ANNUAL REPORT FOR THE YEAR ENDED 31 DECEMBER 2013

A08 02/09/2014
COMPANIES HOUSE

#103

PricewaterhouseCoopers LLP Chartered Accountants & Statutory Auditors One Reading Central, 23 Forbury Road, Reading, RG1 3JH

CONTENTS OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2013

	<i>:</i> :	Pages
Company Information		1
Strategic Report		. 2
Report of the Directors		3
Independent Auditors' report to the members of		
Allegis Group (UK) Holdings II Limited		5 - 6
Profit and Loss Account		7
Balance Sheet		8
Cash flow Statement	•	9
Notes to the Financial Statements		10 - 14

COMPANY INFORMATION

DIRECTORS:

S.H.Zimdahl

J.B.Turner J.C.Ďavis P.J. Bowie C.L.Hartman

SECRETARY:

Ovalsec Ltd

REGISTERED OFFICE:

OTV House East Wing

Wokingham Road

Bracknell Berkshire RG42 1NG

REGISTERED NUMBER:

07487154 (England and Wales)

INDEPENDENT AUDITORS:

PricewaterhouseCoopers LLP

Chartered Accountants & Statutory Auditors

One Reading Central, 23 Forbury Road, Reading, RG1 3JH

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2013

The directors present their strategic report for the year ended 31 December 2013.

REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS

The results for the year and financial position of the company are as shown in the annexed financial statements.

The company is an intermediate holdings company which incurs management expenses. This situation is expected to continue for the foreseeable future.

PRINCIPAL RISKS AND UNCERTAINTIES

The management of the business and the execution of the company's strategy are subject to a number of risks.

Risks are formally reviewed by the board and appropriate processes put in place to monitor and mitigate them. If more than one event occurs, it is possible that the overall effect of such events would compound the possible adverse effects on the company. The company ensures policies are effective via constant monitoring directed by the head of global risk seated at headquarters in Baltimore.

The group operates in a very competitive market based around pricing and providing a high quality customer service. In order to mitigate this risk the group monitors market prices on an ongoing basis, carrying out regular market research and striving to exceed customer and client expectations.

One of the risks in the recruitment sector is key sales staff leaving. The group continually monitors the market to ensure compensation and benefits are competitive. A deferred compensation scheme aimed at top performers ensures a high degree of loyalty and retention.

KEY PERFORMANCE INDICATORS

Given the straightforward nature of the business, the directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the Company.

ON BEHALF OF THE BOARD:

J.B. Turner Director 19/08/2014

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2013

The directors present their report with the audited financial statements of the company for the year ended 31 December 2013.

DIVIDENDS

No dividends will be distributed for the year ended 31 December 2013 (2012: £nil).

FINANCIAL RISK MANAGEMENT

The company's operations expose it to a variety of financial risks that include; foreign currency risk, liquidity risk, interest rate risk, credit risk and price risk. Risk management is carried out by a central treasury department under policies from the board of directors of Allegis Holdings II Limited.

Foreign Currency Risk

Exposure to foreign currency risk at transactional level is minimised due to the majority of activity being carried out in the functional currency.

Liquidity Risk

The group maintains short-term finance that is designed to ensure the group has sufficient funds for operations and planned expansions.

Interest Rate Risk

The group financially operate through a mixture of retained profits, bank overdraft and parent company loan. The group borrowings are Sterling denominated and interest rates are fixed at the time of borrowing.

Credit Risk

The group minimise any credit risk by adhering to policies that require credit checks on any potential customers before sales are made. The group maintains several bank accounts with immediate access to funds. No deposits are held with any financial institutions.

Price Risk

The group remains under pressure from clients and suppliers to ensure that the amounts billed and paid remain market related, and sufficient to ensure a reasonable return is achieved for the group. The group seeks to maintain long term client and candidate relationships, and with larger clients to work alongside them with preferred supplier agreement and to stabilise pricing.

Going concern

The directors have sought and received confirmation from the Company's ultimate parent undertaking that continued financial support will be provided for a period of at least 12 months from the date of signing of the financial statements, and on that basis have prepared the financial statements under the going concern assumption.

DIRECTORS

The directors during the year under review and up to the date of signing the financial statements were:

S.H.Zimdahl

P.J.Bowie

J.C.Davis

C.L.Hartman

J.B.Turner

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2013 (Continued)

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 have been followed, subject to any material departures disclosed and explained in the financial statements;

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.

