

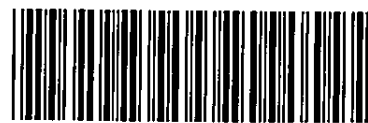
**AMEC Nuclear Overseas Limited (formerly known
as AMEC NNC Overseas Limited)**

**Directors' report and financial
statements**

Registered number 04037762

31 December 2007

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Directors and advisors

Directors

IG Clarkson
K Smith

Secretary

C Fellowes

Registered office

Booths Park
Chelford Road
Knutsford
Cheshire
WA16 8QZ

Auditors

KPMG Audit Plc
St James' Square
Manchester
M2 6DS

Registered number

04037762

Directors' report

The directors present their directors' report and financial statements for the year ended 31 December 2007.

On the 3rd September 2007 the Company's name was changed from AMEC NNC Overseas Limited to AMEC Nuclear Overseas Limited

Principal activities

The company has not traded during the year. Consequently there is neither profit nor loss.

Directors and directors' interests

The directors who held office during the year were as follows:

P D Highton (resigned 9 March 2007)
S Sadler (resigned 31 January 2008)

K Smith was appointed as a director on 21 May 2007.
IG Clarkson was appointed as a director on 1 February 2008.

None of the Directors had any beneficial interest in any of the shares of the company, or in any contract entered into by the company.

Third party indemnity provisions

Certain directors benefited from qualifying third party indemnity provisions in place during the financial year and at the date of this report.

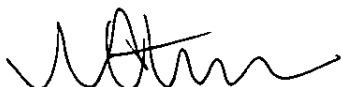
Disclosure of information to auditors

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

Auditors

In accordance with Section 384 of the Companies Act 1985, a resolution for the re-appointment of KPMG Audit plc as auditors of the Company is to be proposed at the forthcoming Annual General Meeting.

By order of the board



C Fellowes
Secretary

Booths Park
Chelford Road
Knutsford
Cheshire
WA16 8QZ

Statement of directors' responsibilities in respect of the Directors' Report and the financial statements

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

Company law requires the directors to prepare accounts for each financial period. 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).

The accounts are required by law to give a true and fair view of the state of affairs of the company and of the profit or loss for that period.

In preparing these accounts, 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 proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that its financial statements comply with the Companies Act 1985. 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

Independent auditor's report to the members of AMEC Nuclear Overseas Limited

We have audited the financial statements of AMEC Nuclear Overseas Limited for the year ended 31 December 2007, which comprise the Profit and Loss account, the Balance Sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. 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 auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities on page 3.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Independent auditor's report to the members of AMEC Nuclear Overseas Limited *(continued)*

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2007 and of its result for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.

KPMG Audit Plc

KPMG Audit Plc
Chartered Accountants
Registered Auditor
St James' Square
Manchester
M2 6DS

16 December 2008

Profit and Loss Account
for the year ended 31 December 2007

The company did not trade during the year ended 31 December 2007 or in the previous year, received no income and incurred no expenditure. Consequently, the company made neither a profit nor a loss.

Balance Sheet
at 31 December 2007

	<i>Note</i>	Year ended 31 December 2007 £	Year ended 31 December 2006 £
Investments			
Shares in group companies	3	2,292,954	2,292,954
Current assets			
Debtors: amounts owed from group undertakings		1	1
Creditors: amounts falling due within one year			
Accruals		(15,000)	(15,000)
Amounts owed to group companies		(104,000)	(104,000)
Net assets		2,173,955	2,173,955
Capital and reserves			
Called up share capital	4	250,000	250,000
Share premium		1,923,955	1,923,955
Equity shareholders' funds		2,173,955	2,173,955

These financial statements were approved by the board of directors on 15/12/08 and were signed on its behalf by:



IG Clarkson
 Director

Notes to the Financial Statements for the year ending 31st December 2007 (forming part of the financial statements)

1 Accounting policies

Basis of preparation

These financial statements are prepared on the going concern basis, under the historical cost convention in accordance with the Companies Act 1985, applicable accounting standards and the accounting policies which are set out below and have been consistently applied.

Under FRS 1 the Company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the Company in its own published consolidated financial statements.

As the Company is a wholly owned subsidiary of AMEC plc, the Company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the group (or investees of the group qualifying as related parties). The consolidated financial statements of AMEC plc, within which this Company is included, can be obtained from AMEC plc, Booths Park, Chelford Road, Knutsford, Cheshire, WA16 8QZ.

2 Directors

The Directors are full time executives of other group companies. They do not receive any remuneration for their services as directors of the company and it is not practicable to allocate their emoluments for other services. There were no persons employed by the company during the year.

3 Fixed asset investments

	Shares in group undertakings £	Loans to group undertakings £	Interest in joint ventures £	Total £
At 31 December 2006	2,016,676	52,000	224,278	2,292,954
Additions	-	-	-	-
Disposals	-	-	-	-
At 31 December 2007	2,016,676	52,000	224,278	2,292,954

	Country of incorporation	Class and percentage of shares held
Company		
NNC Canada Limited	Canada	100% Ordinary
INVESTprojekt	Czech Republic	100% Ordinary
NNC Inc	USA	100% Ordinary
Joint ventures		
Nuclear Consultants International Limited	Jersey	50% Ordinary
Stevenson & Associates SRL	Romania	50.24% Ordinary

Notes (continued)

4 Called up share capital

	Year ended 31 December 2007 £	Year ended 31 December 2006 £
<i>Authorised</i>		
250,000 ordinary shares of £1 each	250,000	250,000
	<hr/>	<hr/>
	250,000	250,000
	<hr/>	<hr/>
<i>Allotted, called up and fully paid</i>		
250,000 ordinary shares of £1 each	250,000	250,000
	<hr/>	<hr/>
	250,000	250,000
	<hr/>	<hr/>

5 Post balance sheet events

On 22 July 2008 AMEC Nuclear Overseas limited (ANOL) acquired 80% of the shares and 100% of the economic value of AllDeco s.r.o. This gave ANOL ownership and control of AllDeco and its subsidiary company, AllDeco CZ a.s.

The purchase consideration is made up as follows:-

- €9.5 million in cash at completion
- A retention payment of €300,000 to cover the Purchase Price Adjustment sum yet to be determined.
- €4.2 million deferred consideration payable over a three year earn-out period subject to the achievement of targets.

6 Ultimate parent undertaking

The ultimate parent undertaking and controlling party at 31 December 2007 was AMEC plc, which is the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of AMEC plc's financial statements can be obtained from AMEC plc, Booths Park, Chelford Road, Knutsford, Cheshire, WA16 8QZ.