

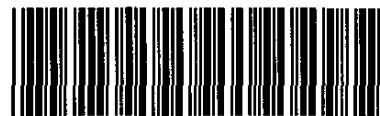
Registration number: 03725076

Wood Finance UK Limited

(formerly Wood Nuclear Holdings Limited)

Annual Report and Unaudited Financial Statements
for the Year Ended 31 December 2022

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Wood Finance UK Limited
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Wood Finance UK Limited

Directors' Report for the Year Ended 31 December 2022

The directors present their report and unaudited financial statements on Wood Finance UK Limited (the "Company") for the year ended 31 December 2022.

Principal activities

The principal activity of the Company during the year was to act as a financing company.

Directors

The directors who served during the financial year ended 31 December 2022 and up to the date of signing the financial statements, unless otherwise indicated, are given below:

GR Angus (resigned 15 August 2022)

AS Mclean

WG Setter

Results and dividends

The profit for the year, after taxation, amounted to \$50,661,000 (2021: \$6,044,000 (restated)).

The directors do not recommend the payment of a dividend for the year ended 31 December 2022 (2021: \$nil).

From 1 January 2022, the functional currency of the Company changed from Sterling to US Dollars. This is as a result of the change in currency of income and expenses driven by amendment in denomination of intercompany loans which triggered the change in functional currency. In line with the requirements of IAS 21, this change has been made prospectively from the date of currency change. The presentational currency of the financial statements also changed to US Dollars in 2022. Accordingly, prior year numbers are restated for the comparative purpose, retrospectively. Refer note 11 for further details.

Future developments

The directors do not anticipate any significant changes to the activities of the Company in the medium to long term.

Going concern

After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The Company therefore adopts the going concern basis in preparing its financial statements.

Audit exemption

The directors consider that the Company is entitled to exemption from the requirement to have an audit under section 479A of the Companies Act 2006. Under the provisions of section 479C of the Companies Act 2006, John Wood Group PLC, the ultimate parent company, has given a statutory guarantee of all the outstanding liabilities to which the Company is subject at 31 December 2022.

Small company exemption

In preparing this report, the directors have taken advantage of the small company exemptions provided by section 415A of the Companies Act 2006.

The directors have also taken advantage of the small company exemptions provided by section 414B of the Companies Act 2006 and have not prepared a Strategic Report.

Wood Finance UK Limited
Directors' Report for the Year Ended 31 December 2022 (continued)

Events after Balance Sheet date

There have been no material adjusting or disclosable events since the financial year end.

Approved by the Board on 22 Sept 2023 and signed on its behalf by:



.....
IA Jones
Company secretary

Wood Finance UK Limited

Statement of Directors' Responsibilities

The directors acknowledge their responsibilities 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 Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 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 apply them consistently;
- make judgements and accounting 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;
- 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 also responsible for such internal control, determined as 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.

Wood Finance UK Limited
Income Statement for the Year Ended 31 December 2022

		2022	Restated*
	Note	\$ 000	2021 \$ 000
Administrative income		208	-
Other operating expense		<u>-</u>	<u>(122)</u>
Operating profit/(loss)		208	(122)
Finance income	4	<u>50,453</u>	<u>5,877</u>
Profit before tax		50,661	5,755
Taxation	7	<u>-</u>	<u>289</u>
Profit for the year		<u><u>50,661</u></u>	<u><u>6,044</u></u>

*See note 11 for further details.

The above results were derived from continuing operations.

The notes on pages 8 to 15 form an integral part of these financial statements.

Wood Finance UK Limited
Statement of Comprehensive Income for the Year Ended 31 December 2022

		2022	Restated*
	Note	\$ 000	2021 \$ 000
Profit for the year		50,661	6,044
Items that will not be reclassified subsequently to profit or loss			
Foreign exchange on change of presentational currency (note 11)		<u>-</u>	<u>(94)</u>
Total comprehensive income for the year		<u>50,661</u>	<u>5,950</u>

*See note 11 for further details.

The notes on pages 8 to 15 form an integral part of these financial statements.

Wood Finance UK Limited
(Registration number: 03725076)
Balance Sheet as at 31 December 2022

		31 December 2022 \$ 000	Restated* 31 December 2021 \$ 000
	Note		
Assets			
Current assets			
Trade and other receivables	8	<u>1,287,069</u>	<u>1,236,621</u>
Equity and liabilities			
Equity			
Called up share capital	10	23,362	23,362
Share premium reserve		448	448
Capital contribution reserve		901,071	901,071
Profit and loss account		<u>362,188</u>	<u>311,527</u>
		1,287,069	1,236,408
Current liabilities			
Trade and other payables	9	<u>-</u>	<u>213</u>
Total equity and liabilities		<u>1,287,069</u>	<u>1,236,621</u>

*See note 11 for further details.

