Company number: 04164284

Annual Report and Financial Statements

For the year ended

31 December 2015

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Annual Report and Financial Statements for the year ended 31 December 2015

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Company number

04164284

Directors

J G Connelly A Ghafoor A L Milner A L Nelson

Company Secretary and Registered Office

Sherard Secretariat Services Limited The Sherard Building Edmund Halley Road Oxford, OX4 4DQ United Kingdom

Auditor

Deloitte LLP Abbots House Abbey Street Reading Berkshire, RG1 3BD United Kingdom

Strategic Report for the year ended 31 December 2015

The Directors present their Strategic Report for the year ended 31 December 2015.

Principal activities

The Company is principally engaged in the activity of lead bidding party with primary responsibility for all of the Amey Group's Private Finance Initiative and Public Private Partnership (PFI/PPP) activity. There have been no changes in the Company's activities during the year.

Adoption of new accounting standards

Following the introduction of new accounting standards in the UK, the Company has applied Financial Reporting Standard 101 'Reduced Disclosure Framework' (FRS 101) in the preparation of these financial statements. This has resulted in revised presentation within the financial statements. The adoption of FRS 101 has had no impact on the previously reported profit and net assets of the Company.

Review of business and future developments

The income statement for the year is set out on page 6 and shows revenue of £4,000,000 (2014 – £14,803,000) and a profit after tax amounting to £12,000 (2014 – £3,210,000).

During 2015, financial close was reached on the Isle of Wight waste management contract generating the revenue for the year. In 2014 financial close was reached on the North Yorkshire and the City of York councils' waste management contracts. The operating profits reflect the relative size of the fees received and level of bidding costs in the year. The Company will continue to seek new partnership opportunities with the public sector and draw on its links with fellow Ferrovial, S.A. group companies during 2016.

There have been no events since the balance sheet date which materially affect the position of the Company.

Key performance indicators

The Company's principal key performance indicators are revenue and profit before tax which are shown in the income statement for the year set out on page 6.

Principal risks and uncertainties

The Company's risks and other key performance indicators are only reported and managed on a Divisional basis. To gain a further understanding of this business, details of the principal risks and uncertainties and other key performance indicators are contained in the Annual Report and Financial Statements of the intermediate parent undertaking, Amey UK plc ('the Group'), for the year ended 31 December 2015. The Company is a member of the Central Services division of the Group.

On befalf of the Board

A L Nelson Director 29 April 2016

Report of the Directors for the year ended 31 December 2015

The Directors present their Report together with the audited financial statements of the Company for the year ended 31 December 2015.

Dividends

No dividends were paid by the Company during the year (2014 - £nil). The Directors do not recommend the payment of a final dividend.

Directors

The Directors of the Company during the year, and up to the date of this report, were:

J G Connelly A Ghafoor A L Nelson

A L Milner M Ewell (appointed 19 February 2016) (resigned 31 March 2016)

Going Concern

After making enquiries, and based on the assumptions outlined in note 2 to the financial statements, the Directors have concluded that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the financial statements.

Auditor

Deloitte LLP has been appointed as Auditor and has expressed their willingness to continue in office as Auditor. In accordance with s487 of the Companies Act 2006, Deloitte LLP will be re-appointed as Auditor to the Company for the year to 31 December 2016.

All of the current Directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the Company's Auditor for the purposes of the audit and to establish that the Auditor is aware of that information. The Directors are not aware of any relevant audit information of which the Auditor is unaware. This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

On behalf of the Board

A L Nelson Director 29 April 2016

Directors' Responsibilities Statement

The Directors are responsible for preparing the Strategic Report, the Report of the Directors 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 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 then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, including FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- notify the Company's shareholders in writing about the use of disclosure exemptions, if any, of FRS 101 used in the preparation of 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 are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independent Auditor's Report to the members of Amey Ventures Limited

We have audited the financial statements of Amey Ventures Limited for the year ended 31 December 2015 which comprise the Income Statement, the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 15. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom 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, 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

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the Directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Independent Auditor's Report to the members of Amey Ventures Limited (continued)

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and the Report of the Directors 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.

Andrew Hornby (Senior Statutory Auditor)

for and on behalf of/Deloitte LLP
Chartered Accountants and Statutory Auditor

Reading, United Kingdom

Indrew Homby

29 April 2016

Income Statement for the year ended 31 December 2015

			. 2014
		2015	2014
	Note	£'000	£'00 <u>0</u>
Revenue	· 4	4,000	14,803
Cost of sales	•	(2,534)	(9,497)
Gross profit		1,466	5,306
Administrative expenses	•	(1,574)	(1,333)
Operating (loss) profit	5 .	(108)	3,973
Finance income	7 '	100	82_
Net finance income		100	82
(Loss) profit on ordinary activities before income tax		(8)	4,055
Income tax credit (charge) on ordinary activities	8	20_	(845)
Profit for the year		12	3,210

All transactions relate to continuing operations.