DISCLOSURE OF INFORMATION TO AUDITORS

In accordance with Section 418, directors' reports shall include a statement, in the case of each director in office at the date the directors' report is approved, that:

- (a) so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- (b) he has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

ON BEHALF OF THE BOARD:

J.B. Turner **Director**

19/08/2014

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ALLEGIS GROUP (UK) HOLDINGS II LIMITED

Report on the financial statements

Our opinion

In our opinion the financial statements, defined below:

- give a true and fair view of the state of the company's affairs as at 31 December 2013 and of its loss 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.

This opinion is to be read in the context of what we say in the remainder of this report.

What we have audited

The financial statements, which are prepared by Allegis Group (UK) Holdings II Limited, comprise:

- the balance sheet as at 31 December 2013;
- the profit and loss account for the year then ended;
- the cash flow statement 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 their preparation is applicable law and United Kingdom Accounting Standards (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.

What an audit of financial statements involves

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) ("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.

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 other matter prescribed by the Companies Act 2006

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

<u>INDEPENDENT AUDITORS' REPORT TO THE MEMBERS</u> OF ALLEGIS GROUP (UK) HOLDINGS II LIMITED (continued)

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; or
- 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.

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 to report 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 4, 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 ISAs (UK & Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors, including "APB Ethical Standard - Provisions Available for Small Entities (Revised)" in the circumstances set out in note to the financial statements.

This report, including the opinions, has been prepared for and only for the 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.

Tobers Tabel

Miles Saunders (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Reading
Date

20 Apost 2014

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2013

Registered number: 07487154

	Notes	Year Ended 31 December 2013 £	Year Ended 31 December 2012 £
Administrative Expenses	2	4,038	54,622
OPERATING EXPENSES		4,038	54,622
LOSS ON ORDINARY EXPENSES BEFORE TAXATION		4,038	54,622
Tax on loss on ordinary activities	3 .	(24)	-
LOSS FOR THE FINANCIAL YEAR	. 8	4,014	54,622

All amounts relate to continuing activities.

There is no difference between the loss on ordinary activities before taxation and the loss for the financial year stated above and their historical cost equivalents.

The company has no recognised gains and losses other than those included in the results above, and therefore no separate statement of recognised gains and losses is presented.

BALANCE SHEET 31 DECEMBER 2013

Registered number: 07487154

	Notes		31 December 201	31 December 2012 £
FIXED ASSETS Investments	4		71,604,236	71,604,227
CURRENT ASSETS Debtors Cash at Bank and in hand	5	25 50		1 162
CREDITORS		75		163
Amounts falling due within one year	6	<u>(65,249)</u>		(61,314)
NET CURRENT LIABILITIES			(65,174)	(61,151)
TOTAL ASSETS LESS				
CURRENT LIABILITIES			71,539,062	71,543,076
NET ASSETS			71,539,062	71,543,076
CAPITAL AND RESERVES				
Called up share capital	7		17,109,805	17,109,805
Share premium account	8		54,633,806	54,633,806
Capital reserve	8°		423	423
Profit and loss account- deficit	8		(204,972)	(200,958)
TOTAL SHAREHOLDERS' FUNDS	9		71,539,062	71,539,076

The financial statements on pages 7 to 14 were approved by the Board of Directors on 19/08/2014 and were signed on its behalf by:

J.B.Turner

Director 19/08/2014

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2013

	Notes	31 December 2013 £	31 December 2012 £
Net cash outflow from operating activities	11	(103)	(18)
Acquisitions and disposals	12	(9)	
	·	(112)	-
Financing			- ,
Decrease in cash in the year		(112)	(18)
Reconciliation of net cash flow to movement in net cash	13		
Decrease in cash in the year		(112)	(18)
Change in net cash resulting from cash flows		(112)	(18)
Opening Net Cash at 31 December	13	162	180
Closing Net Cash at 31 December	13	50	162

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2013

1. ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared on the going concern basis and under the historical cost convention in accordance with applicable laws and Accounting Standards in the United Kingdom and the Companies Act 2006.

The financial statements contain information about Allegis Group (UK) Holdings II Limited as an individual company and so do not contain consolidated financial information as the parent of a group. The Company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its immediate parent Allegis Group (UK) Holdings Limited, a company incorporated in England and Wales.

The principal accounting policies, which have been applied consistently, are set out below.

Going concern

The directors have sought and received confirmation from the Company's ultimate parent undertaking that continued financial support will be provided for a period of at least 12 months from the date of signing of the financial statements, and on that basis have prepared the financial statements under the going concern assumption.

Investments

Investments are recorded at cost plus incidental expenses less any provision for impairment. Impairment reviews are performed by the directors when there has been an indication of potential impairment.

