Strategic Report, Directors' Report and

Audited Financial Statements for the Year Ended 31 March 2016

for

**Coventry Urban Regeneration Limited** 

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## Coventry Urban Regeneration Limited

# Company Information for the Year Ended 31 March 2016

**DIRECTORS:** 

A S McIntyre C Richards

**SECRETARY:** 

R E Turner

**REGISTERED OFFICE:** 

Bridge Place Anchor Boulevard

Admirals Park, Crossways

Dartford Kent DA2 6SN

**REGISTERED NUMBER:** 

06371949 (England and Wales)

**INDEPENDENT AUDITORS:** 

PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors

1 Embankment Place

London WC2N 6RH

# Strategic Report for the Year Ended 31 March 2016

The directors present their Strategic Report of Coventry Urban Regeneration Limited ("Company") for the year ended 31 March 2016.

#### **BUSINESS REVIEW AND FUTURE DEVELOPMENTS**

The Company is a wholly owned subsidiary of Explore Investments Limited and a member of the Laing O'Rourke Corporation Limited Group ("Group"). A summary of the results is shown in the Directors' Report on page 3. The directors are satisfied with the financial result for the year and expect the business to continue to trade profitably in the future.

The directors of Laing O'Rourke Corporation Limited manage financial risk for the Group as a whole rather than as individual entities. For this reason, the Company's directors believe that analysis of the Company's risks should be viewed in the context of the Group. The principal risks and uncertainties of Laing O'Rourke Corporation Limited, which include those of the Company, are discussed in the Group's financial statements which are available publicly. (These can be obtained from the Department of Registrar of Companies in Cyprus upon payment of the appropriate fee), however, does not form part of this report.

The directors of Laing O'Rourke Corporation Limited manage the Group's operations on a divisional basis. For this reason, the Company's directors believe that analysis using key performance indicators should be viewed in the context of the Group. The development, performance and position of the Europe hub of Laing O'Rourke Corporation Limited, which include those of the Company, are discussed in the Group's financial statements which are available publicly. (These can be obtained from the Department of Registrar of Companies in Cyprus upon payment of the appropriate fee), however, does not form part of this report.

#### ON BEHALF OF THE BOARD:

C Richards - Director

Date: 22/12/16

# Directors' Report for the Year Ended 31 March 2016

The directors present their Directors' Report together with the audited financial statements of Coventry Urban Regeneration Limited ("Company") for the year ended 31 March 2016.

#### PRINCIPAL ACTIVITIES

The principal activities of the Company in the year under review were those of development management.

Information in respect of the Business Review and Principal Risks and Uncertainties are not shown in the Directors' Report because they are presented in the Strategic Report in accordance with s414c(ii) of the Companies Act 2006.

#### RESULTS

The results for the financial year are set out in the income statement on page 8.

Revenue for the year was £119,000 (2015: £118,000). The profit on ordinary activities before taxation was £71,000 (2015: £79,000) and the profit for the financial year was £67,000 (2015: £103,000). Total capital and reserves of the Company at 31 March 2016 were £212,000 (2015: £145,000).

#### **GOING CONCERN**

The financial statements have been prepared on the going concern basis which assumes that the Company will continue in operational existence for the foreseeable future. The Company is a member of the group of companies whose ultimate parent is Laing O'Rourke Corporation Limited. The directors have assessed whether the going concern basis of preparation is appropriate by reference to the position of the entire Laing O'Rourke Group, as the Company is reliant on financial support from this group of companies.

The directors of Laing O'Rourke Corporation Limited have carefully considered those factors likely to affect the Group's future development, performance and financial position in relation to the ability of the Group to operate within its current and foreseeable resources, financial and operational. Specifically it has assessed the impact of challenging trading and financial difficulties experienced by its UK business during the year, in particular in respect to certain problem contracts, which culminated with the Group refinancing its UK businesses on 14 April 2016. Prior to concluding the refinancing, the Group secured a covenant waiver and standstill agreement from all its financial stakeholders, which ensured the Group remained compliant with the terms of its bank facilities. As part of the refinancing on 14 April 2016 a number of new bank covenants were established, including covenants relating to liquidity, tangible net worth and the requirement that the estimated final margin on a specific project is not below a certain amount. In December 2016 the specific margin covenant was adjusted to reflect changes in the expected end of contract forecast. If certain of these covenants are breached this will constitute an event of default on the Group's borrowing facilities. The directors of the Group have reviewed these covenants and are confident that they will be complied with.

After a detailed review of the Group's business plans, including contract performance, the directors believe the UK refinancing and other finance provides adequate headroom for the Group for the foreseeable future and that the business risks are manageable within the limits sets out in the Group's core business and financing plans.