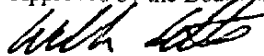
For the financial year ending 31 December 2022, the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

Directors' responsibilities:

- The members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 476; and
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

Approved by the Board on 22 Sept 2023 and signed on its behalf by:



WG Setter
Director

The notes on pages 8 to 15 form an integral part of these financial statements.

Wood Finance UK Limited
Statement of Changes in Equity for the Year Ended 31 December 2022

	Called up share capital \$ 000	Share premium reserve \$ 000	Capital contribution reserve \$ 000	Profit and loss account \$ 000	Total \$ 000
At 1 January 2022	23,362	448	901,071	311,527	1,236,408
Profit for the year	-	-	-	50,661	50,661
Total comprehensive income	-	-	-	50,661	50,661
At 31 December 2022	<u>23,362</u>	<u>448</u>	<u>901,071</u>	<u>362,188</u>	<u>1,287,069</u>

As restated*	Called up share capital \$ 000	Share premium reserve \$ 000	Capital contribution reserve \$ 000	Profit and loss account \$ 000	Total \$ 000
At 1 January 2021	23,362	448	-	305,577	329,387
Profit for the year	-	-	-	6,044	6,044
Foreign exchange on change of presentational currency (note 11)	-	-	-	(94)	(94)
Total comprehensive income	-	-	-	5,950	5,950
Capital contribution	-	-	901,071	-	901,071
At 31 December 2021	<u>23,362</u>	<u>448</u>	<u>901,071</u>	<u>311,527</u>	<u>1,236,408</u>

*See note 11 for further details.

The notes on pages 8 to 15 form an integral part of these financial statements.

Wood Finance UK Limited
Notes to the Unaudited Financial Statements for the Year Ended 31 December 2022

1 General information

The Company is a private company limited by share capital, incorporated and domiciled in England and Wales.

The address of its registered office is:

Booths Park
Chelford Road
Knutsford
Cheshire
WA16 8QZ

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

The financial statements have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101). The financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets and financial liabilities measured at fair value through the Income Statement, and in accordance with the Companies Act 2006.

The preparation of financial statements with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies (see note 3).

The Company's presentation currency has changed from Sterling to US Dollars. This is as a result of the change in currency of income and expenses driven by amendment in denomination of intercompany loans which triggered the change in functional currency.

Following this change in accounting policy, the comparatives in financial statements are represented in US Dollars using the procedures outlined below. All notes have been restated in US Dollars to reflect this.

Prior year assets, liabilities and share capital are translated into US Dollars at closing exchange rate of 1.3545. Trading results are translated into US Dollars at average rates of 1.3757. Differences resulting from the retranslation on the opening net assets and the results for the period have been taken to the Other Comprehensive Income in line with the requirements of IAS 21. Refer note 11 for further details.

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The financial statements are presented in 'US Dollars' (\$), which is also the Company's functional currency.

The level of rounding is to the nearest '000 US Dollars (\$), unless otherwise stated.

Wood Finance UK Limited
Notes to the Unaudited Financial Statements for the Year Ended 31 December 2022
(continued)

2 Accounting policies (continued)

Summary of disclosure exemptions

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- Paragraph 33(c) of IFRS 5 'Non-current assets held for sale and discontinued operations';
- IFRS 7, 'Financial instruments: Disclosures';
- Paragraphs 91 to 99 of IFRS 13, 'Fair value measurement';
- Paragraphs 10(d), 10(f), 16, 38A, 38B to D, 40A to D, 111 and 134 to 136 of IAS 1, 'Presentation of financial statements';
- IAS 7, 'Statement of cash flows';
- Paragraphs 30 and 31 of IAS 8, 'Accounting policies, changes in accounting estimates and errors';
- Paragraphs 17 and 18A of IAS 24, 'Related party disclosures', to disclose key management compensation;
- The requirements in IAS 24, 'Related party disclosures', to disclose related party transactions entered into between two or more members of a group; and
- Paragraphs 130(f)(ii), 130(f)(iii), 134(d) to 134(f) and 135(c) to 135(e) of IAS 36, 'Impairment of assets'.

Going concern

After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The Company therefore adopts the going concern basis in preparing its financial statements.

Changes in accounting policy

None of the standards, interpretations and amendments effective for the first time from 1 January 2022 have had a material effect on the financial statements.

Functional currency

The functional currency of the Company is US Dollar, having changed from Sterling on 1 January 2022, prospectively. Transactions in foreign currencies are translated into the relevant functional currency at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the exchange rate ruling at the Balance Sheet date. Any exchange differences are to the Income Statement. Refer basis of preparation note for further details.

