Everprime Limited

Annual report and financial statements

Registered number 02840336

For the year ended 31 December 2015

Contents

Strategic report

The directors present their annual report together with the audited financial statements for the year ended 31 December 2015.

Principal activities
The company is a wholly-owned subsidiary of Carillion plc and operates as part of Carillion's Support Services Segment. The company's principal activity is the supply of contract operatives to the construction and rail industries. There have not been any significant changes in the company's principal activities in the year under review. The directors are not, at the date of this report, aware of any likely major changes in the company's activities in the next year.

Business review
Turnover in the year increased by 17% to £100,503,000 (2014: £85,889,000) and the company's prospects in it's key construction and rail industry markets remain strong as activity in these areas continues to increase.

The balance sheet shows that net assets have decreased to £4,727,000 from £8,542,000 in the prior year, following the payment of a dividend of £11,500,000.

There have been no significant events since the balance sheet date which should be considered for a proper understanding of these financial statements.

Carillion manages its operations on a divisional basis. For this reason, the company's directors believe that further key performance indicators for the company are not necessary or appropriate for an understanding of the development, performance or position of the business.

Prinicipal risks
The principal risks facing the business and the controls in place to mitigate these are as follows:

· the ability to win new contracts consistent with our target margins in markets that are competitive. In response, the company continually seeks to differentiate its offering by reviewing its competitive strategy and target markets, listens to customers in order to develop services that meet their needs and focus on efficiency and cost reduction to remain competitive.
· attracting and retaining skilled people in order to attract, develop and retain excellent people and become an employer of choice. Carillion has a wide range of policies and programmes in place. Further details are given in Carillion's Annual Report which does not form part of this report.
· health and safety performance - Carillion has a clear aim to reduce accidents to zero by taking a zero-tolerance approach to Health and Safety risks at work. The company's safety record is reviewed every month by the Senior Management Team and all branch managers are required to undertake periodic Safety Tours.

Profit and dividends
The profit before taxation was £8,207,000 (2014: £8,092,000). A dividend of £11,500,000 was paid during the year (2014: £11,000,000).

Approved by the Board on 23 September 2016 and signed on its behalf by:

R J Adam
Director

84 Salop Street
Wolverhampton
WV3 0SR

Directors' report

Directors
The directors serving during the year and subsequently were:

RJ Adam
NP Taylor
A Hayward

Political donations
The company made political donations of £nil during the year (2014: £nil).

Equal opportunities
The company is an equal opportunities employer. It is the policy of the company to give the fullest consideration to the employment needs of all prospective and existing employees. Carillion continually strives to eliminate all bias and unlawful discrimination in relation to job applicants, employees, business partners and members of the public. Full consideration is given to suitable applications for employment from disabled persons where they have the necessary abilities and skills for the position and wherever possible to re-train employees who become disabled, so that they can continue in their employment in another position.

Special attention is given to interviewing, selection, recruitment and training to ensure that there is effective implementation of company policy. Promotion is based upon ability, merit and performance taking into account the future needs of the company. Where necessary, training is carried out to assist employees to develop their full potential. All aspects of employment are regularly reviewed by management to ensure this policy is achieved.

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

Auditor
Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

Approved by the Board on 23 September 2016 and signed on its behalf by:

R J Adam
Director

84 Salop Street
Wolverhampton
WV3 0SR

Statement of directors' responsibilities in respect of the strategic report, directors' report and the financial statements

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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 Reduced Disclosure Framework.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

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

Independent auditor's report to the members of Everprime Limited

We have audited the financial statements of Everprime Limited for the year ended 31 December 2015 set out on pages 7 to 13. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice), including FRS 101 Reduced Disclosure Framework.

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 5, 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 (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

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 2015 and of its profit for the year then ended;
• have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
• have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

• adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
• the financial statements are not in agreement with the accounting records and returns; or
• certain disclosures of directors' remuneration specified by law are not made; or
• we have not received all the information and explanations we require for our audit.