Laing O'Rourke Plc has provided a letter of support to the Company. Accordingly, the Directors of Coventry Urban Regeneration Limited have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future, and conclude that it is appropriate for these financial statements to be prepared on a going concern basis.

#### DIVIDENDS

No dividends were declared or paid during the year (2015: £nil). The directors do not recommend the payment of a final dividend (2015: £nil).

### EVENTS SINCE THE END OF THE YEAR

Information relating to events since the end of the year is given in the notes to the financial statements, note 14.

#### Directors' Report for the Year Ended 31 March 2016

#### **DIRECTORS**

There are no directors who have held office during the whole of the period from 1 April 2015 to the date of this report. Changes in directors holding office are as follows:

S Hockaday - resigned 24 February 2016 A S McIntyre - appointed 30 March 2016 C Richards - appointed 24 February 2016 C M Tuckett - resigned 1 July 2016

### **DIRECTORS' INDEMNITIES**

As permitted by the Articles of Association, the directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force. The Company also purchased and maintained throughout the financial year directors' and officers' liability insurance in respect of itself and its directors.

#### **EMPLOYMENT POLICY**

The Group continues to provide employees with relevant information and to seek their views on matters of common concern through their representatives and through line managers. Priority is given to ensuring that employees are aware of significant matters affecting the Company's trading position and of any significant organisational changes. The Group treats each application for employment, training and promotion on merit. Full and fair consideration is given to both disabled and able-bodied applicants and employees. If existing employees become disabled, every effort is made to find them appropriate work and training is provided if necessary.

### **HEALTH, SAFETY AND WELFARE**

The Group is committed to ensuring the health, safety and welfare of all employees at work. All reasonable measures have been taken to achieve this policy. Arrangements have been made to protect other persons against risk to health and safety arising from the activities of the Group's employees when at work.

# Directors' Report for the Year Ended 31 March 2016

### **DIRECTORS' RESPONSIBILITIES STATEMENT**

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 the directors have prepared 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 UK 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 preparations 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.

The directors are responsible for the maintenance and integrity of the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

### STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the Company's auditors are unaware, and each director has taken all the steps that ought to have been taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

### **AUDITORS**

In accordance with section 487(2) of the Companies Act 2006, the independent auditors, PricewaterhouseCoopers LLP, are deemed to be re-appointed.

ON BEHALF OF THE BOARD:

C Richards - Director

Date: 22/12/16

# Independent Auditors' Report to the Members of Coventry Urban Regeneration Limited

#### REPORT ON THE FINANCIAL STATEMENTS

#### Our opinion

In our opinion, Coventry Urban Regeneration Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the Company's affairs as at 31 March 2016 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.

#### What we have audited

The financial statements, included within the Strategic Report, Directors' Report and Audited Financial Statements ("the Annual Report"), comprise:

- the Statement of Financial Position as at 31 March 2016;
- the Income Statement for the year then ended,
- the Statement of Other Comprehensive Income for the year then ended;
- the Statement of Changes in Equity for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

#### OPINION ON OTHER MATTERS PRESCRIBED BY THE COMPANIES ACT 2006

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

### OTHER MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

### Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit;
- adequate accounting records have not been kept by the Company, 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.

We have no exceptions to report arising from this responsibility.

#### Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions arising from this responsibility.

# RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS AND THE AUDIT

### Our responsibilities and those of the directors

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) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the parent company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

# Independent Auditors' Report to the Members of Coventry Urban Regeneration Limited

#### What an audit of financial statements involves

We conducted our audit in accordance with ISAs (UK & Ireland). 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.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

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.

Mark Gill (Senior Statutory Auditor)

For and on behalf of PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors

Miller

London

Date: 22 December 2016

# Income Statement for the Year Ended 31 March 2016

|   | Notes | 2016<br>£'000 | 2015<br>£'000 |
|---|-------|---------------|---------------|
| REVENUE                                       |       | 119           | 118           |
| Cost of sales                                 |       | (48)          | (40)          |
| GROSS PROFIT                                  |       | 71            | 78            |
| OPERATING PROFIT                              |       | 71            | 78            |
| Interest income                               | 3     | <del>-</del>  | 1             |
| PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION | 4     | 71            | 79            |
| Tax on profit on ordinary activities          | 5     | (4)           | 24            |
| PROFIT FOR THE FINANCIAL YEAR                 | 1     | 67            | <u>103</u>    |

# Statement of Other Comprehensive Income for the Year Ended 31 March 2016

| Notes                                   | 2016<br>£'000 | 2015<br>£'000 |
|---|---------------|---------------|
| PROFIT FOR THE YEAR                     | 67            | 103           |
| OTHER COMPREHENSIVE INCOME              | <del></del>   |               |
| TOTAL COMPREHENSIVE INCOME FOR THE YEAR | <u>67</u>     | 103           |