The notes on pages 10 to 16 form part of these financial statements.

Statement of Comprehensive Income for the year ended 31 December 2015

	2015 £'000	2014 £'000
Profit for the year	12	3,210
Total comprehensive income for the year	12	3,210

The notes on pages 10 to 16 form part of these financial statements.

Balance Sheet at 31 December 2015

·			·
	Note	2015 £'000	2014 £'000
Fixed assets		•	
Investment in subsidiary undertakings	9 ·		
Total fixed assets		-	-
Current assets			
Trade and other receivables	10	18,871	19,166
Cash and cash equivalents		1,419	4,192
Total current assets		20,290	23,358
Creditors: amounts falling due within one year	11	(3,971)	(7,051)
Net current assets		16,319	16,307
Total assets less current liabilities		16,319	16,307
Net assets	·	16,319	16,307
		•	
Equity		•	•
Share capital	12 .	5,000	5,000
Retained earnings		11,319	11,307
Total shareholders' funds		16,319	16,307

The notes on pages 10 to 16 form part of these financial statements.

The financial statements on pages 6 to 16 were authorised for issue by the Board of Directors on 29 April 2016 and were signed/on its beyalf by:

A L Nelson Director

Statement of Changes in Equity for the year ended 31 December 2015

	Share capital £'000	Retained earnings	Total £'000
Balance at 1 January 2014	5,000	8,097	13,097
Profit and total comprehensive income for the year	· .	3,210	3,210_
Balance at 31 December 2014	5,000	11,307	16,307
Profit and total comprehensive income for the year		12	12
Balance at 31 December 2015	5,000	11,319	16,319

The notes on pages 10 to 16 form part of these financial statements.

1 General information

The principal activity of Amey Ventures Limited (the Company) is the provision of lead bidding party with primary responsibility for all of the Amey Group's Private Finance Initiative and Public Private Partnership (PFI/PPP) activity and operates principally within the UK. The Company is a private company and is incorporated and domiciled in the UK. The address of the registered office is The Sherard Building, Edmund Halley Road, Oxford, OX4 4DQ, United Kingdom.

2 Basis of consolidation, preparation and going concern

New and amended standards adopted by the Company

The Company has adopted FRS 101 for the financial year beginning 1 January 2015. The adoption of FRS 101 has had no impact on the previously reported profit and net assets of the Company. Comparative information has been restated accordingly to reflect the presentation requirements of FRS 101.

Basis of consolidation

The Company is exempt from preparing consolidated financial statements under section 400 of the Companies Act 2006 on the grounds that it is itself a wholly owned subsidiary undertaking of a company registered in England and Wales. These financial statements therefore, present information about the individual undertaking and not about its group. These financial statements are separate financial statements.

Basis of preparation

The financial statements of the Company have been prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' (FRS 101), the historical cost convention and in accordance with the Companies Act 2006.

The following exemptions from the requirements of International Financial Reporting Standards (IFRS) and International Accounting Standards (IAS) have been applied in the preparation of these financial statements, in accordance with FRS 101:

- IFRS 7, 'Financial instruments: disclosures'
- Paragraphs 91 to 99 of IFRS 13, 'Fair value measurement': disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities
- Paragraph 38 of IAS 1, 'Presentation of financial statements': comparative information requirements 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': reconciliations between the carrying amount at the beginning and end of the period
- The following paragraphs of IAS 1:
 - 10(d): statement of cash flows
 - 10(f): a statement of financial position as at the beginning of the preceding period when an entity applies an accounting policy retrospectively or makes a retrospective restatement of items in its financial statements, or when it reclassifies items in its financial statements
 - 16: statement of compliance with all IFRS
 - 38A: requirement for minimum of two primary statements, including cash flow statements
 - 38B-D: additional comparative information
 - 40A-D: requirements for a third statement of financial position
 - 111: cash flow information
 - 134-136: capital management disclosures
- IAS 7. 'Statement of cash flows'
- Paragraph 30 and 31 of IAS 8, 'Accounting policies, changes in accounting estimates and errors': requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective
- Paragraph 17 of IAS 24, 'Related party disclosures': key management compensation
- The requirements of IAS 24: disclosure of related party transactions entered into between two or more members of a group.

