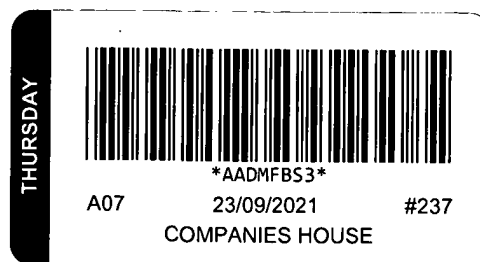


Registration number: 01675285

Amec Foster Wheeler Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2019



Amec Foster Wheeler Limited

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Amec Foster Wheeler Limited

Strategic Report for the Year Ended 31 December 2019

The directors present their strategic report for the year ended 31 December 2019.

Principal activities

During the year, the company operated as an intermediate holding company and also provided management services to other group companies.

John Wood Group PLC, the ultimate parent company announced in June 2021 that an agreement had been reached with the Securities and Exchange Commission ("SEC") in respect of bribery and corruption investigations into the past use of third parties in the Amec Foster Wheeler business. The impact on the financial statements of the company is disclosed in note 17 of the accompanying financial statements.

The company's subsidiaries provide consultancy, engineering, project management and operations and maintenance services to customers in the global oil and gas, mining, clean energy, and environment and infrastructure markets.

Fair review of the business

The loss for the year, after taxation, amounted to £109m (2018: £177m loss).

During the year the company impaired investments in subsidiaries by £110m (2018 £1,748m). Further details of the impairment are detailed in note 24 to the financial statements.

Environmental matters

Wood is committed to the highest of standards of health, safety, environmental and security management ("HSSE"). Our aim is to comply with all applicable legislation and relevant industry standards. In the absence of regulatory controls we set our own internal standards.

Our HS&E policy defines our commitment to:

- Protecting the health and safety of our employees and others who may be affected by our business activities;
- Reducing the environmental impact of operations under our control or direct influence; and
- Continually improving our health, safety and environmental performance.

Our goal is to sustain an incident free work environment, as we believe that all incidents are preventable.

Every person working for the company is responsible and accountable for working in a manner consistent with this goal. To achieve this we:

- Create a positive HS&E culture;
- Encourage and support positive intervention;
- Understand and manage HS&E risks;
- Implement an effective HS&E Management System;
- Manage HS&E performance; and
- Integrate HS&E into business planning

Our aim is to comply with all applicable legislation and relevant industry standards. In the absence of such regulatory controls we set standards consistent with this policy.

We are a socially responsible employer. We work with our customers, contractors, partners and suppliers to improve the efficiency of our operations by conserving resources, reducing waste and emission, and preventing environmental pollution.

We seek sustainable solutions to business needs, balancing environmental, social and economic considerations by engaging with employees, customers, partners, contractors, suppliers and communities where we work.

Amec Foster Wheeler Limited

Strategic Report for the Year Ended 31 December 2019 (continued)

We have a Safety, Assurance and Business Ethics (SABE) committee that is responsible for providing governance in relation to group-wide and business specific HSSE performance, risk management, assurance and business ethics. The primary focus of the committee is to ensure that HSSE and Business Ethics risks are understood, managed and that our supporting systems and assurance activities are suitable, adequate and effective.

Refer to the John Wood Group PLC 2019 Annual Report and Financial Statements for further details, including activities in 2019.

Company employees

Wood is committed to attracting, retaining, developing and mobilising the right people to the right place at the right cost. We aim to create an environment where people choose to stay with us for the long-term by having excellent leaders, high engagement and development opportunities, supported by fair and competitive remuneration. Our success depends entirely on the strength of our people, their skillset and values. Our ability to identify, promote and mobilise our people is important to the long-term health of the organisation.

Wood aims to achieve a competitive advantage through our workforce planning model, connecting the business strategy with our people strategy, ensuring maximum utilisation and mobility of company talent. We attract and select the best people by ensuring our global and regional resourcing strategies deliver an efficient and cost effective service to our stakeholders.

We provide meaningful performance-based recognition programmes to drive organisational results, recognise high performance among employees and value employee contributions.

The company endorses and supports the principles of equal employment opportunity. To ensure these are adhered to, the People and Organisation department has set down a number of policies, including:

- equal employment opportunities to all qualified individuals;
- disabled persons receive full and fair consideration for employment and subsequent training, career development and promotion on the basis of their attitudes and abilities; and
- all employment decisions are made on a non-discriminatory basis.

Principal risks and uncertainties

The Company has investments in subsidiary undertakings, a number of which operate in the oil and gas industry. A significant downturn in their operating performance could result in an impairment of the investments held by the company.

The main operational risks of the investee businesses include health and safety and failure to meet client expectations. The management of health and safety risk includes a Health and Safety Manual, risk assessments and internal audits.

The investee companies' commercial risks include unprofitable contracts, lower than forecast work volumes due to volatility of public and private sector spending programmes, and bad debts. All potential new business undergoes both a comprehensive tender review and profit study before being tendered for.

The Company is exposed to the impact of possible adverse outcomes of regulatory investigations into historical payments to agents as well as customer claims related to contracts operated by its subsidiary undertakings. These are discussed in further detail in Note 21 : Contingent Liabilities.

There are also risks and uncertainties relating to the provision of guarantees to fellow group undertakings. These were provided to third parties in relation to other group entities contracts and therefore could be called on in specific circumstances outside the control of the company.

Other risks include non compliance with laws and regulations and potential changes in the regulatory environment.

Amec Foster Wheeler Limited

Strategic Report for the Year Ended 31 December 2019 (continued)

Details of the company's financial risk management objectives and policies are included in note 20 to the financial statements.

Section 172(1) statement

a) The likely consequences of any decisions in the long term;

The company are engaged in acting as a holding company.

The company consistently considers the long term impact of its decisions as can be noted from the following examples:

- Our clearly defined purpose and strategy, underpinned by our culture, is fundamental to sustaining value over the longer-term; and
- Our robust risk governance and operations assurance policies and processes ensure the long term sustainability for all our stakeholders.

b) The interest of the company's employees;

Our employees are fundamental to the delivery of the company's services and therefore to the long-term success of the business. It is important to develop our employees and keep them engaged and motivated. We engage with our workforce so that we can understand and address areas where we need to improve to ensure we deliver rewarding careers and retain our talented people.

Wood Group's leadership plays an important role in establishing and promoting the company's values and culture.

Wood Group has an all employee global survey to ask what we do well and what could be done better.

Wood Group has established a Listening Group Network (LGN) with meetings, attended by non-executive directors and members of the Executive Leadership Team (ELT), held throughout the year.

c) The need to foster the company's business relationships with suppliers, clients and others;

As a wholly owned subsidiary within John Wood Group plc, the company benefits from the Group's approach on client service, supplier service and service towards other stakeholders.

Clients

The company does not have clients.

Suppliers

The company does not have suppliers.

Lenders

The company's long-term success is dependent on its good relationship with its lenders and their continued willingness to lend. These lenders are other Wood companies, in addition to access to the group bank overdraft facility.

How we engage

With our lenders a mixture of formal and informal meetings and presentations are held. Key topics include financial performance, strategy and risk management. Lenders are kept up to date with financial performance and have the opportunity to ask further questions.

Amec Foster Wheeler Limited
Strategic Report for the Year Ended 31 December 2019 (continued)

d) The impact of the company's operations on the environment and the community;

Environment

Further information on our environmental performance and ongoing strategy is contained in the Wood Group's annual sustainability report which is available at: woodplc.com/sustainability.

Managing, protecting and enhancing our environment is imperative to the sustainability of our business and the standards we set and help shape the performance, profitability and the reputation of the Company.

How we engage

Wood Group has an integrated HSSEA management system which provides the framework for how we manage environmental risks and how we align our business to ISO14001:2015.

Areas of engagement and outcomes

Wood Group engage with regulators throughout the jurisdictions we operate in to ensure a close working relationship on our projects related to operational permits and licences, greenhouse gas emissions, discharges and waste management. Engagement ensures best practice and learning is shared and embedded into the projects we undertake.

Community

Our activities put us at the heart of local communities and we recognise that by actively supporting our local communities we:

- Develop closer ties based on mutual respect, trust and understanding;
- Bring long-term sustainability to the locations where we do business; and
- Form lasting relationships with local communities.

How we engage

We have taken a three-tiered approach to community engagement:

- (1) Supporting employee personal choice charities;
- (2) Uniting Wood Group's business behind one global cause that demonstrates we are stronger together; and
- (3) Volunteering to support our communities at a local level.

Areas of engagement and outcomes

We recognise that our employees are best placed to understand the needs of the communities we operate in and we support their volunteering efforts to benefit local communities.

Amec Foster Wheeler Limited
Strategic Report for the Year Ended 31 December 2019 (continued)

e) The desirability of the company maintaining a reputation for high standards of business conduct;

Our commitment to sustaining a visible, continually improving ethical culture remained strong throughout 2019.

Leaders across the organisation play a key role in delivering Wood's Ethics & Compliance (E&C) programme by emphasising ethical behaviour to our workforce and embedding Wood's E&C policies and procedures into our operations. In 2019, operational leaders across the business sponsored campaigns to raise awareness of behavioural expectations.

The importance of doing the right thing is reinforced in Wood Group's Code of Conduct which sets clear expectations for ethical business practices and guides employees how to respond if faced with ethical decisions. It also provides several "speak up resources" and encourages employees to report anything they feel does not reflect Wood Group's values, policies or the law. A number of E&C training and communication initiatives, including leadership webinars and face to face engagement sessions, both for targeted populations and the wider workforce, were used to further embed key concepts from the Code of Conduct, the importance of speaking up and Wood's zero-tolerance policy on retaliation.

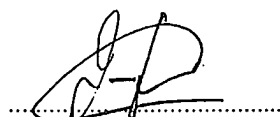
Compliance with the Code of Conduct and supporting policies and procedures is mandatory for all directors, officers and employees as well as contractors, consultants, representatives, intermediaries and agents retained by Wood. Any reports of non-compliance are investigated and appropriate action taken, up to and including termination of the business relationship.

f) The need to act fairly as between members of the company;

The company has only one shareholder, John Wood Group Holdings Limited. The ultimate parent company is John Wood Group PLC.

Refer to the John Wood Group PLC 2019 Annual Report and Financial Statements for details of how the Group act fairly between members of the company.