# Statement of Financial Position 31 March 2016

|                                     |       | 2016       | 2015    |
|-------------------------------------|-------|------------|---------|
| ·                                   | Notes | £'000      | £'000   |
| CURRENT ASSETS                      |       |            | 2000    |
| Inventories                         | 6     | 1,230      | 1,230   |
| Trade and other receivables         | 7     | 24         | 40      |
| Cash at bank                        | ,     | 114        | 152     |
| Cubit at Culin                      |       | · <u> </u> |         |
|                                     |       | 1,368      | 1,422   |
| CREDITORS                           |       | 1,500      | 1,722   |
| Amounts falling due within one year | 8     | (1,156)    | (1,277) |
| ranounts faming due within one year | 0     | (1,150)    | (1,277) |
| NET CURRENT ASSETS                  | •     | 212        | 145     |
|                                     |       |            |         |
| TOTAL ASSETS LESS CURRENT           |       |            |         |
| LIABILITIES.                        |       | 212        | 145     |
| EMBIELLES                           |       |            |         |
|                                     |       |            |         |
| CAPITAL AND RESERVES                |       |            |         |
| Called up share capital             | 10    |            |         |
| Retained earnings                   | 11    | 212        | 145     |
| Retained earnings                   | 11    |            |         |
| SHAREHOLDERS' FUNDS                 |       | 212        | 145     |
| SHAREHOLDERS FUNDS                  |       |            | 145     |

C Richards - Director

# Statement of Changes in Equity for the Year Ended 31 March 2016

|  | Called up<br>share<br>capital<br>£'000 | Retained earnings £'000 | Total<br>shareholders'<br>equity<br>£'000 |
|--|--|-------------------------|---|
| Balance at 1 April 2014  | -                                      | 42                      | . 42                                      |
| Changes in equity Profit for the financial year and total comprehensive income | <del>_</del>                           | 103                     | 103                                       |
| Balance at 31 March 2015   | <u> </u>                               | 145                     | 145                                       |
| Changes in equity Profit for the financial year and total comprehensive income | <u></u> .                              | 67                      | 67  |
| Balance at 31 March 2016   | <u> </u>                               | 212                     | 212                                       |

# Notes to the Financial Statements for the Year Ended 31 March 2016

#### 1. ACCOUNTING POLICIES

#### Basis of preparation

These financial statements of Coventry Urban Regeneration Limited have been prepared in accordance with Financial Reporting Standard 101 "Reduced Disclosure Framework" and the Companies Act 2006. The financial statements have been prepared on a going concern basis under the historical cost convention.

The company transitioned from previously extant UK GAAP to FRS 101 as at 1 April 2014. An explanation of how transition to FRS 101 has affected the reported financial position and financial performance is given in note 16, however there is no impact.

The financial statements are presented in Sterling (£) which is the functional currency for the Company.

### **Going Concern**

The financial statements have been prepared on the going concern basis which assumes that the Company will continue in operational existence for the foreseeable future. The Company is a member of the group of companies whose ultimate parent is Laing O'Rourke Corporation Limited. The directors have assessed whether the going concern basis of preparation is appropriate by reference to the position of the entire Laing O'Rourke Group, as the Company is reliant on financial support from this group of companies.

The directors of Laing O'Rourke Corporation Limited have carefully considered those factors likely to affect the Group's future development, performance and financial position in relation to the ability of the Group to operate within its current and foreseeable resources, financial and operational. Specifically it has assessed the impact of challenging trading and financial difficulties experienced by its UK business during the year, in particular in respect to certain problem contracts, which culminated with the Group refinancing its UK businesses on 14 April 2016. Prior to concluding the refinancing, the Group secured a covenant waiver and standstill agreement from all its financial stakeholders, which ensured the Group remained compliant with the terms of its bank facilities. As part of the refinancing on 14 April 2016 a number of new bank covenants were established, including covenants relating to liquidity, tangible net worth and the requirement that the estimated final margin on a specific project is not below a certain amount. In December 2016 the specific margin covenant was adjusted to reflect changes in the expected end of contract forecast. If certain of these covenants are breached this will constitute an event of default on the Group's borrowing facilities. The directors of the Group have reviewed these covenants and are confident that they will be complied with.

After a detailed review of the Group's business plans, including contract performance, the directors believe the UK refinancing and other finance provides adequate headroom for the Group for the foreseeable future and that the business risks are manageable within the limits sets out in the Group's core business and financing plans.

Laing O'Rourke Plc has provided a letter of support to the Company. Accordingly, the Directors of Coventry Urban Regeneration Limited have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future, and conclude that it is appropriate for these financial statements to be prepared on a going concern basis.