Peter Meehan
(Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants

23 September 2016

Profit and loss account
for the year ended 31 December 2015

	Note	2015	2014
		£000	£000
Turnover	*1*	**100,503**	85,889
Cost of sales		**(93,387)**	(78,934)
Gross profit		**7,116**	6,955
Other operating income		**-**	228
Operating profit		**7,116**	7,183
Interest receivable and similar income	*6*	**4,050**	3,278
Interest payable and similar charges	*7*	**(2,959)**	(2,369)
Profit on ordinary activities before taxation	*2*	**8,207**	8,092
Tax on profit on ordinary activities	*8*	**(522)**	376
Profit for the financial year		**7,685**	8,468

All amounts relate to continuing operations.

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

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

The notes on pages 10 to 13 form part of the financial statements.

Balance sheet
at 31 December 2015

	Note	2015 £000	2014 £000
Current assets			
Debtors	*10*	**159,613**	108,696
Cash at bank and in hand		**179**	3,315
		159,792	112,011
Creditors: amounts falling due within one year	*11*	**(155,065)**	(103,469)
Net current assets representing net assets		**4,727**	8,542
Capital and reserves			
Called up share capital	*12*	**1**	1
Profit and loss account		**4,726**	8,541
Equity shareholder's funds		**4,727**	8,542

The notes on pages 10 to 13 form part of the financial statements.

These financial statements were approved by the Board of Directors on 23 September 2016 and were signed on its behalf by :

R J Adam
Director

Company registered number 02840336

Statement of changes in equity
for the year ended 31 December 2015

	Called up share capital £000	Profit and loss reserve £000	Total £000
Balance at 1 January 2014	1	11,073	11,074
Profit for the year	-	8,468	8,468
Transactions with owners			
Contributions and distributions to owners			
Dividends paid	-	(11,000)	(11,000)
Balance at 31 December 2014	1	8,541	8,542
Profit for the year	-	7,685	7,685
Transactions with owners			
Contributions and distributions to owners			
Dividends paid	-	(11,500)	(11,500)
Balance at 31 December 2015	1	4,726	4,727

Everprime Limited
Notes
(forming part of the financial statements)

1. Principal accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial information.

Basis of preparation

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101"). The amendments to FRS 101 (2014/15 Cycle) issued in July 2015 and effective immediately have been applied.

In preparing these financial statements, the company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

In the transition to FRS 101, the Company has applied IFRS 1 whilst ensuring that its assets and liabilities are measured in compliance with FRS 101. The transition to FRS101 has had no impact on the profit for the year or net assets.

In these financial statements, the company has applied the exemptions under FRS101 in respect of the following disclosures:
- a cash flow statement and related notes;
- comparative period reconciliations for share capital and tangible fixed assets;
- disclosures in respect of transactions with wholly owned subsidiaries;
- disclosures in respect of capital management;
- the effect of new but not yet effective IFRSs;
- an additional balance sheet for the beginning of the earliest comparative period following the retrospective change in accounting policy;
- disclosures in respect of compensation of key management personnel; and
- disclosures of transactions with a management entity that provides key management personnel services to the company.

As the consolidated financial statements of Carillion plc include the equivalent disclosures, the company has also taken the exemptions under FRS101 available in respect of the following disclosures:
- certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS7 Financial Instrument disclosures.

The financial statements are presented in pounds sterling. They are prepared on the historical cost basis except where specified certain assets and liabilities are stated at their fair value noted below.

Going concern

The company's business activities, together with the factors likely to affect its future development and position, are set out in the Business Review section of the Strategic report.

The company participates in the Carillion plc group's centralised treasury arrangements and so shares banking arrangements with its parent and fellow subsidiaries. The directors, having assessed the responses of the directors of the company's ultimate parent Carillion plc to their enquiries have no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of the Carillion group to continue as a going concern or its ability to continue with the current banking arrangements. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue, although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Based on this undertaking the directors believe that it remains appropriate to prepare the financial statements on a going concern basis. The financial statements do not include any adjustments that would result in the basis of preparation being inappropriate.

Turnover

Turnover represents the net amount receivable, excluding value added tax, for goods and services supplied to all customers including fellow subsidiary undertakings.