Approved by the Board on 20 September 2021 and signed on its behalf by:



IA Jones
Company secretary

Amec Foster Wheeler Limited

Directors' Report for the Year Ended 31 December 2019

The directors present their report and the financial statements for the year ended 31 December 2019.

Directors

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

CA Chatfield (resigned 9 December 2019)

WG Setter

AS McLean (appointed 9 December 2019)

Results and dividends

The loss for the year, after taxation, amounted to £109m (2018: £177m loss).

The directors do not recommend the payment of a dividend for the year ended 31 December 2019 (2018: £nil).

Future developments

The directors do not anticipate any significant changes to the activities of the company in the medium to long term.

See note 17 for details of regulatory investigations.

Engagement with employees, suppliers, customers and others

Relationships with stakeholders are of strategic importance to the company and these matters are therefore dealt with in the strategic report (under section 172 obligations).

Going concern

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. As set out in note 19, the company is party to a number of guarantee arrangements with other companies within the Group. The directors have made enquiries to satisfy themselves that the risk that these guarantees are called upon during the next 12 months is remote. Additionally the directors of the company have received a non-binding letter of comfort in support of these financial statements from its ultimate parent company, which confirms its intention to support the company for at least the next 12 months. Consequently, the directors are confident that the company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

Important adjusting events after the financial period

In June 2021, the Company entered into a Cease and Desist Order with the U.S. Securities and Exchange Commission ("SEC") to resolve the SEC's bribery and corruption investigation into the past use of third parties in the legacy Amec Foster Wheeler business. Under the terms of the Order, the Company will pay disgorgement totalling £8m payable in the second half of 2021. The Order related to historical use of third-party agents for bribery and corruption in connection with the award of a project in Brazil.

The Company received a guarantee from its ultimate parent company, John Wood Group plc, in relation to the payment noted above.

Amec Foster Wheeler Limited
Directors' Report for the Year Ended 31 December 2019 (continued)

Important non adjusting events after the financial period

The COVID-19 outbreak developed rapidly in 2020, with a significant number of infections. Measures that have been taken by Governments around the world, including the UK Government, to contain the virus have had a significant impact on economic activity. Measures to prevent the transmission of the virus include, but not limited to:

- Limiting the movement of people, including working from home;
- Restricting flights and other travel; and
- Temporarily closing businesses, schools and cancelling events.

These actions have had an impact on businesses across a wide range of industries, who are facing unique and unparalleled challenges. To date, the business has not suffered any material impact from the actions taken by Government in response to COVID-19 or oil price volatility. Management have a proven track order of leveraging our flexible, asset light model in response to changing market conditions.

COVID-19 has had a minimal impact on the company due to its activities being limited to a holding entity.

Disclosure of information in the strategic report

In accordance with section 414C(11) of the Companies Act 2006 (Strategic Report and Director's Report) Regulations 2013, a strategic report and the company's results, activities, objectives, policies and risks has been included on page 1 and 5 of the financial statements.

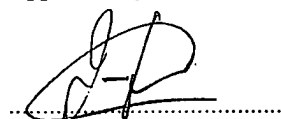
Disclosure of information to the auditor

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditor is unaware.

Reappointment of auditors

Under section 487(2) of the Companies Act 2006, KPMG LLP will be deemed to have been reappointed as auditor 28 days after the circulation of these financial statements to the Company's shareholders, or 28 days after the latest date allowed for sending out copies of these financial statements, whichever is earlier.

Approved by the Board on 20 September 2021 and signed on its behalf by:



IA Jones
Company secretary

Amec Foster Wheeler Limited

Statement of Directors' Responsibilities

The directors acknowledge their responsibilities for preparing the Strategic Report, the 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 elected to prepare the financial statements in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 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 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;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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 such internal control, determined as necessary, to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Amec Foster Wheeler Limited
Independent Auditor's Report to the Members of Amec Foster Wheeler Limited

Opinion

We have audited the financial statements of Amec Foster Wheeler Limited (the 'Company') for the year ended 31 December 2019, which comprise the Income Statement, Balance Sheet, Statement of Changes in Equity, and Notes to the Financial Statements, including the significant accounting policies in note 2.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 Reduced Disclosure Framework; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model, and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

Strategic report and Directors' report

The Directors are responsible for the Strategic report and the Directors' report. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read the Strategic report and the Directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the Strategic report and the Directors' report;
- in our opinion the information given in that report for the financial year is consistent with the financial statements; and
- in our opinion the directors' report has been prepared in accordance with the Companies Act 2006.

Amec Foster Wheeler Limited
Independent Auditor's Report to the Members of Amec Foster Wheeler Limited
(continued)

Matters on which we are required to report by exception

Under the Companies Act 2006, we are required 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.

We have nothing to report in these respects.

Responsibilities of directors

As explained more fully in their Statement of Directors' Responsibilities set out on page 8, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view, such internal control as directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

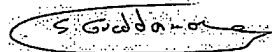
Auditor's responsibilities

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.



Slim Gueddana (Senior Statutory Auditor)
For and on behalf of KPMG LLP, Statutory Auditor

1 Marischal Square
Broad Street
Aberdeen
AB10 1DD

Date: 21 September 2021

Amec Foster Wheeler Limited
Income Statement for the Year Ended 31 December 2019

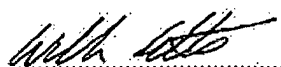
	Note	2019 £ m	2018 £ m
Income received from shares in group undertakings		68	2,091
Impairment of investments in subsidiary undertakings	24	(110)	(2,192)
Loss on disposal of subsidiaries		-	(3)
Administrative expenses		<u>(17)</u>	<u>(27)</u>
Operating loss	4	(59)	(131)
Finance income	5	13	14
Finance expense	6	<u>(63)</u>	<u>(64)</u>
Loss before tax		(109)	(181)
Taxation	10	<u>-</u>	<u>4</u>
Loss for the year		<u><u>(109)</u></u>	<u><u>(177)</u></u>

The above results were derived from continuing operations.

Amec Foster Wheeler Limited
(Registration number: 01675285)
Balance Sheet as at 31 December 2019

		31 December 2019 £ m	31 December 2018 £ m
	Note		
Assets			
Non-current assets			
Property, plant and equipment	11	-	-
Right of use assets	12	2	-
Investments	24	3,720	3,649
Trade and other receivables	14	80	73
		<u>3,802</u>	<u>3,722</u>
Current assets			
Trade and other receivables	14	220	198
Cash and cash equivalents		2	45
		<u>222</u>	<u>243</u>
Total assets		<u>4,024</u>	<u>3,965</u>
Equity and liabilities			
Equity			
Called up share capital	21	196	196
Share premium reserve		133	133
Capital redemption reserve		36	36
Profit and loss account		214	323
		<u>579</u>	<u>688</u>
Non-current liabilities			
Long term lease liabilities	16	2	-
Provisions	17	8	-
Trade and other payables	18	1,139	1,111
		<u>1,149</u>	<u>1,111</u>
Current liabilities			
Trade and other payables	18	2,250	2,082
Loans and borrowings	15	46	84
		<u>2,296</u>	<u>2,166</u>
Total liabilities		<u>3,445</u>	<u>3,277</u>
Total equity and liabilities		<u>4,024</u>	<u>3,965</u>

Approved by the Board on 20 September 2021 and signed on its behalf by:



WG Setter
Director

Amec Foster Wheeler Limited
Statement of Changes in Equity for the Year Ended 31 December 2019

	Share capital £ m	Share premium £ m	Capital redemption reserve £ m	Retained earnings £ m	Total £ m
At 1 January 2019	196	133	36	323	688
Loss for the year	-	-	-	(109)	(109)
Total comprehensive income	-	-	-	(109)	(109)
At 31 December 2019	196	133	36	214	579

	Share capital £ m	Share premium £ m	Capital redemption reserve £ m	Retained earnings £ m	Total £ m
At 1 January 2018	196	133	36	500	865
Loss for the year	-	-	-	(177)	(177)
Total comprehensive income	-	-	-	(177)	(177)
At 31 December 2018	196	133	36	323	688

The notes on pages 14 to 48 form an integral part of these financial statements.
Page 13

Amec Foster Wheeler Limited
Notes to the Financial Statements for the Year Ended 31 December 2019

1 General information

The company is a private company limited by share capital, incorporated and domiciled in England and Wales.

The address of its registered office is:

Booths Park
Chelford Road
Knutsford
Cheshire
WA16 8QZ

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

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.

Basis of preparation

The financial statements have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101). The financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets and financial liabilities measured at fair value through the income statement, and in accordance with the Companies Act 2006.

Items included in the financial statements of the company are measured using the currency of the primary economic environment in which the company operates ('the functional currency'). The financial statements are presented in 'Pounds Sterling' (£), which is also the company's functional currency.

Summary of disclosure exemptions

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- Paragraphs 45(b) and 46 to 52 of IFRS 2, 'Share-based payment'.
- IFRS 7, 'Financial instruments: Disclosures'.
- Paragraphs 91 to 99 of IFRS 13, 'Fair value measurement'.
- Paragraph 38 of IAS 1, 'Presentation of financial statements' to present comparative information requirements in respect of paragraphs 79(a)(iv) of IAS 1, 73(e) of IAS 16, 'Property, plant and equipment', 118(e) of IAS 38, 'Intangible assets', and 76 and 79(d) of IAS 40, 'Investment property'.
- Paragraphs 10(d), 10(f), 16, 38A, 38B to D, 40A to D, 111 and 134 to 136 of IAS 1, 'Presentation of financial statements'.
- IAS 7, 'Statement of cash flows'.
- Paragraphs 30 and 31 of IAS 8, 'Accounting policies, changes in accounting estimates and errors'.
- Paragraphs 17 and 18A of IAS 24, 'Related party disclosures', to disclose key management compensation.
- The requirements in IAS 24, 'Related party disclosures', to disclose related party transactions entered into between two or more members of a group.
- Paragraphs 130(f)(ii), 130(f)(iii), 134(d) to 134(f) and 135(c) to 135(e) of IAS 36, 'Impairment of assets'.