# Notes to the Financial Statements - continued for the Year Ended 31 March 2016

#### 1. ACCOUNTING POLICIES - continued

#### **Basis of consolidation**

The results of the Company have been incorporated into the consolidated financial statements of Laing O'Rourke Corporation Limited, which are publicly available.

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 101 "Reduced Disclosure Framework":

- the requirements of paragraphs 62, B64(d), B64(e), B64(g), B64(h), B64(j) to B64(m), B64(n)(ii), B64(o)(ii), B64(p), B64(q)(ii), B66 and B67 of IFRS 3 Business Combinations;
- the requirements of IFRS 7 Financial Instruments: Disclosures;
- the requirements of paragraphs 91 to 99 of IFRS 13 Fair Value Measurement;
- the requirement in paragraph 38 of IAS 1 Presentation of Financial Statements to present comparative information in respect of:
  - paragraph 79(a)(iv) of IAS 1;
- the requirements of paragraphs 10(d), 10)(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D and 111 of IAS 1 Presentation of Financial Statements;
- the requirements of paragraphs 134 to 136 of IAS 1 Presentation of Financial Statements;
- the requirements of IAS 7 Statement of Cash Flows;
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors:
- the requirements of paragraphs 17 and 18A of IAS 24 Related Party Disclosures;
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group;
- the requirements of paragraphs 134(d) to 134(f) and 135(c) to 135(e) of IAS 36 Impairments of Assets.

#### Judgements and key sources of estimation uncertainty

The preparation of financial statements requires management to make judgements, estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on a continuing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

#### Inventories

Inventories are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

# Notes to the Financial Statements - continued for the Year Ended 31 March 2016

#### 1. ACCOUNTING POLICIES - continued

#### Current and deferred tax

Current taxes are based on the results shown in the financial statements and are calculated according to local tax rules, using tax rates enacted or substantially enacted by the statement of financial position date.

Deferred tax is recognised in respect of all temporary differences that have originated but not reversed at the statement of financial position date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the statement of financial position date.

A deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying temporary differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the temporary differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the statement of financial position date. Deferred tax is measured on an undiscounted basis.

#### Trade and other receivables

Debtors are initially recorded at fair value and subsequently measured at amortised cost as reduced by appropriate allowances for estimated irrecoverable amounts.

#### Creditors

Creditors are initially recorded at fair value and subsequently measured at amortised cost using the effective interest method.

#### Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. In the statement of financial position, bank overdrafts are shown within borrowings in current liabilities.

### Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

#### Revenue

Revenue is measured at the fair value of the consideration received or receivable, net of value-added tax, for goods and services supplied to customers. It includes the Company's share of revenue from work carried out under jointly controlled operations. Revenue from the sale of goods is recognised when the Company has transferred significant risks and rewards of ownership of the goods to the buyer, the revenue can be measured reliably and it is probable that the economic benefits associated with the transaction will flow to the Company.

#### Interest income

Interest income is recognised using the effective interest method. When a loan and receivable is impaired, the company reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loan and receivables is recognised using the original effective interest rate.

# Notes to the Financial Statements - continued for the Year Ended 31 March 2016

# 1. ACCOUNTING POLICIES - continued Foreign currencies

### Transactions and balances

Foreign currency transactions are translated into pounds sterling using the exchange rates prevailing at the date of the transaction. Foreign currency denominated monetary assets and liabilities are re-translated at the exchange rates ruling at the statement of financial position date. Exchange differences arising from foreign currency transactions are reflected in the income statement. Private housing sales are recognised on legal completion.

#### 2. EMPLOYEES AND DIRECTORS

The Company has no employees (2015: none). All of the directors and staff working on the Company's activities are employed by another subsidiary undertaking of Laing O'Rourke Corporation Limited, Laing O'Rourke Services Limited. Costs for staff and directors are incurred on the basis of time spent on the Company's activities and these costs are included in cost of sales or administrative expenses as appropriate. The directors received no remuneration in respect of services to the Company (2015: £nil).

### 3. INTEREST INCOME

| •             | £'000       | £'000       |
|---------------|-------------|-------------|
| Bank interest | -           | 1           |
|               | <del></del> | <del></del> |

#### 4. PROFIT BEFORE TAXATION

The audit fee and other administrative expenses of the Company were borne by another Group company, Laing O'Rourke Services Limited.