Taxation

Income tax comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Notes *(continued)*

2. Profit on ordinary activities before taxation

The audit fee for the year ended 31 December 2015 amounting to £3,800 (2014: £3,800) was borne by Carillion Construction Limited, a fellow group subsidiary.

Fees paid to the company's auditor, KPMG LLP and its associates, for services other than the statutory audit of the company are not disclosed in these financial statements since the consolidated financial statements of the company's parent, Carillion plc, are required to disclose non-audit fees on a consolidated basis.

3. Segmental analysis

The company operates within one segment only, being the supply of contract operatives to the construction industry and as such no analysis by activity has been provided.

The company's markets are all in the United Kingdom and as such no segmental analysis by origin or destination has been provided.

4. Staff numbers and costs

The company had no employees in either period. Staff are employed by Carillion Construction Limited but their costs are borne by Everprime Limited.

5. Directors' remuneration

The directors have neither received nor waived any remuneration during the year (2014: £nil) for their services to this company. The directors are directors or employees of Carillion Construction Limited and are remunerated from that company.

6. Interest receivable and similar income

	2015	2014
	£000	£000
Interest receivable from group undertakings	**4,050**	3,227
Bank interest receivable	**-**	51
	4,050	3,278

7. Interest payable and similar charges

	2015	2014
	£000	£000
Interest payable to group undertakings	**2,959**	2,369

Notes *(continued)*

8. Tax on profit on ordinary activities

(a) Analysis of taxation charge/(credit) in the year	**2015**	2014
	£000	£000
UK corporation tax		
Current tax	**566**	44
Adjustment in respect of prior periods	**(44)**	(420)
Total current taxation	**522**	(376)
Total taxation on profit on ordinary activities	**522**	(376)

(b) Factors affecting the tax charge/(credit) for the current year

The current year tax charge for the year is lower (2014: lower) than the standard rate of 20.25% (2014: 21.5%). The difference is explained below:

	2015	2014
	£000	£000
Current tax reconciliation		
Profit on ordinary activities before taxation	**8,207**	8,092
Tax on profit on ordinary activities at 20.25% (2014: 21.5%)	**1,662**	1,740
Effects of:		
Permanent differences	**(1,096)**	(1,696)
Adjustment in respect of prior periods	**(44)**	(420)
Current tax charge/(credit) for the year	**522**	(376)

(c) Factors that may affect future tax charges

Reductions in the UK corporation tax rate from 23% to 21% (effective from 1 April 2014) and 20% (effective from 1 April 2015) were substantively enacted on 2 July 2013. Further reductions to 19% (effective from 1 April 2017) and to 18% (effective from 1 April 2020) were substantively enacted on 26 October 2015.

An additional reduction to 17% (effective from 1 April 2020) was announced in the Budget on 16 March 2016. This will reduce the company's future current tax charge accordingly.

9. Equity dividends

	2015	2014
	£000	£000
Dividend paid to equity holders	**11,500**	11,000

Notes *(continued)*

10. Debtors

	2015	2014
	£000	£000
Trade debtors	**363**	774
Amounts owed by group undertakings	**153,871**	103,015
Corporation tax	**-**	279
Other tax and social security	**1,359**	1,125
Prepayments and accrued income	**4,020**	3,503
	159,613	108,696

Amounts owed by fellow group undertakings bear interest at a rate which reflects the cost of borrowing to the group.

11. Creditors: Amounts falling due within one year

	2015	2014
	£000	£000
Trade creditors	**9,136**	10,000
Amounts owed to group undertakings	**140,521**	89,320
Corporation tax	**566**	-
Other tax and social security costs	**45**	11
Other creditors	**5**	11
Accruals and deferred income	**4,792**	4,127
	155,065	103,469

Amounts owed to fellow group undertakings bear interest at a rate which reflects the cost of borrowing to the group.

12. Called up share capital

	2015	2014
	£000	£000
Allotted, called up and fully paid:		
1,000 ordinary shares of £1 each	**1**	1

13. Controlling and parent companies

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

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