Amec Foster Wheeler Limited
Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

2 Accounting policies (continued)

Going concern

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. As set out in note 19, the company is party to a number of guarantee arrangements with other companies within the Group. The directors have made enquiries to satisfy themselves that the risk that these guarantees are called upon during the next 12 months is remote. Additionally the directors of the company have received a non-binding letter of comfort in support of these financial statements from its ultimate parent company, which confirms its intention to support the company for at least the next 12 months. Consequently, the directors are confident that the company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

Exemption from preparing group accounts

The company is a wholly owned subsidiary of John Wood Group Holdings Limited and of its ultimate parent, John Wood Group PLC. It is included in the consolidated financial statements of John Wood Group PLC, which are publicly available. Therefore, the company is exempt, by virtue of section 400 of the Companies Act 2006, from the requirement to prepare consolidated financial statements. The address of the ultimate parent's registered office is 15 Justice Mill Lane, Aberdeen, AB11 6EQ.

These financial statements are separate financial statements.

Changes resulting from adoption of IFRS 16

IFRS 16 introduces a single, on-balance sheet lease accounting model for lessees. A lessee recognises a right of use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The company has assessed the impact that the initial application of IFRS 16 has on its financial statements, as described below.

The company adopted IFRS 16 on 1 January 2019, using the modified retrospective approach. The cumulative effect of adopting IFRS 16 is recognised as an adjustment to the opening balance of retained earnings at 1 January 2019, with no restatement of comparative information. The company has recognised new assets and liabilities for its operating leases of property, vehicles and other assets. The nature of expenses related to those leases has changed because the company now recognises a depreciation charge for right of use assets and interest expense on lease liabilities. Previously, the company recognised operating lease expense on a straight-line basis over the term of the lease, and recognised assets and liabilities only to the extent that there was a timing difference between actual lease payments and the expense recognised. In addition, the company will no longer recognise provisions for operating leases that it assesses to be onerous, and instead performs an impairment test on the right of use assets.

On transition to IFRS 16, the company recognised additional right of use assets and additional liabilities, recognising the difference in retained earnings. The impact is summarised below:

Amec Foster Wheeler Limited
Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

2 Accounting policies (continued)

Impact on Balance Sheet as at 1 January 2019

	Note	IFRS 16 adjustments £ m
Assets		
Non-current assets		
Right of use assets		2
Equity and liabilities		
Non-current liabilities		
Lease liabilities (non-current)		(2)
Total equity and liabilities		(2)

Depreciation and interest in 2019 have increased by £233,000 and £89,000 respectively, which is offset by a reduction in operating lease costs of £286,000. Adjusted EBITDA and adjusted EBITA have increased by £286,000 and £53,000 respectively and there is a reduction of £36,000 on profit before tax.

When measuring liabilities for leases that were classified as operating leases, the company discounted payments using its incremental borrowing rate as at 1 January 2019. The weighted average rate applied is 5.2%. Right of use assets were measured at their carrying amount as if IFRS 16 had been applied since commencement date, discounted at the company's incremental borrowing rate at the date of initial application.

The company used the following practical expedients when applying IFRS 16 to leases previously classified as operating leases under IAS 17:

- The company has applied the exemption not to recognise right of use assets and liabilities for property leases with less than 12 months of lease term;
- The company has applied the exemption not to recognise right of use assets and liabilities for long term operating leases with a remaining lease term of 12 months as at 1 January 2019;
- The company applies a single discount rate to a portfolio of leases with reasonably similar characteristics;
- The company relies on previous assessments on whether leases are onerous;
- The company has applied the exemption not to recognise right of use assets and liabilities for low value assets;
- The company has excluded initial direct costs in measuring the right of use asset at the date of initial application; and
- The company has used hindsight when determining the lease term if the contract contains options to extend or terminate the lease.

Changes in accounting policy

None of the other standards, interpretations and amendments effective for the first time from 1 January 2019 have had a material effect on the financial statements.

Amec Foster Wheeler Limited
Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

2 Accounting policies (continued)

Finance income and costs policy

Interest income and expense is recorded in the same income statement in the period to which it relates. Arrangement fees and expenses in respect of the company's debt facilities are amortised over the period which the company expects the facility to be in place. Interest relating to the unwinding of discount on deferred and contingent consideration, IFRS 16 lease liabilities and asbestos liabilities is included in finance expense. Interest expense and interest income on scheme assets relating to the company's retirement benefit schemes are also included in finance income and expense.

Interest income or expense is recognised using the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- The gross carrying amount of the financial assets; or
- The amortised cost of the financial liability.

Dividend income

Dividend income is recognised when the right to receive payment is established.

Foreign currency transactions and balances

Transactions in foreign currencies are translated into the relevant functional currency at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the exchange rate ruling at the balance sheet date. Any exchange differences are taken to the income statement.

Tax

The tax charge represents the sum of tax currently payable and deferred tax. Tax currently payable is based on the taxable profit for the year. Taxable profit differs from the profit reported in the income statement due to items that are not taxable or deductible in any period and also due to items that are taxable or deductible in a different period. The company's liability for current tax is calculated using tax rates enacted or substantively enacted at the balance sheet date.

Tax is recognised in the income statement except to the extent that it relates to items recognised in other comprehensive income or equity, in which case it is recognised in other comprehensive income or equity as appropriate.

A current tax provision is recognised when the company has a present obligation as a result of a past event, it is probable that the company will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation. In line with IFRIC 23, depending on the circumstances, the provision is either the single most likely outcome, or a probability weighted average of all potential outcomes. The provision incorporates tax and penalties where appropriate. Separate provisions for interest are also recorded. Interest in respect of the tax provisions is not included in the tax charge, but disclosed within profit before tax.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates taxable income.

Amec Foster Wheeler Limited
Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

2 Accounting policies (continued)

Deferred tax is provided, using the full liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. The principal temporary differences arise from depreciation on PP&E, tax losses carried forward and, in relation to acquisitions, the difference between the fair values of the net assets acquired and their tax base. Tax rates enacted, or substantively enacted, at the balance sheet date are used to determine deferred tax.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised.

Tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and it is intended that they will be settled on a net basis.

Common control transactions

For acquisitions of businesses under common control, the accounting is recorded at book value unless there are facts or circumstances which indicate that a fair value accounting treatment is appropriate, such as a high level of contingent liabilities in one or both parties to the transaction.

Exceptional items

Exceptional items are those significant items which are separately disclosed by virtue of their size or incidence to enable a full understanding of the company's financial performance. Transactions which may give rise to material exceptional items include gains and losses on divestment of businesses, write downs or impairments of assets including goodwill, restructuring or regulatory costs or provisions, litigation settlements, tax provisions or payments, provisions for onerous contracts and acquisitions and divestment costs. The tax impact on these transactions is shown separately in the exceptional items note to the financial statements.

Property, plant and equipment

Property, plant and equipment (PP&E) is stated at cost less accumulated depreciation and impairment. No depreciation is charged with respect to freehold land and assets in the course of construction.

Depreciation

Depreciation is calculated using the straight-line method over the following estimated useful lives of assets:

Asset class	Depreciation method and rate
Office equipment	useful life of 3-5 years

When estimating the useful life of an asset group, the principal factors the company takes into account are the durability of the assets, the intensity at which the assets are expected to be used and the expected rate of technological developments. Asset lives and residual values are assessed at each balance sheet date.

Refer to the Leases policy for the company's policy with respect to the right of use assets.

Intangible assets

Intangible assets other than goodwill are carried at cost less accumulated amortisation. Intangible assets are recognised if it is probable that there will be future economic benefits attributable to the asset, the cost of the asset can be measured reliably, the asset is separately identifiable and there is control over the use of the asset. Where the company acquires a business, intangible assets on acquisition are identified and evaluated to determine the carrying value on the acquisition balance sheet.

Amec Foster Wheeler Limited
Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

2 Accounting policies (continued)

Amortisation

Intangible assets are amortised over their estimated useful lives on a straight-line basis, as follows:

Asset class	Amortisation method and rate
Software	3-7 years

Investments

Investments in subsidiaries are measured at cost less accumulated impairment.

Impairment

The company performs impairment reviews in respect of PP&E, investment in subsidiaries, and intangible assets whenever events or changes in circumstance indicate that the carrying amount may not be recoverable. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than its carrying amount.

See note 24 for details of impairment of investment in subsidiaries.

Cash and cash equivalents

Cash and cash equivalents include cash in hand and other short-term bank deposits with original maturities of three months or less. Bank overdrafts are included within borrowings in current liabilities. The company presents balances that are part of a pooling arrangement on a gross basis in both cash and short-term borrowings.

Trade and other receivables

Trade and other receivables comprise amounts due from group undertakings and are recognised initially at fair value and subsequently measured at amortised cost using effective interest method, less provision for impairment.

The company recognises loss allowances for Expected Credit Losses ('ECLs') on amounts due from group undertakings, measured at an amount equal to lifetime ECLs. ECLs are a profitability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between cash flows due to the entity in accordance with the contract and the cash flows that the company expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

At each reporting date, the company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the future cash flows of the financial asset have occurred. Evidence that a financial asset is credit-impaired includes a customer being in significant financial difficulty or a breach of contract such as a default. The gross carrying amount of a financial asset is written off when the company has no reasonable expectation of recovering a financial asset in its entirety or a proportion thereof. For individual customers, the company individually makes an assessment with respect to the timing and amount of write-off based on whether there is a reasonable expectation of recovery.

Trade and other payables

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost.

Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost.

Amec Foster Wheeler Limited
Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

2 Accounting policies (continued)

Provisions

Provisions are recognised where the company is deemed to have a legal or constructive obligation, it is probable that a transfer of economic benefits will be required to settle the obligation, and a reliable estimate of the obligation can be made. Where amounts provided are payable after more than one year the estimated liability is discounted using an appropriate rate of interest.

The company has taken internal and external advice in considering known and reasonably likely legal claims made by or against the company. It carefully assesses the likelihood of success of a claim or action. Appropriate provisions are made for legal claims or actions against the company on the basis of likely outcome, but no provisions are made for those which, in the view of management, are unlikely to succeed.

See note 17 for further details.

Possible but not probable liabilities are disclosed as contingent liabilities in note 19.

Leases

At inception of a contract, the company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control or use an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an asset, the company uses the definition of a lease in IFRS 16.

This policy is applied to contracts entered into, on or after 1 January 2019. The company recognises a right of use asset and a lease liability at the lease commencement date. The right of use asset is initially measured at cost, and subsequently at cost less any accumulated depreciation and impairment losses and adjusted for certain remeasurements of the lease liability.