# Notes to the Financial Statements - continued for the Year Ended 31 March 2016

| Current tax UK corporation and reversal of temporary differences UK  |   |                 |          |
|--|---|-----------------|----------|
| Current tax UK corporation tax UK corporation tax Adjustments in respect of prior years  Total current tax  UEferred tax Net origination and reversal of temporary differences Adjustments in respect of prior years Impact of change in tax rate Adjustments in respect of prior years Impact of change in tax rate Adjustments in respect of prior years Impact of change in tax rate Adjustments in respect of prior years Adjustments in respect of prior year is lower than (2015: lower than) the standard rate of corporation tax in the UE (20% (2015: 21%)).  Profit on ordinary activities before taxation Adjustments in respect of prior years Adjus | TAXATION  |                 |          |
| Current tax UK corporation tax (14) Adjustments in respect of prior years ————————————————————————————————————   |   | 2016            | 20       |
| UK corporation tax Adjustments in respect of prior years  Total current tax  (14)  Deferred tax Net origination and reversal of temporary differences Adjustments in respect of prior years Impact of change in tax rate Adjustments in respect of prior years ITotal deferred tax charge/(credit)  Tax charge/(credit) on profit on ordinary activities  4  The tax assessed for the year is lower than (2015: lower than) the standard rate of corporation tax in the U20% (2015: 21%).  Profit on ordinary activities before taxation  71  Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2015: 21%)  24  Effects of: adjustments in respect of prior years 25  utilisation of previously unrecognised losses (14)  impact of change in future tax rates 2  |   | £'000           | £'0      |
| Adjustments in respect of prior years  Total current tax  (14)  Deferred tax  Net origination and reversal of temporary differences Adjustments in respect of prior years Impact of change in tax rate Adjustments in respect of prior years Interpret tax charge/(credit)  Total deferred tax charge/(credit)  Tax charge/(credit) on profit on ordinary activities  4  The tax assessed for the year is lower than (2015: lower than) the standard rate of corporation tax in the U20% (2015: 21%).  Profit on ordinary activities before taxation  71  Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2015: 21%)  Effects of: adjustments in respect of prior years - utilisation of previously unrecognised losses - impact of change in future tax rates - 2  | Current tax   |                 |          |
| Deferred tax  Net origination and reversal of temporary differences Adjustments in respect of prior years Impact of change in tax rate Adjustments in respect of prior years Interest and provided the provided that the provided th |   | (14)            |          |
| Deferred tax  Net origination and reversal of temporary differences Adjustments in respect of prior years Impact of change in tax rate Adjustments in respect of prior years Interest  | Adjustments in respect of prior years   | <del></del>     |          |
| Net origination and reversal of temporary differences  Adjustments in respect of prior years Impact of change in tax rate  Adjustments in respect of prior years Impact of change in tax rate  Adjustments in respect of prior years  It also adjustments in respect of prior years  It also adjustments in respect of prior years  It also adjustments in respect of prior years  Adjustments in respect of prior years  It also adjustments in respect of prior years  It also adjustments in respect of prior years  Adjustments in tax rate in tax rates  | Total current tax   | (14)            |          |
| Adjustments in respect of prior years Impact of change in tax rate Adjustments in respect of prior years 2 Adjustments in respect of prior years 2 Total deferred tax charge/(credit) 18  Tax charge/(credit) on profit on ordinary activities 4 The tax assessed for the year is lower than (2015: lower than) the standard rate of corporation tax in the U20% (2015: 21%).  Profit on ordinary activities before taxation 71  Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2015: 21%) 2 Effects of: Adjustments in respect of prior years 2 Adjustments in respect of prior years 2 Adjustments in respect of prior years 3 Adjustments in respect of prior years 4 Adjustments in respect of prior years 3 Adjustments in respect of prior years 4 Adjustments in respect of prior years 5 Adjustments in respect of prior years 6 Adjustments in respect of prior years 7 Adjustments in respect of prior years 8 Adjustments in respect of prior years 9 Adjustments in respect of pri | Deferred tax  |                 |          |
| Impact of change in tax rate  Adjustments in respect of prior years  Total deferred tax charge/(credit)  Tax charge/(credit) on profit on ordinary activities  The tax assessed for the year is lower than (2015: lower than) the standard rate of corporation tax in the U20% (2015: 21%).  Profit on ordinary activities before taxation  Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2015: 21%)  Effects of:  adjustments in respect of prior years  adjustments in respect of prior years  utilisation of previously unrecognised losses  impact of change in future tax rates  2  18  2  18  4  4  18  18  18  18  18  18  18  |   | 14              |          |
| Adjustments in respect of prior years 2  Total deferred tax charge/(credit) 18  Tax charge/(credit) on profit on ordinary activities 4  The tax assessed for the year is lower than (2015: lower than) the standard rate of corporation tax in the U20% (2015: 21%).  Profit on ordinary activities before taxation 71  Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2015: 21%) 14  Effects of: - adjustments in respect of prior years 2 - utilisation of previously unrecognised losses (14) - impact of change in future tax rates 2  |   | -               | (        |
| Total deferred tax charge/(credit)  Tax charge/(credit) on profit on ordinary activities  4  The tax assessed for the year is lower than (2015: lower than) the standard rate of corporation tax in the U20% (2015: 21%).  Profit on ordinary activities before taxation  71  Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2015: 21%)  Effects of: - adjustments in respect of prior years - utilisation of previously unrecognised losses - impact of change in future tax rates  2   |   |                 |          |
| Tax charge/(credit) on profit on ordinary activities 4  The tax assessed for the year is lower than (2015: lower than) the standard rate of corporation tax in the U20% (2015: 21%).  Profit on ordinary activities before taxation 71  Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2015: 21%) 14  Effects of:  - adjustments in respect of prior years 2  - utilisation of previously unrecognised losses (14) - impact of change in future tax rates 2  | Adjustments in respect of prior years   | 2               | -        |
| The tax assessed for the year is lower than (2015: lower than) the standard rate of corporation tax in the U20% (2015: 21%).  Profit on ordinary activities before taxation  Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2015: 21%)  Effects of: - adjustments in respect of prior years - utilisation of previously unrecognised losses - impact of change in future tax rates  2  | Total deferred tax charge/(credit)  | 18              | (        |
| Profit on ordinary activities before taxation 71  Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2015: 21%) 14  Effects of: - adjustments in respect of prior years 2 - utilisation of previously unrecognised losses (14) - impact of change in future tax rates 2  | Tax charge/(credit) on profit on ordinary activities  | 4               | (        |
| Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2015: 21%)  Effects of: - adjustments in respect of prior years - utilisation of previously unrecognised losses - impact of change in future tax rates  2   | The tax assessed for the year is lower than (2015: lower than) the standard rate of cor 20% (2015: 21%).  | rporation tax i | n the UI |
| 20% (2015: 21%)  Effects of: - adjustments in respect of prior years - utilisation of previously unrecognised losses - impact of change in future tax rates  14  2  ———————————————————————————————  | Profit on ordinary activities before taxation   | <u>71</u>       |          |
| - adjustments in respect of prior years 2 - utilisation of previously unrecognised losses (14) - impact of change in future tax rates 2  | Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2015: 21%) | 14              |          |
| - utilisation of previously unrecognised losses (14) - impact of change in future tax rates  | Effects of:   |                 |          |
| - utilisation of previously unrecognised losses (14) - impact of change in future tax rates  | - adjustments in respect of prior years   | 2               | (        |
|  | - utilisation of previously unrecognised losses   | (14)            | `        |
| Total tay charge/(credit)  | - impact of change in future tax rates  | 2               |          |
|  | Total tax charge/(credit)   | 4               | (        |