Taxation

Current tax expense is determined according to the laws of each jurisdiction in which the group operates and include all taxes based upon the taxable profits.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax.

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted. Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted at the balance sheet date.

An asset is not recognised to the extent that the transfer of economic benefit in the future is uncertain.

2. OPERATING LOSS

Auditors' remuneration has been borne by other members of the Allegis Group (UK) Holdings Limited group for £nil consideration for the year ending 31 December 2013 (2012: £nil).

None of the directors received any emoluments in respect of qualifying services provided to the company during the year ending 31 December 2013 (2012: £nil). Directors are remunerated by other members of the Allegis Group (UK) Holdings Limited group and no re-charge is made for their services.

The company does not have any employees for the year ending 31 December 2013 (2012: nil).

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2013

3.	TAX ON LOSS ON ORDINARY ACTIVITIES	31 December 2013	31 December 2012
	Analysis of the tax charge	£	£
	The tax charge on the loss on ordinary activities for the year was as follows:		
	Current tax	(24)	<u>-</u>
	The tax assessed for the year is lower (2012: lower) than the standard rate of corporation tax in the UK. The difference is explained below:	31 December 2013	31 December 2012
	Loss on ordinary activities before tax	4,038	54,622
	Loss on ordinary activities multiplied by the standard rate of corporation tax in the (UK) of 23.25% (2012: 24.50%)	(939)	(13,382)
	Effects of: Permanent difference	915	13,382_
	Current tax charge	(24)	
4.	FIXED ASSET INVESTMENTS	31 December 2013	31 December 2012 £
	At 1 January Additions* At 31 December	71,604,227 9 71,604,236	71,604,227 - 71,604,227

*Company - Acquisitions

Investment in Allegis Group Belgium SA (purchase of 1 ordinary €10 share)

Allegis Group (UK) Holdings II Limited directly holds 100% of the ordinary share capital of the following subsidiary:

Country of registration

Country of registration

and operation Principal activity
England and Wales Recruitment agency

Aston Carter Group Limited

The directors consider providing full particulars of all subsidiary undertakings would lead to a statement of excessive length. A list of principle subsidiary undertakings is listed below;

At 31 December 2013, the Company held indirectly 100% of the ordinary share capital of the following subsidiary undertakings which in the opinion of the directors principally affect the amount of profit or the amount of the assets of the Group. The full listing is available from the Company's registered office.

•	and operation	Principal activity
Aston Carter Limited	England and Wales	Recruitment agency
Aston Carter International Limited	England and Wales	Recruitment agency
Allegis Group Limited	England and Wales	Recruitment agency
Allegis Group Services Europe Limited	England and Wales	Recruitment agency
Aston Carter International SAS	France	Recruitment agency
Aston Carter International BV	Netherlands	Recruitment agency

All the above companies including their subsidiaries have been included within the consolidated financial statements of Allegis Group (UK) Holdings Limited. A full list of the Group's subsidiary undertakings is available upon request. The directors believe that the carrying value of the investments is supported by their underlying net assets.

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2013

5. DEBTORS	31 December 2013	31 December 2012
Amounts owed by group undertakings	£	£
Corporation Tax	24_	
	25	1

The amounts owed by the group undertakings are unsecured, interest free and repayable on demand

6. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31 December 2013	31 December 2012
Amounts owed to group undertakings	£ 65,249	£ 61,314
	65,249	61,314

The amounts owed to group undertakings are unsecured, interest free and repayable on demand.

Overdraft Facility

On 25 June 2012, Allegis Group (UK) Holdings II Ltd, being a subsidiary of Allegis Group (UK) Holdings Ltd, entered into a Collective Sterling Net Overdraft and Multi-Currency Overdraft Facility agreement ("Overdraft Facility") with HSBC. The Overdraft Facility, permits aggregate amount of drawings of up to £20 million GBP through to 31 December 2012. Repayment of any outstanding drawings under the Overdraft Facility is guaranteed by Allegis Group Holdings Inc., the US Parent Company. The facility was extended during 2013 and is continuing however this facility was not utilised by Allegis Group (UK) Holdings II Ltd during the year.