The right of use asset is subsequently depreciated using the straight line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the company by the end of the lease term. The right of use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the company's incremental borrowing rate ("IBR") and is subsequently increased by the interest cost on the lease liability and reduced by the lease payment made. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, a change in the assessment of whether an extension option is reasonably certain to be exercised or a termination option is reasonably certain not to be exercised.

The company has applied judgement to determine the lease term for some lease contracts in which it is a lessee that includes renewal options. The assessment of whether the company is reasonably certain to exercise such options impacts the lease term, which may significantly affect the amount of lease liabilities and right of use assets recognised.

The company has elected not to recognise right of use assets and lease liabilities for leases of low value assets and short term leases, including IT equipment. The company recognises the lease payments associated with these leases as an expense on a straight line basis over the lease term.

Share capital

The company has one class of ordinary shares and these are classified as equity. Dividends on ordinary shares are not recognised as a liability or charged to equity until they have been approved by shareholders.

Amec Foster Wheeler Limited
Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

2 Accounting policies (continued)

Dividends payable

Dividends to the company's shareholders are recognised as a liability in the period in which the dividends are approved by shareholders. Interim dividends are recognised when paid. See note for further details.

Defined contribution pension obligation

The company's contributions to defined contribution schemes are charged to the income statement in the period to which the contributions relate.

The defined benefit schemes assets are measured using fair values. Pension scheme liabilities are measured annually by an independent actuary using the projected unit method and discounted at the current rate of return on a high quality corporate bond of equivalent term and currency to the liability. The increase in the present value of the liabilities of the company's defined benefit schemes expected to arise from employee service in the period is charged to operating profit. The interest income on scheme assets and the increase during the period in the present value of the scheme's liabilities arising from the passage of time are netted and included in finance income/expense. Re-measurement gains and losses are recognised in the statement of comprehensive income in full in the period in which they occur. The benefit schemes surplus or deficit is recognised in full and presented on the face of the company the carrying value on the acquisition.

The company consider it appropriate to recognise the IAS 19 surplus in the pension plan. The scheme trustees do not have unilateral power to wind up the scheme, therefore it is within the company's control to gradually settle the scheme liabilities as per IFRIC 14.11 (b) until there are no members left. On a winding up scenario, any surplus would be returned to the company.

Amec Foster Wheeler Limited
Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

2 Accounting policies (continued)

Share based payments

The company has recorded share-based charges in relation to a number of employee share schemes.

Charges are recorded in the income statement as an employee benefit expense for the fair value of share options (as at the grant date) expected to be exercised under the Executive Share Option Schemes ('ESOS') and the Long term Retention Plan ('LTRP'). Amounts are accrued over the vesting period with the corresponding credit recorded in retained earnings.

Options are also awarded under the company's Long Term Plan ('LTP') which is the incentive scheme in place for executive directors and certain senior executives. The charge for options awarded at the grant date, spread over the vesting period. The corresponding credit is recorded in retained earnings. For awards that have a market related performance measure, the fair value of the market related element is calculated using a Monte Carlo simulation model.

The company has an Employee Share Plan under which employees contribute regular monthly amounts which are used to purchase shares over a one year period. At the end of the year the participating employees are awarded one free share for every two shares purchased providing they remain in employment for a further year. A charge is calculated for the award of free shares and accrued over the vesting period with the corresponding credit taken to retained earnings.

Financial instruments

Fair value measurement

'Fair value' is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the company has access at that date. The fair value of a liability reflects its non-performance risk. A number of the company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

When one is available, the company measure the fair value of the instrument using the quoted price in an active market for that instrument. If there is no quoted price in an active market, then the company uses valuation techniques that maximise the use of relevant observable outputs and minimise the use of unobservable outputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.

The carrying values of trade receivables and payables approximate to their fair values.

The fair value of financial liabilities is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the company for similar financial instruments.

Amec Foster Wheeler Limited
Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

2 Accounting policies (continued)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of services to group undertakings, but also incorporate other types of contractual monetary asset. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

The company recognises loss allowances for Expected Credit Losses ('ECLs') and are measured at an amount equal to lifetime ECLs. ECLs are a profitability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between cash flows due to the entity in accordance with the contract and the cash flows that the company expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

At each reporting date, the company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the future cash flows of the financial asset have occurred. Evidence that a financial asset is credit-impaired includes a customer being in significant financial difficulty or a breach of contract such as a default. The gross carrying amount of a financial asset is written off when the company has no reasonable expectation of recovering a financial asset in its entirety or a proportion thereof. For individual customers, the company individually makes an assessment with respect to the timing and amount of write-off based on whether there is a reasonable expectation of recovery.

Rounding of amounts

All amounts in the financial statements and notes have been rounded off to the nearest thousand Sterling Pound, unless otherwise stated.

3 Critical accounting judgements and key sources of estimation uncertainty

The preparation of the financial statements requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the year. These estimates and judgements are based on management's best knowledge of the amount, event or actions and actual results ultimately may differ from those estimates. Company management believe that the estimates and assumptions listed below have a significant risk of resulting in a material adjustment to the carrying amount of assets and liabilities.

a) Impairment of investments in subsidiaries

Determining whether the Company's investments in subsidiaries have been impaired requires estimations of the investments' values in use. The value in use calculations require the entity to estimate future cash flows expected to arise from the investments and suitable discount rates in order to calculate present values.

b) Recoverability of intercompany receivables

Determining whether the amounts receivable from fellow group undertakings are recoverable requires an assessment of these companies' ability to repay the debt. This involves a review of these companies' assets and future cash flows and judgements to be made over the likelihood of repayment and the level of any provisions required.

Amec Foster Wheeler Limited
Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

3 Critical accounting judgements and key sources of estimation uncertainty (continued)

c) Provisions and contingent liabilities (judgement and estimate)

The company records provisions where it has a present obligation (legal and constructive) as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate of the obligation can be made. Where the outcome is less than probable, but more than remote, or a reliable estimate cannot be made, no provision is recorded but a contingent liability is disclosed in the financial statements, if material. The recording of provisions is an area which the exercise of management judgement relating to the nature, timing and probability of the liability and typically the company's balance sheet includes contract provisions and provisions for pending legal issues.

4 Operating profit

Arrived at after charging/(crediting)

	2019	2018
	£ m	£ m
Amortisation expense	<u>-</u>	<u>1</u>

5 Finance income

	2019	2018
	£ m	£ m
Interest received from group undertakings	<u>13</u>	<u>14</u>

6 Finance expense

	2019	2018
	£ m	£ m
Interest on bank overdrafts and borrowings	1	1
Interest paid to group undertakings	<u>62</u>	<u>63</u>
	<u>63</u>	<u>64</u>

7 Staff costs

The aggregate payroll costs (including directors' remuneration) were as follows:

	2019	2018
	£ m	£ m
Wages and salaries	2	8
Social security costs	-	1
Pension costs, defined contribution scheme	<u>-</u>	<u>1</u>
	<u>2</u>	<u>10</u>

The average number of persons employed by the company (including directors) during the year was 24 (2018: 126).

Amec Foster Wheeler Limited
Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

8 Directors' remuneration

No remuneration was paid to, or waived by, the directors during the current or prior year in respect of services provided to the company.

9 Auditors' remuneration

Auditors remuneration for the audit of the financial statements for the year ended 31 December 2019 was £6,590 (2018: £6,590).

10 Taxation

Tax charged/(credited) in the income statement

	2019 £ m	2018 £ m
Current taxation		
UK corporation tax	-	-
UK corporation tax adjustment to prior periods	-	(4)
	-	(4)

The tax on profit before tax for the year differs from the standard rate of corporation tax in the UK of 19% (2018 - 19%).

The differences are reconciled below:

	2019 £ m	2018 £ m
Loss before tax	(109)	(181)
Corporation tax at standard rate	(21)	(34)
Decrease in current tax from adjustment for prior periods	-	(4)
Increase from effect of revenues exempt from taxation	(13)	(398)
Increase from effect of expenses not deductible in determining taxable profit	23	417
Increase arising from group relief tax reconciliation	5	-
Decrease from transfer pricing adjustments	-	(9)
Increase in current tax from unrecognised tax loss or credit	6	24
Total tax credit	-	(4)

Amec Foster Wheeler Limited
Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

10 Taxation (continued)

A reduction in the UK corporation tax rate from 19% to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016, and the UK deferred tax asset/(liability) as at 31 December 2019 has been calculated based on this rate.

The March 2020 Budget announced that a rate of 19% would continue to apply with effect from 1 April 2020, and this change was substantively enacted on 17 March 2020. This will increase the company's future current tax charge accordingly.

The March 2021 Budget announced an increase to the main rate of corporation tax to 25%, effective from 1 April 2023. These changes were not substantively enacted at the balance sheet date and hence have not been reflected in the measurement of deferred tax balances at the period end. It is anticipated that these changes will increase the company's deferred tax asset at 31 December 2019 by £20m.

Deferred tax

There is an unrecognised deferred tax asset of £42m as at 31 December 2019 (2018 - £49m). This asset has not been recognised as the Directors of the Company consider that it is unlikely that the asset will crystallise in the foreseeable future.

11 Property, plant and equipment

	Plant and equipment £ m
Cost or valuation	
At 1 January 2019	4
At 31 December 2019	4
Depreciation	
At 1 January 2019	4
At 31 December 2019	4
Carrying amount	
At 31 December 2019	-

Amec Foster Wheeler Limited
Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

12 Right of use assets

	Property £ m
Cost or valuation	
At 1 January 2019	<u>2</u>
At 31 December 2019	<u>2</u>
Depreciation	
At 1 January 2019	-
Charge for the year	<u>-</u>
At 31 December 2019	<u>-</u>
Carrying amount	
At 31 December 2019	<u><u>2</u></u>

13 Intangible assets

	Software and development costs £ m	Total £ m
Cost or valuation		
At 1 January 2019	<u>55</u>	<u>55</u>
At 31 December 2019	<u>55</u>	<u>55</u>
Amortisation		
At 1 January 2019	<u>55</u>	<u>55</u>
At 31 December 2019	<u>55</u>	<u>55</u>
Carrying amount		
At 31 December 2019	<u><u>-</u></u>	<u><u>-</u></u>

Amec Foster Wheeler Limited
Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

14 Trade and other receivables

	31 December 2019 £ m	31 December 2018 £ m
Amounts due from group undertakings	300	262
Other receivables	-	9
	<u>300</u>	<u>271</u>

Amounts due from group undertakings of £80,000,000 (2018: £73,000,000) are included within non-current assets.

