

Carillion Holdings Limited

Annual report and financial statements

Registered number 3783019

For the year ended 31 December 2016



Contents

Strategic report	3
Directors' report	4
Statement of directors' responsibilities in respect of the directors' report and the financial statements	5
Independent auditor's report to the members of Carillion Holdings Limited	6
Profit and loss account	7
Balance sheet	8
Statement of changes in equity	9
Notes	10

Strategic report

The directors present their annual report together with the audited financial statements for the year ended 31 December 2016.

Principal activities

The company operates as a holding company for certain Carillion plc investments, and is otherwise not engaged in trading activities.

Business review

In the year, no dividends were received (2015: £1,813,941). The profit and loss account is set out on page 7 and shows a loss for the year of £30,987 (2015: Profit £1,661,650).

The closing equity shareholder's funds at 31 December 2016 is £166,889 (2015: £197,876).

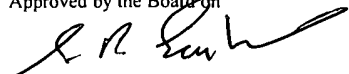
Key performance indicators

The Carillion Group manages its operations on a divisional basis. For this reason, the Company's director believes that analysis using key performance indicators for the company is not necessary or appropriate for an understanding of the development, performance or position of the business of the Company. The development, performance and position of Carillion Plc, which includes the company, is discussed in the Group's annual report which does not form part of this report.

Principal risks and uncertainties

Group risks are managed at Group level, rather than on an individual business unit level. For this reason the Company's director believes that a discussion of the Group's risks would not be appropriate for an understanding of the development, performance or position of the Company's business. The principal risks and uncertainties of the Carillion Group, which include those of the company, are discussed in the Group's annual report which does not form part of this report.

Approved by the Board on



SP Eastwood
Director

7 September 2017

and signed on its behalf by:

84 Salop Street
Wolverhampton
WV3 0SR

Directors' report

The directors present their annual report together with the audited financial statements for the year ended 31 December 2016.

Political donations

The company did not make any political donations during the year (2015: £nil).

Directors

The directors serving during the year and subsequently were:

SP Eastwood

RF Tapp

RJ Adam (Resigned 31 October 2016)

LJ Mills

Z Khan (Appointed 31 October 2016)

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 auditor is 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 auditor is 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

7 September 2017

and signed on its behalf by:



SP Eastwood
Director

84 Salop Street
Wolverhampton
WV3 0SR

Statement of directors' responsibilities in respect of the 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 judgements 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 Carillion Holdings Limited

We have audited the financial statements of Carillion Holdings Limited for the year ended 31 December 2016 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 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 2016 and of its loss 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 the Directors' Report for the financial year is consistent with the financial statements.

Based solely on the work required to be undertaken in the course of the audit of the financial statements and from reading the Strategic report and the Directors' report:

- we have not identified material misstatements in those reports; and
- in our opinion, those reports have been prepared in accordance with the Companies Act 2006.

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.

7 September

2017

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

Profit and loss account
for the year ended 31 December 2016

	<i>Note</i>	2016 £	2015 £
Operating result		-	-
Income from investments in subsidiary undertakings		-	1,813,941
Interest receivable and similar income	4	1,044,271	1,034,038
Interest payable and similar charges	5	<u>(1,080,513)</u>	<u>(1,043,885)</u>
(Loss)/profit on ordinary activities before taxation	2	(36,242)	1,804,094
Taxation on ordinary activities	6	<u>5,255</u>	<u>(142,444)</u>
(Loss)/profit for the financial year		<u>(30,987)</u>	<u>1,661,650</u>

All activities relate to continuing operations.

There is no difference between the result 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 these financial statements.

Balance sheet
at 31 December 2016

	Note	2016 £	2015 £
Fixed asset investments			
Investments	7	2,606,706	2,606,706
Current assets			
Debtors	8	34,599,624	33,411,161
Creditors: amounts falling due within one year	9	(139,442)	(505)
Net current assets		34,460,182	33,410,656
Total assets less current liabilities		37,066,888	36,017,362
Creditors: amounts falling due after more than one year	10	(36,899,999)	(35,819,486)
Net assets		166,889	197,876
Capital and reserves			
Called up share capital	11	1	1
Profit and loss account		166,888	197,875
Equity shareholder's funds		166,889	197,876

These financial statements were approved by the Board of Directors on 7 September 2017 and were signed on its behalf by:



SP Eastwood
Director

Company registered number 3783019

Statement of changes in equity
for the year ended 31 December 2016

	Called up share capital	Profit and loss reserve	Total
	£	£	£
Balance at 1 January 2015	1	350,166	350,167
Profit for the year	-	1,661,650	1,661,650
Transactions with owners			
Dividends paid	-	(1,813,941)	(1,813,941)
Balance at 31 December 2015	1	197,875	197,876
Profit for the year	-	(30,987)	(30,987)
Balance at 31 December 2016	1	166,888	166,889

Carillion Holdings 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

Carillion Holdings Limited (the "Company") is a company incorporated and domiciled in the UK.

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.

