
Budimex & Costain Sp. z.o.o *	Inactive	50%	50%	(4)
China Harbour – Costain Mexico S de RL de CV *	Inactive	50%	50%	(5)
Jalal Costain WLL *	Inactive	49%	49%	(6)
Nesma Costain Process Co Ltd *	Inactive	50%	50%	(7)

* indicates direct investment of the Company.

(4) Marszałkowska 82, Warsaw, Mazowieckie, 00-517, Poland

(5) Calle Delfines No. 268 - 2, Frac. Playa Ensenada, Ensenada, B.C., CP. 22880, Mexico

(6) Flat 33, Building 232, Road 18, Block 321, Manama, Bahrain

(7) P.O.Box, 6967, 21452, Jeddah, Saudi Arabia

Costain Engineering & Construction (Overseas) Limited

Notes to the Financial Statements for the Year Ended 31 December 2021 (continued)

11 Trade and other receivables

	31 December 2021	31 December 2020
	£	£
Amounts owed by group undertakings	9,103,793	9,066,571
	<u>9,103,793</u>	<u>9,066,571</u>

Amounts receivable from other group undertakings is unsecured, repayable on demand but accrues interest at a rate of 0.5% (2020: 0.5%).

12 Creditors

Amounts falling due within one year

	31 December 2021	31 December 2020
	£	£
Group relief payable	<u>8,611</u>	<u>8,101</u>

13 Provisions for liabilities

	Other provisions £	Total £
At 1 January 2021	29,715	29,715
Additional provisions	<u>1</u>	<u>1</u>
At 31 December 2021	<u>29,716</u>	<u>29,716</u>
Current liabilities	<u>29,716</u>	<u>29,716</u>

Provision relates to international company closure costs.

14 Called up share capital

Allotted, called up and fully paid shares

	31 December 2021	31 December 2020
	No.	No.
	£	£
Ordinary shares of £1 each	<u>4,448,043</u>	<u>4,448,043</u>

The notes on pages 12 to 21 form an integral part of these financial statements.

Costain Engineering & Construction (Overseas) Limited

Notes to the Financial Statements for the Year Ended 31 December 2021 (continued)

15 Parent and ultimate parent undertaking

The company's immediate parent is Costain Engineering & Construction Limited.

The ultimate parent is Costain Group PLC.

The parent of the largest and smallest group producing publicly available financial statements in which these financial statements are consolidated is Costain Group PLC. These financial statements are available upon request from Costain House, Vanwall Business Park, Maidenhead, Berkshire, SL6 4UB.

The ultimate controlling party is Costain Group PLC.