Finance income and costs policy

Interest income and expense is recorded in the same Income Statement in the period to which it relates. Arrangement fees and expenses in respect of the Company's debt facilities are amortised over the period which the Company expects the facility to be in place.

Income from shares in group undertakings

Income from shares in group undertakings is recognised when the right to receive payment is established.

Wood Finance UK Limited
Notes to the Unaudited Financial Statements for the Year Ended 31 December 2022
(continued)

2 Accounting policies (continued)

Tax

The tax charge represents the sum of tax currently payable and deferred tax. Tax currently payable is based on the taxable profit for the year. Taxable profit differs from the profit reported in the Income Statement due to items that are not taxable or deductible in any period and also due to items that are taxable or deductible in a different period. The Company's liability for current tax is calculated using tax rates enacted or substantively enacted at the Balance Sheet date.

Tax is recognised in the Income Statement except to the extent that it relates to items recognised in other comprehensive income or equity, in which case it is recognised in other comprehensive income or equity as appropriate.

A current tax provision is recognised when the Company has a present obligation as a result of a past event, it is probable that the Company will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation. In line with IFRIC 23, depending on the circumstances, the provision is either the single most likely outcome, or a probability weighted average of all potential outcomes. The provision incorporates tax and penalties where appropriate. Separate provisions for interest are also recorded. Interest in respect of the tax provisions is not included in the tax charge, but disclosed within profit before tax.

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.

Deferred tax is provided, using the full liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. The principal temporary differences arise from depreciation on PP&E, tax losses carried forward and, in relation to acquisitions, the difference between the fair values of the net assets acquired and their tax base. Tax rates enacted, or substantively enacted, at the Balance Sheet date are used to determine deferred tax.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised.

Tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and it is intended that they will be settled on a net basis.

Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

The Company recognises loss allowances for Expected Credit Losses ('ECLs') on amounts due from group undertakings, measured at an amount equal to lifetime ECLs. ECLs are a profitability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

Wood Finance UK Limited
Notes to the Unaudited Financial Statements for the Year Ended 31 December 2022
(continued)

2 Accounting policies (continued)

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the future cash flows of the financial asset have occurred. Evidence that a financial asset is credit-impaired includes a customer being in significant financial difficulty or a breach of contract such as a default. The gross carrying amount of a financial asset is written off when the Company has no reasonable expectation of recovering a financial asset in its entirety or a proportion thereof. For individual customers, the Company individually makes an assessment with respect to the timing and amount of write-off based on whether there is a reasonable expectation of recovery.

Trade and other payables

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost.

Share capital

The Company has three classes of ordinary shares and these are classified as equity. Dividends on ordinary shares are not recognised as a liability or charged to equity until they have been approved by shareholders.

3 Critical accounting judgements and key sources of estimation uncertainty

The preparation of the financial statements requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the year. These estimates and judgements are based on management's best knowledge of the amount, event or actions and actual results ultimately may differ from those estimates. Company management believe that the estimates and assumptions contained in these accounts do not have a significant risk of resulting in a material adjustment to the carrying amount of assets and liabilities.

There are no critical judgements in applying the Company's accounting policies.

4 Finance income

	2022	Restated*
	\$ 000	2021
		\$ 000
Income from shares in group undertakings	-	144
Interest received from group undertakings	50,453	5,733
	<u>50,453</u>	<u>5,877</u>

5 Staff costs

The average number of persons employed by the Company (including directors) during the year was nil (2021: nil).

*See note 11 for further details.

Wood Finance UK Limited
Notes to the Unaudited Financial Statements for the Year Ended 31 December 2022
(continued)

6 Directors' remuneration

The directors are also directors of other companies within the Wood Group and their emoluments relate to their services provided to the group as a whole are paid by other group undertakings. These emoluments have not been recharged to the Company in the current or prior year.

7 Taxation

Tax credited in the Income Statement

	2022	Restated*
	\$ 000	2021
		\$ 000
Current taxation		
UK corporation tax adjustment to prior periods	-	(289)

The tax on profit before tax for the year differs from the standard rate of corporation tax in the UK of 19% (2021 - 19%).

The differences are reconciled below:

	2022	Restated*
	\$ 000	2021
		\$ 000
Profit before tax	50,661	5,755
Corporation tax at standard rate	9,626	1,093
Decrease in current tax from adjustment for prior periods	-	(287)
Decrease from effect of revenues exempt from taxation	-	(28)
Increase from effect of expenses not deductible in determining taxable profit	-	23
Decrease arising from group relief tax reconciliation	(9,626)	(208)
Deferred tax asset not recognised	-	(882)
Total tax credit	-	(289)

The standard rate of tax applied to reported profit on ordinary activities is 19% (2021: 19%). The applicable tax rate of 19% was established in the Finance Act 2015 and has applied from 1 April 2017. It was announced in the UK Government's Budget on 3 March 2021 that the main UK corporation tax rate will increase to 25% from 1 April 2023. This was substantively enacted in May 2021.