### Factors that may affect future tax charges

5.

The tax rate for the current year is lower than the prior year due to changes in the UK corporation tax rate which decreased from 21% to 20% from 1 April 2015.

Changes to the UK corporation tax rates were substantively enacted as part of Finance Bill 2015 on 26 October 2015. These include reductions to the main rate to reduce the rate to 19% from 1 April 2017 and to 18% from 1 April 2020. Deferred taxes at the balance sheet date have been measured using these enacted tax rates and reflected in these financial statements.

# Notes to the Financial Statements - continued for the Year Ended 31 March 2016

| Inventories   2016   2015   2000      | _   |   |                       |              |
|--|-----|---|-----------------------|--------------|
| Land and developments   £000   £2000   1,230   1,230   | 6.  | INVENTORIES   | 2016                  | 2015         |
| Inventories are stated after a provision of £nil (2015: £nil).  There is no significant difference between the replacement cost of finished goods and their carrying amounts.  7. TRADE AND OTHER RECEIVABLES  2016 2015 2000 2000 2000 2000 2000 2000 2000  |     |   |                       |              |
| There is no significant difference between the replacement cost of finished goods and their carrying amounts.  7. TRADE AND OTHER RECEIVABLES  2016 2015 £000 £000 Other receivables Deferred tax asset 1 - 23 40  24 40  The deferred tax balance is discussed in more detail in note 10.  8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR  2016 2015 £000 £000 Other payables 1 - 4 Amounts owed to group undertakings 1,077 1,188 Corporation tax 15 29 Payments on account 35 35 Accruals and deferred income 28 25  1,156 1,277  Amounts owed to group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.  9. DEFERRED TAX  2016 2015 £000 £000 £000 Losses 23 40  Total deferred tax asset 23 40  1 April Deferred tax (charged)/credited in income statement (note 5) (18) 40 Other adjustments  |     | Land and developments   | 1,230                 | 1,230        |
| There is no significant difference between the replacement cost of finished goods and their carrying amounts.  7. TRADE AND OTHER RECEIVABLES  2016 2015 £000 £000 Other receivables Deferred tax asset 21 40  24 40  The deferred tax balance is discussed in more detail in note 10.  8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR  2016 2015 £000 £000 Other payables 1 - Amounts owed to group undertakings 1,077 1,188 Corporation tax 15 29 Payments on account 35 35 Accruals and deferred income 28 25  Amounts owed to group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.  9. DEFERRED TAX  2016 2015 £000 £000 Losses 23 40  Total deferred tax asset 23 40  1 April Deferred tax (charged)/credited in income statement (note 5) (18) 40 Other adjustments  |     |   | <del></del>           | <del></del>  |
| 7. TRADE AND OTHER RECEIVABLES    2016   2015   2000   200 |     | Inventories are stated after a provision of £nil (2015: £nil).                  |                       |              |
| Creceivables   |     | There is no significant difference between the replacement cost of finished goo | ds and their carrying | g amounts.   |
| Cite   Food   Cite      | 7.  | TRADE AND OTHER RECEIVABLES   |                       |              |
| Other receivables Deferred tax asset         1 can be a capable of the payment and are repayable on demand.           8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR         2016 capable capabl  |     |   |                       |              |
| Deferred tax asset   23   40   24   40   24   40   24   40   24   40   24   40   24   40   24   40   24   24   |     | Oil and the   |                       | £'000        |
| The deferred tax balance is discussed in more detail in note 10.  8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR  COREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR  2016 2015 £000 £000 Other payables 1 - Amounts owed to group undertakings 1,077 1,188 Corporation tax 15 29 Payments on account 35 35 Accruals and deferred income 28 25  Amounts owed to group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.  9. DEFERRED TAX  2016 2015 £000 £000 Losses 23 40  Total deferred tax asset 23 40  1 April 40 - Deferred tax (charged)/credited in income statement (note 5) (18) 40 Other adjustments 1  |     |   | -                     | 40           |
| The deferred tax balance is discussed in more detail in note 10.  8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR  2016 2015 £0000 £0000  Other payables 1 Amounts owed to group undertakings 1,077 1,188 Corporation tax 15 29 Payments on account 35 35 35 Accruals and deferred income 28 25  Amounts owed to group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.  9. DEFERRED TAX  2016 2015 £0000 £0000  Losses 23 40  Total deferred tax asset 23 40  1 April 40 Deferred tax (charged)/credited in income statement (note 5) (18) 40 Other adjustments 1  |     |   |                       |              |