Amounts due from group undertakings are made up of loans of £265,963,000 (2018: £244,892,000) that are unsecured and repayable on demand.

15 Loans and borrowings

	31 December 2019 £ m	31 December 2018 £ m
Current loans and borrowings		
Bank overdrafts	<u>46</u>	<u>84</u>

16 Lease liabilities

	31 December 2019 £ m	31 December 2018 £ m
Long term lease liabilities	<u>2</u>	<u>-</u>

Until the 2018 financial year, leases of property, plant and equipment were classified as either finance or operating leases. From 1 January 2019, leases are recognised as a right of use asset and corresponding liability, once the asset is available for use by the company.

The company recognises a right of use asset and a lease liability at the lease commencement date. The right of use asset is initially measured at cost, and subsequently at cost less any accumulated depreciation and impairment losses and adjusted for certain remeasurements of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Group's incremental borrowing rate ("IBR").

The lease liability is subsequently increased by the interest cost on the lease liability and reduced by the lease payment made. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, a change in the assessment of whether an extension option is reasonably certain to be exercised or a termination option is reasonably certain not to be exercised.

Amec Foster Wheeler Limited
Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

16 Lease liabilities (continued)

The company has applied judgement to determine the lease term for some lease contracts in which it is a lessee that includes renewal options. The assessment of whether the company is reasonably certain to exercise such options impacts the lease term, which may significantly affect the amount of lease liabilities and right of use assets recognised.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the company, the company's IBR is used. The IBR is the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right of use asset in a similar economic environment with similar terms, security and conditions.

17 Other provisions

	Total £ m
At 1 January 2019	-
Additional provisions	<u>8</u>
At 31 December 2019	<u>8</u>
Non-current liabilities	<u>8</u>

In June 2021, the Company entered into a Cease and Desist Order with the U.S. Securities and Exchange Commission ("SEC") to resolve the SEC's bribery and corruption investigation into the past use of third parties in the legacy Amec Foster Wheeler business. Under the terms of the Order, the Company will pay disgorgement totalling £8m payable in the second half of 2021. The Order related to historical use of third-party agents for bribery and corruption in connection with the award of a project in Brazil.

The amount of £8m noted above was paid to the SEC on behalf of the company by its ultimate parent company in July 2021.

In light of the above, the Company now reliably estimates its provision to be £8m and reflects the Company's assessment of the cost of resolution with the SFO, US and Brazilian authorities.

Amec Foster Wheeler Limited
Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

18 Trade and other payables

	31 December	31 December
	2019	2018
	£ m	£ m
Trade payables	7	30
Accrued expenses	5	-
Amounts due to group undertakings	3,375	3,163
Other payables	2	-
	<u>3,389</u>	<u>3,193</u>

Amounts due to group undertakings of £1,139,000,000 (2018: £1,111,000,000) are included within non-current liabilities.

Amounts due to group undertakings are made up of loans of £2,943,758,000 (2018: £3,068,596,000). All amounts due to group undertakings are unsecured and repayable on demand.

Amec Foster Wheeler Limited
Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

19 Contingent liabilities

Chemical Plant Litigation in the United States

In 2013, one of Amec Foster Wheeler plc's subsidiaries contracted to engineer, procure and construct a chemical plant for a client in Texas. The cost of the project exceeded the client's budget which led to the client partially terminating the contract in December 2015, before terminating the remainder of the contract and commencing a lawsuit in Texas against the subsidiary and also Amec Foster Wheeler plc in September 2016. The client seeks recovery of actual damages, plus punitive damages, interest and attorney's fees for breach of contract and warranty, gross negligence and fraud. The alleged actual damages total \$761.5m, which include an alleged \$317m in lost revenue from delayed commercial operation.

The Company believes that the claims lack legal and factual merit. The estimate that the subsidiary provided was in connection with the client's initial request for a lump sum bid and highly conditioned. The contract that was ultimately signed, and which governs the dispute, is a reimbursable cost plus fixed fee contract, with no guaranteed price or schedule, wherein the client assumed joint responsibility for management of the work and development of the project schedule. Liability for consequential damages is barred, except in the case of wilful misconduct. Except for gross negligence, wilful misconduct, and warranty claims, overall liability is capped at 10 percent of the contract price (or approximately \$100 million).

The Company has denied the claims and intend to vigorously defend the lawsuit. The lawsuit is in the discovery stage and it would be premature to predict the ultimate outcome of the matter.

Legal claims

From time to time, the Company is notified of claims in respect of work carried out. For a number of these claims the potential exposure is material. Where management believes we are in a strong position to defend these claims no provision is made. At any point in time there are a number of claims where it is too early to assess the merit of the claim, and hence it is not possible to make a reliable estimate of the potential financial impact.

Guarantees

The Company acts as one of the guarantors on a property lease belonging to one of its subsidiary undertakings. The maximum exposure as at 31 December 2019 was £17 million (2018: £17 million).

The Company is party to a cross-guarantee arrangement relating to overdrafts for certain group companies. The maximum gross exposure as at 31 December 2019 was £95 million (2018: £95 million).

In addition to the above, from time to time the Company also provides a number of other financial guarantees to other group entities. These were provided to third parties in relation to other group entities contracts and therefore could be called on in specific circumstances outside the control of the company.

Amec Foster Wheeler Limited
Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

20 Financial risk management and impairment of financial assets

The main risks relating to the company's financial instruments are detailed below:

Credit risk and impairment

The company only trades with recognised, creditworthy third parties which are typically large companies. It is the company's policy that credit terms for all new major customers are approved by the Asset Solutions EAAA Business Unit's executive management committee, who also monitor receivable balances on an ongoing basis, with the result that the company's exposure to bad debts is not considered significant.

With respect to credit risk from other financial assets, these primarily relate to cash and cash equivalents. The company's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments.

Foreign exchange risk

The company is exposed to foreign currency risk on transactions where sales, purchases and borrowings which are in currencies other than the company's functional currency. The company strives to invoice its customers in the currency in which the costs have been incurred, and maintain intercompany loans in the functional currency of the company, to eliminate the currency exposure wherever possible.

Interest rate risk

The company's exposure to the risk of changes in market interest rates relates primarily to intercompany borrowings.

Liquidity risk

The company monitors its risk to a shortage of funds by regular projected cash flow forecasts from operations which also consider the maturity of its financial assets and liabilities. Any additional funding required is supplied by fellow Wood companies.

Fair values of financial assets and liabilities

Financial instruments included in the financial statements have been reviewed and the carrying values per the financial statements are the same as the fair values of these financial instruments.

Amec Foster Wheeler Limited
Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

21 Share capital

Allotted, called up and fully paid shares

	31 December 2019		31 December 2018	
	No. m	£ m	No. m	£ m
Called up share capital of £0.50 each	393	196.34	393	196.34

22 Parent and ultimate parent undertaking

The company's immediate parent is John Wood Group Holdings Limited.

The ultimate parent is John Wood Group PLC. These financial statements are available upon request from 15 Justice Mill Lane, Aberdeen, AB11 6EQ.

The ultimate controlling party is John Wood Group PLC.

23 Non adjusting events after the financial period

The COVID-19 outbreak developed rapidly in 2020, with a significant number of infections. Measures that have been taken by Governments around the world, including the UK Government, to contain the virus have had a significant impact on economic activity. Measures to prevent the transmission of the virus include, but not limited to:

- Limiting the movement of people, including working from home;
- Restricting flights and other travel; and
- Temporarily closing businesses, schools and cancelling events.

These actions will have an immediate impact on businesses across a wide range of industries. It will also begin to affect supply chains and production of goods throughout the world and lower economic activity is likely to result in reduced demand for many goods and services. To date, the business has not suffered any material impact from the actions taken by Government in response to COVID-19. Management have a proven track order of leveraging our flexible, asset light model in response to changing market conditions.

COVID-19 has had a minimal impact on the company due to its activities being limited to a holding entity.

Amec Foster Wheeler Limited
Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

24 Investments

Subsidiaries	£ m
Cost or valuation	
At 1 January 2019	5,397
Additions	181
Disposals	(736)
At 31 December 2019	<u>4,842</u>
Impairment	
At 1 January 2019	1,748
Provision	110
Eliminated on disposals	(736)
At 31 December 2019	<u>1,122</u>
Carrying amount	
At 31 December, 2019	<u><u>3,720</u></u>
At 31 December 2018	<u><u>3,649</u></u>

As part of the wider Legal Entity Rationalisation project, the company acquired 100% of the shares in Wood Environment & Infrastructure Solutions Limited at a price of £60,680,000 from a subsidiary entity which was subsequently deregistered.

Further to this, and as part of the rationalisation project, the company subscribed for more shares in Amec Nominees Limited, increasing its investment by £76,205,000. During the year, the company acquired 100% of the shares in Amec Foster Wheeler Earth and Environmental Limited, at a cost of £44,088,000, from Amec Nominees Limited and as a result had to impair its investment in Amec Nominees Limited by £32,137,000 due to this entity being wound up.

During the year, the Directors undertook a review of the carrying value of the company's investments by reference to their values in use. Following this review, impairment charges of £78,451,000 were recorded in addition to those described above, bringing the total impairment charge for the year to £110,588,000 (2018: £2,192,000,000).