Deferred tax assets as at 31 December 2022 amounting to \$10,000 (2021: \$10,000) have not been recognised as the Directors of the Company consider that it is highly unlikely that the assets will crystallise in the foreseeable future.

Wood Finance UK Limited
Notes to the Unaudited Financial Statements for the Year Ended 31 December 2022
(continued)

7 Taxation (continued)

*See note 11 for further details.

8 Trade and other receivables

	31 December 2022 \$ 000	Restated* 31 December 2021 \$ 000
Amounts due from group undertakings	<u>1,287,069</u>	<u>1,236,621</u>

Amounts due from group undertakings are made up of loans of \$1,256,585,000 (2021: \$1,231,517,000) that are unsecured and repayable on demand. Interest is charged at the normal market rate.

9 Trade and other payables

	31 December 2022 \$ 000	Restated* 31 December 2021 \$ 000
Accrued expenses	<u>-</u>	<u>213</u>

10 Called up share capital

Allotted, called up and fully paid shares

	31 December 2022		Restated* 31 December 2021	
	No. 000	\$000	No. 000	\$000
Ordinary 'A' shares of £0.01 each	297,459	4,030	297,459	4,030
Ordinary 'B' shares of £0.05 each	145,486	9,852	145,486	9,852
Ordinary 'C' shares of £0.05 each	139,980	9,480	139,980	9,480
	<u>582,925</u>	<u>23,362</u>	<u>582,925</u>	<u>23,362</u>

*See note 11 for further details.

Wood Finance UK Limited
Notes to the Unaudited Financial Statements for the Year Ended 31 December 2022
(continued)

11 Changes in presentation currency

In line with the change in functional currency, the Company has also chosen to change the presentation currency of the financial statements to US Dollars. In line with the requirements of IAS 8, this change has been applied retrospectively with prior years being restated for comparative purpose. The directors believe that the presentation currency change will give stakeholders a clearer understanding of the financial performance and financial position over time. Following this change in accounting policy, the prior year figures have been translated into US Dollars using the procedures below:

- assets and liabilities are translated into US Dollars at the closing rates of exchange. At 31 December 2021 the closing rate was Sterling/US Dollars 1.3545;
- trading results are translated into US Dollars at the average rates of exchange. At 31 December 2021 the average rate was Sterling/US Dollars 1.3757; and
- differences resulting from the retranslation of the opening net assets and the results for the period have been presented in the Other Comprehensive Income in line with the requirements of IAS 21.

Profit and loss account	For the year ended 2021 (in currency as previously stated) £000	Exchange	For the year ended 2021 (as restated) \$000
Other operating expenses	(89)	1.3757	(122)
Operating loss	<u>(89)</u>		<u>(122)</u>
Finance income	4,272	1.3757	5,877
Profit before tax	<u>4,183</u>		<u>5,755</u>
Taxation	210	1.3757	289
Profit for the year	<u>4,393</u>		<u>6,044</u>
Other Comprehensive income			
Foreign exchange on change of presentational currency	-		(94)
Total comprehensive income	<u><u>4,393</u></u>		<u><u>5,950</u></u>

Wood Finance UK Limited
Notes to the Unaudited Financial Statements for the Year Ended 31 December 2022
(continued)

Balance Sheet as at 31 December 2021	As at 31 December 2021 (in currency as previously stated) £000	Exchange rate	As at 31 December 2021 (as restated) \$000
Assets			
Current assets			
Trade and other receivables	912,972	1.3545	1,236,621
	<u>912,972</u>		<u>1,236,621</u>
Equity and liabilities			
Equity			
Called up share capital	17,248	1.3545	23,362
Share premium reserve	331	1.3545	448
Capital contribution reserve	665,242	1.3545	901,071
Profit and loss account	229,994	1.3545	311,527
	<u>912,815</u>		<u>1,236,408</u>
Current liabilities			
Trade and other payables	157	1.3545	213
Total equity and liabilities	<u>912,972</u>		<u>1,236,621</u>

12 Parent and ultimate parent undertaking

The Company's immediate parent is Amec Foster Wheeler Group Limited, a company incorporated in England and Wales.

The ultimate parent and controlling party is John Wood Group PLC, a company incorporated in Scotland and registered in the United Kingdom, which is also the smallest and largest group to consolidate these financial statements. These consolidated financial statements are available upon request from the John Wood Group PLC, 15 Justice Mill Lane, Aberdeen, Scotland, AB11 6EQ.

13 Events after Balance Sheet date

There have been no material adjusting or disclosable events since the financial year end.