| 8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR  2016 2015 £000 £000  Other payables 1 Amounts owed to group undertakings 1,077 1,188 Corporation tax 15 29 Payments on account 35 35 Accruals and deferred income 28 25  Amounts owed to group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.  9. DEFERRED TAX  2016 2015 £000 £000  Losses 23 40  Total deferred tax asset 23 40  1 April Deferred tax (charged)/credited in income statement (note 5) (18) 40 Other adjustments 1  |     |   |                       | <u>40</u>    |
| 2016   2015   2000   £000      |     | The deferred tax balance is discussed in more detail in note 10.                |                       |              |
| 2016   2015   2000   £000      | o . | CREDITORS, AMOUNTS EALLING DUE WITHIN ONE VEAD                                  |                       |              |
| Other payables         £000         £000           Amounts owed to group undertakings         1,077         1,188           Corporation tax         15         29           Payments on account         35         35           Accruals and deferred income         28         25           Amounts owed to group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.         2016         2015           9. DEFERRED TAX         2016         2015         £000         £000           Losses         23         40           Total deferred tax asset         23         40           1 April         40         -           Deferred tax (charged)/credited in income statement (note 5)         (18)         40           Other adjustments         1         -         -   | 0.  | CREDITORS: AMOUNTS FALLING DUE WITHIN ONE TEAR                                  | 2016                  | 2015         |
| Amounts owed to group undertakings Corporation tax Corporation tax Payments on account Solved income 15 29 Payments on account 35 35 Accruals and deferred income 28 25  1,156 1,277  Amounts owed to group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.  9. DEFERRED TAX  2016 2015 £000 £000  Losses 23 40  Total deferred tax asset 23 40  1 April Deferred tax (charged)/credited in income statement (note 5) Other adjustments 1 (18) 40 Other adjustments  |     |   |                       |              |
| Corporation tax  |     |   | -                     | -            |
| Payments on account Accruals and deferred income         35 35 28 25           Accruals and deferred income         1,156 1,277           Amounts owed to group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.         2016 2015 £'000 £'000           Losses         23 40           Total deferred tax asset         23 40           1 April Deferred tax (charged)/credited in income statement (note 5) (18) 40 Other adjustments         40 -  |     |   | •                     |              |
| Accruals and deferred income  28 25  1,156 1,277  Amounts owed to group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.  9. DEFERRED TAX  2016 2015 £0000 £0000  Losses 23 40  Total deferred tax asset 23 40  1 April 40 - Deferred tax (charged)/credited in income statement (note 5) (18) 40 Other adjustments 1 -   |     |   |                       |              |
| Amounts owed to group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.  9. DEFERRED TAX  2016 2015 £'000 £'000  Losses 23 40  Total deferred tax asset 23 40  1 April 40 - Deferred tax (charged)/credited in income statement (note 5) (18) 40 Other adjustments 1 -   |     |   |                       |              |
| Amounts owed to group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.  9. DEFERRED TAX  2016 2015 £'000 £'000  Losses 23 40  Total deferred tax asset 23 40  1 April 40 - Deferred tax (charged)/credited in income statement (note 5) (18) 40 Other adjustments 1 -   |     |   | <del></del>           |              |
| repayable on demand.  9. <b>DEFERRED TAX</b> 2016 2015 £'000 £'000  Losses 23 40  Total deferred tax asset 23 40  1 April 40 -Deferred tax (charged)/credited in income statement (note 5) (18) 40 Other adjustments 1 -   |     |   | 1,156                 | <u>1,277</u> |
| 2016   £'000   £'000   | •   |   | fixed date of repay   | ment and are |
| £'000  | 9.  | DEFERRED TAX  |                       |              |
| £'000  |     |   | 2016                  | 2015         |
| Total deferred tax asset  23 40  1 April Deferred tax (charged)/credited in income statement (note 5) Other adjustments  1 40 - 18 40 Other adjustments  |     |   | £'000                 | £'000        |
| 1 April 40 - Deferred tax (charged)/credited in income statement (note 5) (18) 40 Other adjustments 1 -  |     | Losses  | 23                    | 40           |
| Deferred tax (charged)/credited in income statement (note 5)  Other adjustments  (18)  40  |     | Total deferred tax asset  | 23                    | 40           |
| Deferred tax (charged)/credited in income statement (note 5)  Other adjustments  (18)  40  |     | 1 April   | 40                    | _            |
| Other adjustments1   |     |   |                       | 40           |
| 31 March <u>23</u> <u>40</u>   |     |   |                       | <del>-</del> |
|  |     | 31 March  | 23                    | 40           |