2 Basis of consolidation, preparation and going concern (continued)

Going concern

The Company is a subsidiary of Amey UK plc (the Group) and its financial resources are managed on a group basis. In 2015, the Group generated strong cash flows and maintained a high degree of liquidity. Group cash balances at 31 December 2015 available were £3 million and, in addition, the Group held £160 million of undrawn bank loan facilities at that date, which expire in July 2019.

The Directors have prepared forecasts for the purpose of their going concern review which show that the Group operates comfortably within its available cash balances and credit facilities. The Directors have also considered reasonably possible sensitivities in the forecasts which principally reflect the impact of continued economic uncertainty and unforeseen adverse working capital movements. The Directors have also considered various mitigating actions available to the Group including reducing discretionary spend and further active management of working capital.

In drawing their conclusions on going concern, the Directors have reviewed the forecasts, sensitivities and mitigating actions noted above. They have considered the impact of being part of the wider Ferrovial Group of which the Group is a member. As a result of their considerations, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future, being 12 months from the date of signing these financial statements. The Directors therefore continue to adopt the going concern basis in preparing these financial statements.

3 Accounting policies

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.

Revenue recognition

Revenue is the total amount receivable by the Company for work done during the year, excluding VAT and trade discounts.

Investment in subsidiary undertakings

Investments by the Company in the shares of subsidiary undertakings are stated at cost less accumulated impairment losses.

Financial assets - classification

The Company classifies its financial assets in the following categories: at fair value through profit or loss (held for trading), and loans and receivables. The classification depends on the purpose for which the financial assets were acquired and is determined at point of initial recognition.

Derivatives are categorised as held for trading unless they are designated as hedges. Where held as hedges, the change in fair value is reflected through other comprehensive income and not through profit and loss.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except where the maturity is greater than twelve months when they are included in non-current assets, and comprise receivables and cash.

Financial assets - recognition and measurement

Financial assets held at fair value through profit and loss are initially recognised at fair value. Subsequent changes in fair value are presented in the income statement within interest income or expense in the period in which they arise, unless designated as part of a hedge. Loans and receivables are carried at amortised cost. Financial assets are de-recognised when the rights to receive cash flows have expired.

Notes forming part of the financial statements for the year ended 31 December 2015 (continued)

3. Accounting policies (continued)

Financial liabilities

The Company classifies its financial liabilities as other financial liabilities measured at amortised cost using the Effective Interest Rate (EIR) method. Bank borrowings are recognised at the amount advanced net of any directly attributable transaction costs. Finance costs calculated in accordance with this policy are recognised in finance costs in the income statement.

Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the income statement, unless it relates to items recognised in other comprehensive income (where it is then accordingly recognised).

The current tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date.

Deferred tax balances are recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. It is measured using tax rates that have been enacted or substantively enacted at the time when the temporary difference reverses. Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Trade and other receivables

Trade and other receivables are amounts due from customers for services performed in the ordinary course of business. They are initially recognised at fair value and subsequently measured at amortised cost, less provision for impairment. They are classed as non-current assets if collection is expected after more than twelve months.

Cash and cash equivalents

Cash and cash equivalents include cash in hand and deposits with banks. Bank overdrafts are shown within borrowings in current liabilities.

Creditors

Obligations to pay for goods and services are recognised initially at fair value and subsequently measured at amortised cost.

4 Revenue

Revenue is wholly attributable to the principal activity of provision of lead bidding party with primary responsibility for all of the Amey Group's Private Finance Initiative and Public Private Partnership (PFI/PPP) activity.

5 Operating (loss) profit

The auditor's remuneration is borne by Amey Group Services Limited, a fellow subsidiary undertaking of the Company, and is not recharged.

Notes forming part of the financial statements for the year ended 31 December 2015 (continued)

6 Employee costs (including Directors)

The Company had no direct employees in either 2015 or 2014. The costs of employees of Amey Services Limited are recharged to this Company in direct support of its trade.

No Directors were remunerated through the Company in either 2015 or 2014.

Remuneration of Directors paid by Amey Services Limited in respect of their services to the Company was as follows:

	2015 £'000	2014 £'000
Emoluments	293	366
Contributions to money purchase pension schemes	57	55
Remuneration in respect of the highest paid Director was as follows:	2015 £'000	2014 £'000
Emoluments Contributions to money purchase pension schemes	167 30	213

In respect of the Directors included above, two Directors (2014 – two) participated in a money purchase pension scheme.

Details of the remuneration of the other Directors, whose services are of a non-executive nature and who are also directors of the Company's intermediate parent undertaking, Amey UK plc or of its fellow group undertaking, Amey OW Limited, are disclosed in those companies' financial statements. Their remuneration is deemed to be wholly attributable to their services to that company.