Amec Foster Wheeler Limited
Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

24 Investments (continued)

Direct investments

Name	% interest	Registered office
AMEC (F.C.G.) Limited	100%	(a)
AMEC (MH1992) Limited	100%	(a)
AMEC Bravo Limited	100%	(a)
AMEC Building Limited	100%	(a)
AMEC Engineering Limited	100%	(a)
Amec Foster Wheeler Earth and Environmental (UK) Limited	100%	(a)
Amec Foster Wheeler Finance Asia Limited	100%	(a)
Amec Foster Wheeler Finance Limited	100%	(a)
Amec Foster Wheeler Group Limited	100%	(a)
Amec Foster Wheeler Property and Overseas Investments Limited	100%	(a)
AMEC Kazakhstan Holdings Limited	100%	(a)
AMEC Mining Limited	100%	(a)
AMEC Nominees Limited	100%	(a)
AMEC Offshore Developments Limited	100%	(b)
AMEC Offshore Limited	100%	(a)
AMEC Services Limited	100%	(a)
AMEC Trustees Limited	100%	(a)
FW Investment Holdings S.a.r.l.	100%	(c)
James Scott Engineering Group Limited	100%	(b)
Press Construction Limited	100%	(a)
Sandiway Solutions (No 3) Limited	100%	(a)
Sigma Financial Facilities Limited	100%	(a)
Wood Environment & Infrastructure Solutions UK Limited	100%	(a)
Wood International Limited	100%	(a)
Wood Pensions Trustee Limited	100%	(a)
Wood Transmission and Distribution Limited	100%	(a)

Amec Foster Wheeler Limited
Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

24 Investments (continued)

Indirect investments

Name	% interest	Registered office
ABV Consultants Limited	50%	(d)
AFWA DUBA Salina Cruz, S. de R.L. de C.V.	50%	(e)
AFW Finance 2 Limited	100%	(a)
A-FW International Investments GmbH	100%	(f)
AFW Luxembourg 1 S.a.r.l	100%	(g)
AFW Luxembourg 2 S.a.r.l	100%	(g)
AGRA Ambiental S.A. de C.V.	100%	(h)
AGRA Argentina S.A.	100%	(i)
AMEC (BCS) Limited	100%	(a)
AMEC (Malaysia) Sdn Bhd	100%	(j)
AMEC (MHL) Limited	100%	(a)
AMEC (WSL) Limited	100%	(a)
AMEC Architectural, Inc.	100%	(k)
AMEC Asia Pacific Limited	99%	(l)
AMEC BKW Limited	100%	(a)
AMEC BKW Arabia Limited	50%	(m)
AMEC Black & McDonald Limited	50%	(n)
AMEC CADE Ingenieria y Desarrollo De Proyectos Limitada	100%	(o)
AMEC Capital Projects Limited	100%	(a)
AMEC Civil Engineering Limited	100%	(a)
AMEC Construction Limited	100%	(a)
AMEC Construction Management, Inc.	76%	(p)
AMEC Contractors (W/A) Limited	100%	(q)
AMEC Developments, Inc.	76%	(r)
AMEC do Brasil Participacoes Ltda **	100%	(s)
AMEC Engineering and Consulting of Michigan, Inc.	76%	(t)
AMEC Engineering Limited	100%	(a)
AMEC Facilities Limited **	100%	(a)
Amec Foster Wheeler (Holdings) Limited	100%	(a)
Amec Foster Wheeler (Peru) S.A.	100%	(u)
Amec Foster Wheeler (Portugal) Lda	100%	(v)
Amec Foster Wheeler America Latina, Ltda.	100%	(w)
Amec Foster Wheeler Asia K.K. *	100%	(x)
Amec Foster Wheeler Asia Pacific Pte. Limited	100%	(y)
Amec Foster Wheeler Bimas Birlesik Insaat ve Muhendislik A.S.	100%	(z)
Amec Foster Wheeler Brasil S.A	100%	(aa)
Amec Foster Wheeler Cameroun SARL	100%	(ab)
Amec Foster Wheeler Consulting Poland Sp. Z o.o.	100%	(ac)

Amec Foster Wheeler Limited
Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

24 Investments (continued)

	% interest	Registered office
Amec Foster Wheeler Energia Mexico S. de R.L. de C.V.	100%	(ad)
Amec Foster Wheeler Energia, S.L.U.	100%	(ae)
Amec Foster Wheeler Energy and Partners Engineering Company	75%	(af)
Amec Foster Wheeler Energy Limited	100%	(a)
Amec Foster Wheeler Engineering & Construction Design (Shanghai) Co., Ltd.	100%	(ag)
Amec Foster Wheeler Engineering & Consulting (Shanghai) Co., Ltd.	100%	(ah)
Amec Foster Wheeler Engineering AG	100%	(ai)
Amec Foster Wheeler Engineering Consultancy LLC	60%	(aj)
Amec Foster Wheeler France S.A.	100%	(ak)
Amec Foster Wheeler Hellas Engineering and Construction Societe Anonyme	100%	(al)
Amec Foster Wheeler Iberia S.L.U.	100%	(ae)
Amec Foster Wheeler India Private Limited	100%	(am)
Amec Foster Wheeler International Ingenieria y Construccion Limitada	100%	(an)
Amec Foster Wheeler International Limited	100%	(a)
Amec Foster Wheeler Italiana S.r.l.	100%	(ao)
Amec Foster Wheeler Kamtech, Inc.	76%	(ap)
Amec Foster Wheeler Liberia Inc	100%	(aq)
Amec Foster Wheeler Mexico, S.A de C.V.	100%	(ar)
Amec Foster Wheeler Mozambique Limitada	100%	(as)
Amec Foster Wheeler Nuclear International Limited *	100%	(a)
Amec Foster Wheeler OPE Sdn. Bhd.	100%	(j)
Amec Foster Wheeler Operations Ghana Limited	100%	(at)
Amec Foster Wheeler Properties (Pty) Limited	100%	(au)
Amec Foster Wheeler s.r.o. *	100%	(av)
Amec Foster Wheeler Ventures, Inc.	76%	(ap)
AMEC Global Resources Pte Limited	100%	(aw)
AMEC Global Services Pte Ltd	100%	(aw)
AMEC GRD SA B.V.	100%	(ax)
AMEC Guatemala Engineering and Consulting, Sociedad Anonima	100%	(ay)
AMEC Holdings (Malaysia) Sdn Bhd	100%	(j)
AMEC Holdings, Inc.	76%	(p)
AMEC Holland B.V.	100%	(az)
AMEC Industrial Programs, LLC	76%	(ba)
AMEC Investments B.V.	100%	(az)
AMEC Investments Europe Limited	100%	(a)
AMEC King Wilkinson (Nigeria) Limited	100%	(bb)
AMEC Korea Limited	100%	(bc)
AMEC Kuwait Project Management and Contracting Company W.L.L.	49%	(bd)
AMEC Larastia Sdn. Bhd.	49%	(be)

Amec Foster Wheeler Limited
Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

24 Investments (continued)

	% interest	Registered office
AMEC Limited Liability Company	100%	(bf)
AMEC Limited Liability Partnership	100%	(bg)
AMEC LLC	100%	(bh)
AMEC Mechanical and Electrical Services Limited	100%	(a)
AMEC Michigan, Inc.	76%	(bi)
AMEC Minproc (Proprietary) Limited	100%	(bj)
AMEC Newco LLC **	76%	(r)
AMEC North Carolina, Inc.	76%	(bk)
AMEC Nuclear Consultants International Limited *	100%	(bl)
AMEC Nuclear Overseas Limited	100%	(a)
AMEC Offshore (Nigeria) Limited	75%	(bm)
AMEC Oil & Gas World Services, Inc.	76%	(r)
AMEC Oil Gas and Process Sdn Bhd	100%	(j)
AMEC Operations Limited	100%	(bn)
AMEC Operations S.R.L.	100%	(bo)
AMEC Overseas (Cyprus) Limited	100%	(bp)
AMEC Petroleo e Gas Limitada	100%	(aa)
AMEC Process & Energy Sdn Bhd	100%	(j)
AMEC Process & Energy Limited	100%	(a)
AMEC Project Investments Limited	100%	(a)
AMEC South America Limited	100%	(h)
AMEC USA Holdings Limited	100%	(a)
AMEC Utilities Limited	100%	(a)
AMEC Wind Developments Limited	100%	(a)
Applied Environmental Research Centre Limited	100%	(a)
Atlantic Services Limited	100%	(bq)
AYMEC de Mexico S.A. de C.V.	100%	(br)
Bauunternehmung Kittelberger GmbH	100%	(bs)
BMA ENGINEERING SDN. BHD.	67%	(bt)
BMA Solutions Inc.	67%	(p)
Cape Software, Inc.	76%	(bu)
C E C Controls Company, Inc.	76%	(bv)
CEC Controls Company S.R.L.	76%	(bw)
Consorcio AMEC CADE / PSI Consultores Limitada	50%	(o)
Consorcio de Ingenieria Geoconsult Cade Idepe Limitada	50%	(o)
Energia Holdings, LLC **	100%	(bx)
Energy, Safety and Risk Consultants (UK) Limited *	100%	(a)
Entec Holdings Limited **	100%	(a)
Exergy Engineering Services, S.A. de C.V.	100%	(ar)
Exergy Engineering, S.A. de C.V.	100%	(ar)

Amec Foster Wheeler Limited
Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

24 Investments (continued)

	% interest	Registered office
Fast Reactor Technology Limited *	51%	(a)
Financial Services S.a.r.l.	100%	(c)
Foster Wheeler (G.B.) Limited	100%	(a)
Foster Wheeler (Gibraltar) Holdings Limited **	100%	(by)
Foster Wheeler (London) Limited	100%	(a)
Foster Wheeler (Nigeria) Limited	100%	(bz)
Foster Wheeler (Phillipines) Corporation	100%	(ca)
Foster Wheeler (Process Plants) Limited	100%	(a)
Foster Wheeler Continental B.V.	100%	(cb)
Foster Wheeler E&C (Malaysia) Sdn. Bhd.	70%	(j)
Foster Wheeler E&C Argentina S.A.	95%	(cc)
Foster Wheeler E&C Limited	100%	(a)
Foster Wheeler Eastern Private Limited	100%	(cd)
Foster Wheeler Energy Corporation	100%	(p)
Foster Wheeler Environmental (UK) Limited	100%	(a)
Foster Wheeler Environmental Company Nigeria Limited	87%	(ce)
Foster Wheeler Europe	100%	(a)
Foster Wheeler Europe B.V.	100%	(cb)
Foster Wheeler Kazakhstan LLP	100%	(cf)
Foster Wheeler Kentz Energy Services DMCC	50%	(cg)
Foster Wheeler Kentz Oil & Gas Services DMCC **	50%	(ch)
Foster Wheeler LLC	100%	(p)
Foster Wheeler Ltd.	100%	(ci)
Foster Wheeler Petroleum Services S.A.E.	100%	(cj)
Foster Wheeler UK Investments Limited	100%	(b)
Foster Wheeler World Services Limited	100%	(a)
FW Hungary Licensing Limited Liability Company	100%	(ck)
FW Industrial Power Brazil Ltda	99%	(cl)
FW Investments Limited	100%	(a)
FW Management Operations, Ltd.	100%	(ci)
FW TURNA S.r.l. *	100%	(cm)
Global Mining Projects and Engineering, S.A. de C.V.	100%	(cn)
Harding Lawson de Mexico S.A. de C.V.	76%	(co)
Hexagon Sociedad Anonima con Consejo de Administracion	51%	(cp)
Ingenious Inc.	76%	(bu)
Ingenious Process Solutions Private Limited	76%	(cq)
James Scott Limited	100%	(b)
JWGUSA Holdings, Inc.	76%	(p)
Kelchner, Inc.	76%	(cr)
KIG Immobilien Beteiligungsgesellschaft mbH (Internal: KIG I GmbH)	100%	(cs)