The Company's ultimate parent undertaking, Carillion PLC includes the Company in its consolidated financial statements. The consolidated financial statements of Carillion PLC are prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained from 84 Salop Street, Wolverhampton, WV3 0SR.

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 Company proposes to continue to adopt the reduced disclosure framework of FRS 101 in its next financial statements.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

No judgements have been made by the directors, in the application of these accounting policies that have significant effect on the financial statements and there are no estimates with a significant risk of material adjustment in the next year.

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.

Investments

Fixed asset investments are stated at cost less provision for an impairment in the carrying value of the investment.

Taxation

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

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.

2. (Loss)/profit on ordinary activities before taxation

The audit fee for the year ended 31 December 2016 amounting to £1,000 (2015: £1,000) 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. Directors' remuneration

The directors performed no material qualifying services for the company in respect of the current period and therefore received no emoluments.

4. Interest receivable and similar income

	2016 £	2015 £
Interest receivable from group undertakings	1,044,271	1,034,038
	<u>1,044,271</u>	<u>1,034,038</u>

5. Interest payable and similar charges

	2016 £	2015 £
Interest payable to group undertakings	1,080,513	1,043,885
	<u>1,080,513</u>	<u>1,043,885</u>

6. Tax on (loss)/profit on ordinary activities**(a) Analysis of taxation (credit)/charge in the year**

	2016 £	2015 £
UK corporation tax		
Current tax	(7,248)	(1,994)
Adjustment in respect of prior periods	1,993	144,438
Total current taxation (credit)/charge	<u>(5,255)</u>	<u>142,444</u>

(b) Reconciliation of total tax (credit)/charge

The current year tax (credit)/charge is lower (2015: lower) than the standard rate of 20% (2015: 20.25%). The differences are explained below:

	2016 £	2015 £
Total tax reconciliation		
(Loss)/profit on ordinary activities before taxation	<u>(36,242)</u>	<u>1,804,094</u>
Tax on (loss)/profit on ordinary activities at 20% (2015: 20.25%)	(7,248)	365,329
Effects of:		
Dividends receivable (non-taxable)	-	(367,323)
Adjustment in respect of previous periods	1,993	144,438
Total tax (credit)/charge for the year	<u>(5,255)</u>	<u>142,444</u>

(c) Factors that may affect future tax charges

The UK corporation tax rate reduced from 21% to 20% with effect from 1 April 2015. Further reductions to 19% (effective from 1 April 2017) and 17% (effective from 1 April 2020) were substantively enacted on 26 October 2015 and 6 September 2016 respectively. This will reduce the company's future tax charge accordingly.

7. Fixed asset investments

	Shares in subsidiary undertakings £	Joint ventures £	Total £
Cost and net book value			
At beginning of the year	2,605,705	1,001	2,606,706
At end of the year	<u>2,605,705</u>	<u>1,001</u>	<u>2,606,706</u>

The below investments in subsidiary undertakings, all of which are 100% owned (unless otherwise stated) and registered in England and Wales with registered office 84 Salop Street, Wolverhampton, WV3 0SR, are:

Carillion Quest Trustee Limited
CarillionAmey (Housing Prime) Limited - 67% owned
Carillion CR Limited

The investments in joint ventures listed below are registered in England and Wales with registered office 84 Salop Street, Wolverhampton, WV3 0SR, with the exception of WPL Estates Limited which is registered in Guernsey with registered office East Wing, Trafalgar Court, Admiral Park, St Peter Port, GY1 3EL, Guernsey.

	2016		2015	
Name of joint venture	% owned	£	% owned	£
Carillion Eltel JV Limited	50	500	50	500
CarillionAmey Limited	50	500	50	500
WPL Estates Limited	<u>50</u>	<u>1</u>	<u>50</u>	<u>1</u>

8. Debtors: Amounts falling due within one year

	2016 £	2015 £
Amounts owed by group undertakings	34,334,626	33,144,169
Amounts owed by joint ventures	264,998	264,998
Corporation tax	-	1,994
	<u>34,599,624</u>	<u>33,411,161</u>

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

9. Creditors: Amounts falling due within one year

	2016 £	2015 £
Corporation tax	(138,937)	-
Other creditors	(505)	(505)
	<u>(139,442)</u>	<u>(505)</u>

10. Creditors: Amounts falling due after more than one year

	2016 £	2015 £
Amounts owed to group undertakings	<u>(36,899,999)</u>	<u>(35,819,486)</u>

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

11. Called up share capital

	2016 £	2015 £
Allotted, called up and fully paid:		
1 ordinary share of £1 each	<u>1</u>	<u>1</u>

12. Related party disclosures

As a wholly owned subsidiary of Carillion plc the company has taken advantage of the exemption under FRS 101 not to provide information on related party transactions with other undertakings within the Carillion plc group. Note 13 gives details of how to obtain a copy of the published financial statements of Carillion plc.

Sales between the company and joint ventures within the Carillion plc group amounted to:

	2016		2015	
	Sales	Debtor	Sales	Debtor
	£	£	£	£
Carillion Eltel JV Limited	-	264,998	-	264,998

The debtor balances between the company and group's joint ventures are disclosed in note 8.

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.