The deferred tax asset has been reported within debtors (note 7).

The directors consider that it is more likely than not that there will be sufficient taxable profits in the future such as to realise the deferred tax asset, and therefore the asset has been recognised in these financial statements.

# Notes to the Financial Statements - continued for the Year Ended 31 March 2016

#### 10. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:

Class:

Nominal

2016

2015

1

Ordinary

£1

£

#### 11. RESERVES

See Statement of Changes in Equity for breakdown.

#### 12. CONTINGENT LIABILITIES

The Company has given performance and trade guarantees in the normal course of business. The Company is party to disputes from which legal actions have or may arise in the ordinary course of business. While the outcome of these disputes is uncertain, the directors believe that, except where provided in these financial statements, no material loss to the Company will occur. In forming their opinions the directors have taken relevant legal advice.

#### 13. RELATED PARTY DISCLOSURES

As a wholly owned subsidiary within the Laing O'Rourke Corporation Limited Group, the Company has taken advantage of the exemption permitted by FRS101 not to provide information on related party transactions with other undertakings within the Laing O'Rourke Corporation Limited Group.

There are no other related party transactions.

#### 14. EVENTS AFTER THE REPORTING PERIOD

On 23 June 2016 the UK electorate voted to leave the European Union. This decision commences a process that is likely to take a minimum of two years to complete, and during this time the UK remains a member of the European Union. There will be a resulting period of uncertainty for the UK economy and real estate markets, with increased volatility expected in financial markets. This does not impact the fair value of assets and liabilities reported at the statement of financial position date of 31 March 2016.

### 15. ULTIMATE CONTROLLING PARTY

The immediate parent undertaking of Coventry Urban Regeneration Limited is Explore Investments Limited, a company registered in England and Wales.

The ultimate parent undertaking and controlling party is Suffolk Partners Corporation, a company incorporated in the British Virgin Islands.

Laing O'Rourke Corporation Limited is the parent undertaking of the largest group of undertakings to consolidate these financial statements at 31 March 2016. Copies of the Laing O'Rourke Corporation Limited consolidated financial statements are available for viewing at the Registrar of Companies in Cyprus on payment of the appropriate fee.

Laing O'Rourke Plc is the parent undertaking of the smallest group of undertakings to consolidate these financial statements. The consolidated financial statements of Laing O'Rourke Plc are available from the Registrar of Companies in England and Wales on payment of the appropriate fee.

# Notes to the Financial Statements - continued for the Year Ended 31 March 2016

### 16. FIRST YEAR ADOPTION

There are no adjustments on transition to FRS 101 that affect the reported financial position and financial performance of the Company.

This is the first year in respect of which the Company has prepared its financial statements under FRS 101. The previous financial statements for the year ended 31 March 2015 were prepared under "old UK GAAP". The date of transition to FRS 101 is 1 April 2014.