Amec Foster Wheeler Limited
Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

24 Investments (continued)

	% interest	Registered office
KIG Immobiliengesellschaft mbH & Co. KG (Internal: KIG I KG)	100%	(cs)
Lewis Wind Power Holdings Limited	50%	(ct)
MACTEC E&C International, Inc.	76%	(ba)
MACTEC Environmental Consultants, Inc.	76%	(ba)
MASA Ventures Limited **	100%	(cu)
MDIC Inc.	76%	(cv)
MDM Engineering Group Limited **	100%	(cx)
MDM Engineering Investments Ltd	100%	(cx)
MDM Engineering Projects Ltd	100%	(cy)
MDM Engineering SPRL	100%	(cy)
MDM Projects - Ghana Limited **	100%	(cz)
MDM Projects - Tanzania Limited	100%	(da)
MDM UK Finance Limited **	100%	(a)
Metal and Pipeline Endurance Limited	100%	(a)
Metora S.r.l. *	100%	(ao)
Monenco Jamaica Limited	100%	(h)
Monenco Nigeria Limited	60%	(db)
Montreal Engineering (Overseas) Limited	100%	(h)
Mossel Bay Energy IPP (proprietary) Limited (RF)	90%	(au)
Mustang and Faisal Jamil Al-Hejailan Consulting Engineering Company	55%	(dc)
Mustang International, L.P.	79%	(dd)
Mustang Saudi Arabia Co. Ltd.	76%	(de)
National Nuclear Corporation Limited *	100%	(a)
NDT Systems, Inc.	76%	(bu)
Northam Conip Consorcio, S.A. de C.V.	50%	(ar)
Nuclear Consultants International (Proprietary) Limited *	85%	(df)
Offshore Design Limited **	67%	(b)
OOO Amec Foster Wheeler	100%	(dg)
OPE O&G Asia Pacific Pte. Ltd	100%	(cd)
P.E. Consultants, Inc.	100%	(dh)
Process Plants Suppliers Limited	100%	(a)
PT AGRA Monenco	100%	(h)
PT Amec Foster Wheeler Indonesia	85%	(di)
PT Foster Wheeler O&G Indonesia	90%	(di)
PT Harding Lawson	76%	(h)
PT Simons International Indonesia	100%	(h)
PWR Power Projects Limited *	50%	(a)
Pyeroy Limited *	67%	(dj)
QED International (Kazakhstan) Limited Liability Partnership	100%	(bg)
QED International (UK) Limited	100%	(b)

Amec Foster Wheeler Limited
Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

24 Investments (continued)

	% interest	Registered office
QED International LLC	100%	(bu)
QED International Ltd	100%	(dk)
RHI Talent USA Inc.	76%	(dl)
Rider Hunt International (Alberta) Inc.	100%	(dm)
Rider Hunt International (Malaysia) Sdn Bhd	100%	(dn)
Rider Hunt International (Singapore) Pte Limited	100%	(do)
Rider Hunt International (USA) Inc.	100%	(bu)
Rider Hunt International Limited	100%	(a)
SIE Siam Limited	100%	(dp)
Simons International Engineering Ltd.	100%	(dp)
Simons Pacific Services Pte Ltd.	100%	(dq)
South Kensington Developments Limited	50%	(dr)
Stornoway Wind Farm Limited	50%	(ct)
Swaggart Brothers, Inc.	76%	(ds)
Swaggart Logging & Excavation LLC	76%	(ds)
SZPE Amec Foster Wheeler Co., Ltd	50%	(dt)
Teshmont Consultants Inc.	50%	(du)
Thelco Co.	100%	(r)
Touchstone General Contracting, Engineering Consultancy and Project Management LLC	100%	(dv)
UK Nuclear Restoration Limited	50%	(a)
Wood & BBS Ghana Limited	80%	(dw)
Wood Canada Limited	100%	(dx)
Wood BEE Holdings (Proprietary) Ltd	58%	(au)
Wood Beca Limited	50%	(dy)
Wood Black Cat LLC	49%	(dz)
Wood E&IS GmbH	100%	(ea)
Wood Environment & Infrastructure Solutions, Inc.	76%	(eb)
Wood Eolico Italia S.r.l.	100%	(cm)
Wood Geomatics Limited	75%	(dx)
Wood Group Alaska, LLC	76%	(p)
Wood Group E & PF Holdings, Inc.	76%	(p)
Wood Group PSN, Inc.	76%	(dl)
Wood Group Support Services, Inc	76%	(dl)
Wood Group USA, Inc.	76%	(dd)
Wood Group US Holdings, Inc.	76%	(dl)
Wood Massachusetts, Inc.	76%	(ec)
Wood Minerals Conveyors, Inc.	76%	(ed)
Wood Mining South Africa (PTY) Ltd	100%	(ee)
Wood Nuclear France SAS *	100%	(ef)

Amec Foster Wheeler Limited
Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

24 Investments (continued)

	% interest	Registered office
Wood Nuclear Holdings Limited	100%	(a)
Wood Nuclear Limited *	100%	(a)
Wood Nuclear Slovakia s.r.o. *	100%	(eg)
Wood Programs, Inc.	76%	(ed)
Wood Solare Italia S.r.l.	100%	(cm)
Wood USA Holdings Limited	79%	(bn)

* Sold post year end

** Dissolved post year end

Amec Foster Wheeler Limited
Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

24 Investments (continued)

Registered office address

- (a) Booths Park, Chelford Road, Knutsford, Cheshire, WA16 8QZ, England.
- (b) Ground Floor, 15 Justice Mill Lane, Aberdeen, AB11 6EQ, Scotland.
- (c) 15, Boulevard Friedrich Wilhelm Raiffeisen, L-2411, Luxembourg.
- (d) Suite 2300, Bentall 5, 550 Burrard Street, Vancouver, BC, V6C 2B5, Canada.
- (e) Carlos Salazar, #2333, Colonia Obrera, Monterrey, Nuevo Leon, Mexico.
- (f) c/o Intertrust Services (Schweiz) AG, Alpenstrasse 15, 6300, Zug, Switzerland.
- (g) 15, Boulevard Friedrich Wilhelm Raiffeisen, L-2411, Luxembourg.
- (h) 2020 Winston Park Drive, Suite 700, Oakville, ON, L6H 6X7, Canada.
- (i) 25 de Mayo 596, piso 8º, C1002ABL, Buenos Aires, Argentina.
- (j) Suite 1005, 10th Floor, Wisma Hamzah-Kwong Hing, No. 1, Leboh Ampang, Kuala Lumpur, 50100, Malaysia.
- (k) 511 Congress Street, Ste. 200, Portland, ME, 04101, United States.
- (l) 5008, 50th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong.
- (m) Al Rushaid Petroleum Investment Co. Building, Prince Hamoud Street, PO Box 31685 - Al Khobar 31952, Saudi Arabia.
- (n) 60 Cutler Avenue, Dartmouth, NS, B3B 0J6, Canada.
- (o) Av. Jose Domingo, Canas No 2640, Nunoa, Santiago, 7750164, Chile.
- (p) United Agent Group Inc., 3411 Silverside Road Tatnall Building #104, Wilmington, New Castle County, DE, 19810, United States.
- (q) 13A AJ Marinho Drive, Victoria Island, Lagos, Nigeria.
- (r) 1209, Orange Street, Wilmington, DE, 19801, United States.
- (s) Rua Quitanda 50, 15th floor, Centro, Rio de Janeiro, CEP 20011-030, Brazil.
- (t) 46850 Magellan, Suite 190, Novi, MI, 48377, United States.
- (u) Calle Las Begonias 441, Piso 8, San Isidro, Lima, 27, Peru.
- (v) Avenida Barbosa du Bocage 113-4, Lisboa, 1050-031, Portugal.
- (w) Centro Empresarial Ribeirao Office Tower, Av. Braz Olaia Acosta, 727 - 18 andar - Sl. 1810, Cep. 14026-404 - Jd. California, Ribeirao Preto, Sao Paulo, Brazil.

Amec Foster Wheeler Limited
Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

24 Investments (continued)

- (x) Shiba International Law Offices, 1-3-4-5F Atago, Minatoku, Tokyo, 105-0002, Japan.
- (y) One Marina Boulevard #28-00, Singapore, 018989, Singapore.
- (z) Kucukbakkalkoy Mah, Çardak Sok, No.1A Plaza, 34750 Atasehir, Istanbul, Turkey.
- (aa) Avenida das Americas, n 3.434, Bloco 2, salas 307 e 308, Centro Empresarial Mario Henrique Simonsen, Barra da Tijuca, CEP 22.640-102, Brazil.
- (ab) Cap Limboh, Limbe, BP1280, Cameroon.
- (ac) Ul.Chmielna 85/87, Warsaw, 00-805, Poland.
- (ad) Av. Vasconcelos 453, Colonia del Valle 66220 Nuevo Leon, Monterrey (Estados Unidos de México), Mexico.
- (ae) Calle Gabriel Garcia Marquez, no 2, Parque Empresarial Madrid, Las Rozas, 28232 Las Rozas, Madrid, Spain.
- (af) Majd Business Center, Tower B, P.O. Box 30920, King Faisal Road, Al-Khobar, 31952, Saudi Arabia.
- (ag) Room 401, Floor 4, No, 120 Qixia Road, Pudong New Area, Shanghai, China.
- (ah) Room 204, Building 1, No. 1287, Shangcheng Road, Pudong New District, Shanghai.
- (ai) Lohweg 6, 4054 Basel, Switzerland.
- (aj) PO Box 1469, Postal Code 133, Al-Khuwair, Sultanate of Oman.
- (ak) 14, Place de la Coupole, Charenton-le-Pont, France, 94220.
- (al) 21 Elvetias Street, (First Floor), Agia Paraskevi, 153 42, Greece.
- (am) 6th Floor, Zenith Building, Ascendas IT Park, CSIR Road, Taramani, Chennai 600 113, India.
- (an) Av. Apoquindo 3846, piso 15, Las Condes, Santiago, 7550123, Chile.
- (ao) Via S. Caboto 15, Corsico, 20094, Italy.
- (ap) 1979 Lakeside Parkway, Suite 400, Tucker, GA, 30084, United States.
- (aq) King Plaza, 2nd-4th Floors, Broad Street, Monrovia 10, Liberia.
- (ar) David Alfaro Siqueiros No.104, Piso 2, Colonia Valle Oriente, San Pedro Garza Garcia, Nuevo Leon, C.P. 66269, Mexico.
- (as) 81 Eduardo Mondlane Avenue, Vilanculos District, Province of Inhambane, Mozambique.
- (at) House Number 4, Momotse Avenue, Behind All Saints Anglican Church, Adabraka, PO Box GP 1632, Accra, Greater Accra, Ghana.
- (au) Second Road, Halfway House, P. O. Box 76, Midrand 1685, South Africa.