7 Interest income

	2015 £'000	2014 <u>£'000</u>
Finance income:		
Interest receivable from group undertakings	100_	<u> </u>
Total interest income on financial assets not measured at fair value	100_	82
Net finance income	100	82

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Notes forming part of the financial statements for the year ended 31 December 2015 (continued)

Income tax	•	
Tax (credit) charge included in the income statement:	,	
	2015 £'000	2014 £!000
Current tax:		
UK Corporation tax at 20.25% (2014 – 21.5%)	÷	
- on the (loss) profit for the year	8 .	911
- adjustments in respect of prior periods	(28)	(66)
Total current tax (credit) charge	(20)	845
Total tax (credit) charge on (loss) profit on ordinary activities	(20)_	845
explained below:	2015 £'000	2014 £'000
(Loss) profit on ordinary activities before tax	(8)	4,055
(Loss) profit multiplied by standard rate of corporation tax in the UK of 20. (2014 – 21.5%)	25% (2)	872
Effects of:		
Expenses not deductible for tax purposes	13	42
Adjustment in respect of prior periods – current	(28)	(66)
Adjustment in respect of prior periods – deferred	(3)	(3)
Total tax (credit) charge for the year	(20)	845

The estimated value of the potential deferred tax assets not recognised of £26,000 (2014 – £29,000) arose in respect of deferred capital allowances of £13,000 (2014 – £16,000) and other timing differences of £13,000 (2014 – £13,000).

The UK Finance Act (No.2) 2015, enacted on 26 October 2015, included provision for the main rate of corporation tax to reduce from 20% to 19% from 1 April 2017 and to 18% from 1 April 2020. This will reduce the Company's future tax charge accordingly.

Notes forming part of the financial statements for the year ended 31 December 2015 (continued)

9 Investments in subsidiary undertakings

At 31 December 2015, the Company held the Ordinary share capital of the following subsidiary undertaking which is not publicly traded.

	Undertaking	Country of incorporation and operation	Proportion of total share capital held	Nature of business	
	JNP Ventures Limited	England and Wales	100%	Holding company	1
10	Trade and other receivables			2015 £'000	2014 £'000
	Amounts falling due within one year:		_		
	Trade receivables			-	193
	Amounts owed by group undertakings			18,482	18,418
	Amounts owed by joint venture undertakings			346	397
	Other debtors			- ,	158
	Prepayments and accrued income			43	
	Total trade and other receivables			18.871	19.166

Amounts owed by group undertakings are unsecured and are repayable on demand. There is no difference between the book value and fair value of amounts owed by group undertakings.

11 Creditors: amounts falling due within one year

	2015	2014
•	£'000	£'000
	•	
Creditors	134	571
Amounts owed to group undertakings	1,788	1,979
Other taxes and social security	583	1,915
Other creditors	123	180
Accruals and deferred income	1,343_	2,406
Total creditors: amounts falling due within one year	3,971	7,051

Amounts due to fellow group undertakings are unsecured and are repayable on demand. There is no difference between the book value and fair value of amounts owed to group undertakings.

Notes forming part of the financial statements for the year ended 31 December 2015 (continued)

12 Share capital

Ordinary shares of £1 each	Number	£!000
Authorised at 31 December 2014 and at 31 December 2015	5,000,001	5,000
Issued at 31 December 2014 and at 31 December 2015	5,000,001	5,000

13 Financial and capital commitments

At 31 December 2015, the Company had the following future minimum lease payments under non-cancellable operating leases for each of the following periods:

	Land and buildings 2015	Land and buildings 2014 £'000
Not later than one year	28	29
Total lease commitments	28	29

The Company had no capital commitments at 31 December 2015 or at 31 December 2014.

14 Contingent liabilities

The Company has guaranteed certain performance bonds and borrowings of certain group undertakings.

Losses, for which no provision has been made in these financial statements, which might arise from litigation in the normal course of business are not expected to be material in the context of these financial statements.

There were no other contingent liabilities at 31 December 2015 or at 31 December 2014.

15 Controlling parties

The immediate parent undertaking is Amey plc.

The ultimate parent undertaking and the largest group to consolidate these financial statements is Ferrovial, S.A., a company incorporated in Spain. Copies of the Ferrovial, S.A. consolidated financial statements can be obtained from:

Ferrovial, S.A. Principe de Vergara, 135 28002 Madrid Spain

or from the Ferrovial, S.A. website: www.ferrovial.com

Amey UK plc is the ultimate holding company in the UK and the parent of the smallest group to consolidate these financial statements. Copies of the Amey UK plc consolidated financial statements can be obtained from:

The Company Secretary Amey UK plc The Sherard Building Edmund Halley Road Oxford, OX4 4DQ United Kingdom