7. CALLED UP SHARE CAPITAL AND SHARE PREMIUM ACCOUNT

Called up share capital

Allotted, issued and fully paid:

Ordinary shares			31 December 2013 £	31 December 2012 £
At 1 January	97,251	£1.00	97,251	97,251
At 31 December			97,251	97,251
'A' Ordinary shares			31 December 2013 £	31 December 2012 £
At 1 January	17,012,554/11,399,994	£1.00	17,012,554	11,399,994
Issued in the year	5,612,560	£1.00	. • •	5,612,560
At 31 December			17,012,554	17,012,554
'B' Ordinary shares			31 December 2013 £	31 December 2012
At 1 January	4,861,582	£0.01	-	48,616
Bonus shares issued	556,394,226	£0.01		5,563,944
Reclassified to 'A' Ordinary shares At 31 December	561,255,808	£0.01	-	(5,612,560)

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2013

CALLED UP SHARE CAPITAL AND SHARE PREMIUM ACCOUNT - continued

Summary	31 December 2013 31 December 20	
	. £	£
Ordinary shares	97,251	97,251
'A' Ordinary shares	17,012,554	17,012,554
	17,109,805	17,109,805

The 'A' Ordinary shares do not confer any rights to vote or to dividend. The Ordinary shares rank 'pari passu' in all respects with each other in respect to voting rights and right to dividend payment.

8. RESERVES

	Share premium	Capital reserve	Profit & loss	Total
	account £	£	account £	£
At 1 January 2013	54,633,806	423	(200,958)	54,433,271
Loss for the financial year	-	-	(4,014)	(4,014)
At 31 December 2013	54,633,806	423	(204,972)	54,429,257
				•
	£	£	£	£
At 1 January 2012	60,197,750	423	(146,336)	60,051,837
Loss for the financial year	-	-	(54,622)	(54,622)
Issue of Bonus shares	(5,563,944)	-	-	(5,563,944)
At 31 December 2012	54,633,806	423	(200,958)	54,433,271

9. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

ABCOTTOIL OF MOVEMENTO IN CHIREDITOEDERIC TOTADO	31 December 2013 31	December 2012
	£	£.
Loss for the year	(4,014)	(54,622)
Share issue during the year - 'A' Ordinary shares	-	5,612,560
'B' Ordinary Shares reclassified as 'A' Ordinary shares	-	(48,616)
Issue of Bonus shares from Share Premium account		(5,563,944)
Net reduction in shareholders' funds	(4,014)	(54,622)
Opening shareholders' funds	71,543,076	71,597,698
Closing shareholders' funds	71,539,062	71,543,076

10. RELATED PARTY DISCLOSURES

- At 31 December 2013, £6,710 (2012: £6,710) is owed by the company to Aston Carter Ltd, there being no transactions with this company during the year.
- At 31 December 2013, £ 3,935 (2012: £ nil) is owed by the company to Allegis Group Ltd, £3,935 was paid by way of legal and professional fees on the company's behalf during the year.
- At 31 December 2013, £ 54,605 (2012: £54,605) is owed by the company to Allegis Group (UK) Holdings Limited, the company's immediate parent. There were no transactions with this company in the year (2012: £54,605 was paid by way of legal and professional fees by the immediate parent company on the company's behalf during the year).

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2013

11.	RECONCILIATION OF OPERATING LOSS TO NET CASH OUTFLO			
			31 December 2013 £	31 December 2012 £
	Operating loss		(4,038)	
	Increase in creditors		, 3,935	
	Net cash outflow from operating activities		(103)	
12.	ACQUISITIONS AND DISPOSALS		·	
14.	ACQUISITIONS AND DISTOSALS	•	31 December	r 31 December
			2013	2012
	Acquisitions & Disposals Acquisition of Allegis Group (Belgium) SA		£	£ -
	Net cash outflow for Acquisitions & Disposals		9 -	
13.	ANALYSIS OF CHANGES IN NET DEBT	,		
		At 31 December 2012	Cash flow	At 31 December 2013
		£	£	£
	Cash at bank and in hand	162	(112)	50
	Net Cash	162	(112)	50
		At 1 January 2012	Cash flow	At 31 December 2012
		£	£	£
	Cash at bank and in hand	180	(18)	162
	Net Cash	180	(18)	162

14. ULTIMATE CONTROLLING PARTY

The immediate parent undertaking and the smallest group of undertakings to consolidate these financial statements at 31 December 2013 is Allegis Group (UK) Holdings Limited. The consolidated financial statements of Allegis Group (UK) Holdings Limited can be obtained from OTV House East Wing, Wokingham Road, Bracknell, Berkshire, RG42 1NG.

The ultimate parent undertaking, controlling party and the largest group of undertakings to consolidate these financial statements at 31 December 2013 is Allegis Group Holdings Inc, a company incorporated in the United States of America. The consolidated financial statements of Allegis Group Holding Inc, are not publicly available.