Amec Foster Wheeler Limited
Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

24 Investments (continued)

(av) Krenova 58, Brno, 60200, Czech Republic.

(aw) 991E Alexandra Road, #01 - 25, 119973, Singapore.

(ax) Meander 251, Arnhem, 6825 MC, Netherlands.

(ay) Ciudad Guatemala, Guatemala.

(az) Prins Bernhardplein 200, Amsterdam, 1097 JB, Netherlands.

(ba) 1105 Lakewood Parkway, Suite 300, Alpharetta, GA, 30009, United States.

(bb) No 3, Hospital Road, PO Box 9289, Lagos, Nigeria.

(bc) KT Building 11F, 14 Yeouidaero, Youngdeungpo-gu, Seoul 07320, Korea (the Republic of).

(bd) 2nd Floor, Al Mutawa Building, Ahmed Al Jaber Street, Sharq, Kuwait City.

(be) No.8.03, 8th Floor, Plaza First Nationwide, 161, Jalan Tun H.S.Lee, 50000 Kuala Lumpur, Malaysia.

(bf) 37 Khojali Street, Baku, AZ1025, Azerbaijan.

(bg) 46 Satpayev St., Atyrau City, Atyrau Oblast, 060011, Kazakhstan.

(bh) Mongol TV Tower-1005, Chinggis Avenue, Sukhbaatar District, 1st khoroo, Ulaanbaatar, Mongolia.

(bi) 40600 Ann Arbor Road E, Suite 201, Plymouth, MI, 48170-4675, United States.

(bj) 2 Eglin Road, Sunninghill, 2157, South Africa.

(bk) 30 Patewood Drive, #200, Greenville, SC, 29615, United States.

(bl) 95/97 Halkett Place, St Helier, JE1 1BX, Jersey, United Kingdom.

(bm) 18th Floor, Western House, 8/10 Broad street, Lagos, Nigeria.

(bn) 22 Havilland Street, St Peter Port, GY1 2QB, Guernsey.

(bo) Rooms 1 and 2, 2nd Floor, No. 59 Strada Grigore Alexandrescu, Sector 1, Bucharest 010623, Romania.

(bp) 1, Lampousas Street, 1095 Nicosia, Cyprus.

(bq) c/o Estera Services (Bermuda) Limited, Victoria Place, 5th Floor, 31 Victoria Street, Hamilton, HM 10, Bermuda.

(br) 453 Planta Alta Del Valle, San Pedro Garza Garcia, Nuevo Leon 66220, Mexico.

(bs) Liebigstr. 1-3, Kaiserslautern, 67661, Germany.

(bt) Unit C-12-4, Level 12, Block C, Megan Avenue II, Wilayah Persekutuan, Wilayah Persekutuan, Kuala Lumpur, 50450, Malaysia.

Amec Foster Wheeler Limited
Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

24 Investments (continued)

- (bu) United Agent Group, 2425 W Loop South #200, Houston, TX, 77027, United States.
- (bv) United Agent Group Inc., 28175 HAGGERTY ROAD, Novi, MI, 48377, United States.
- (bw) Bulevardul Tudor Vladimirescu No. 22, Bldg. Greengate Office, 5th Floor, Room 516, Campus 02, District 5, Bucharest, Romania.
- (bx) Perryville Corporate Park, 53 Frontage Road, PO Box 9000, Hampton, NJ, 08827-90000.
- (by) Suite 1, Burns House, 19 Town Range, Gibraltar.
- (bz) 1 Murtala Muhammed Drive, (Formerly Bank Road), Ikoyi, Lagos, Nigeria.
- (ca) U-7A, 7/F PDCP Bank Centre, V.A. Rufino St. Corner L.P. Leviste St., Salcedo Village, Makati City, PH, 1227.
- (cb) Naritaweg 165, 1043 BW Amsterdam, Netherlands.
- (cc) Paraguay 1866, Buenos Aires, Argentina.
- (cd) 1 Marina Boulevard, #28-00, Singapore 018989.
- (ce) c/o Nwokedi & Co., 21 Ajasa Street, Onikan, Nigeria.
- (cf) app. 27, h. 64, Bostandykskiy district, Abaya Ave., Almaty City, Kazakhstan.
- (cg) PO Box 26593, Unit 3601, Tiffany Tower, Cluster W, Jumeirah Lakes Towers, Dubai, United Arab Emirates.
- (ch) Unit No: 2H-05-230 Jewellery & Gemplex 2, Plot No: DMCC-PH2-J&GPlexS Jewellery & Gemplex, Dubai, United Arab Emirates.
- (ci) Clarendon House, 2 Church Street, Hamilton, HM-11, Bermuda.
- (cj) Al-Amerya General Free Zone, Alexandria, Egypt.
- (ck) Krisztina korut 2-4. I. em. 17, Budapest, Hungary, 1122.
- (cl) Alameda Santos, 1293, Room 63, Cerqueira César, Sao Paulo, 01419-002, Brazil.
- (cm) Via S. Caboto 15, Corsico (Milano), 20094, Italy.
- (cn) Calle Coronado 124, Zona Centro, Chihuahau, Chihuahau, 31000, Mexico.
- (co) Edificio Omega, Campos Eliseos 345, floors 2, 3 & 11, Chapultepec Polanco 11560 Mexico, D.F.
- (cp) c/o Solege, Calle Kenia S/N, Malabo, Equatorial Guinea.
- (cq) 5th Floor, Zenith Building, Ascendas IT Park, CSIR Road, Taramani, Chennai, 600113, India.
- (cr) United Agent Group Inc., 119 E. Court Street, Cincinnati, OH, 45202, United States.

Amec Foster Wheeler Limited
Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

24 Investments (continued)

- (cs) Hammstrasse 6, 04129 Leipzig, Germany.
- (ct) EDF Energy, GSO Business Park, East Kilbride, G74 5PG, Scotland.
- (cu) 1675, 1200, Broadway, Denver, CO, 80202, United States.
- (cv) 2730, Suite 100, Gateway Oaks Drive, Sacramento, Sacramento, CA, 95833, United States.
- (cw) Commerce House, Wickhams Cay 1, P.O. Box 3140, Road Town, Tortola, British Virgin Islands.
- (cx) 1st Floor, Felix House, 24 Dr Joseph Street, Port Louis, Mauritius.
- (cy) 32 Avenue 3Z, Commune de Kasuku, Ville de Kindu, Democratic Republic of Congo.
- (cz) 2nd Floor Cedar House, 13 Samora Machel Road, Asylum Down, Accram, Ghana.
- (da) Plot No. 483, Garden Road, Mikocheni Ward, Kinondoni District, Dar es Salaam, 14112, Tanzania, the United Republic of.
- (db) Ebani House (Marina side), 62 Marina, Lagos, Nigeria.
- (dc) PO Box 9175, Almalaz, Salahuddin Alayoubi Street, Riyadh, 11413, Saudi Arabia.
- (dd) 5444 Westheimer #1000, Houston, Harris County, TX, 77056, United States.
- (de) King Fahad Road, Rakah, Po Box 8145, Al-Khobar, 34225, Saudi Arabia.
- (df) Nr 5, 5th Ave, Melkbos Strand, Cape Town, 7441, South Africa.
- (dg) 113/1, Leninsky Prospekt, 117198, Moscow, Russian Federation.
- (dh) c/o First Island Trust Company Ltd, Suite 308, St. James Court, St. Denis Street, Port Louis, Mauritius.
- (di) Perkantoran Pulo mas Blok VII No. 2, Jl Perintis Kemerdekaan, Pulo Gadung, Jakarta, Timur, Indonesia.
- (dj) Compass Point, 79-87 Kingston Road, Staines, TW18 1DT, England, United Kingdom.
- (dk) c/o Ocorian Corporate Services (Mauritius) Limited, 6th Floor, Tower A, 1 CyberCity, Ebene, 72201, Mauritius.
- (dl) United Agent Group Inc., 8275 South Eastern Av., #200, Las Vegas, NV, 89123, United States.
- (dm) 900 AMEC Place, 801-6th Avenue S.W., Calgary, AB, T2P 3W2, Canada.
- (dn) Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, Wilayah Persekutuan, Wilayah Persekutuan, Kuala Lumpur, 50490, Malaysia.
- (do) 24 Raffles Place, #24-03 Clifford Centre, Singapore, 048621.
- (dp) 91/17 Soi Wattananivet 4, Suthisarnvinijchai Road, Khwaeng Samsennok, Khet Huaykwang, Bangkok Metropolis, Thailand.

Amec Foster Wheeler Limited
Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

24 Investments (continued)

(dq) 8 Marina Boulevard #05-02, Marina Bay Financial Centre, Singapore, 018981, Singapore.

(dr) Portland House, Bickenhill Lane, Solihull, Birmingham, B37 7BQ, England, United Kingdom.

(ds) United Agent Group Inc., 5708 S.E. 136th Avenue, #2, Portland, OR, 97236, United States.

(dt) No. 143 Jinyi Road, Jinshan District, Shanghai, 200540, China.

(du) 1190 Waverley Street, Winnipeg, MB, R3T 0P4, Canada.

(dv) Flat no. 23A, 3rd Floor, near Kahramana Square Anbar Building, District no. 903, Hay Al Karada, Baghdad, Iraq.

(dw) No 4 Momotsa Avenue, Behind All Saints Anglican Church, Adabraka, Accra, Ghana.

(dx) 1900, 520 - 3rd Avenue SW, Calgary, AB, T2P 0R3, Canada.

(dy) Ground Floor, Beca House, 21 Pitt Street, Auckland, 1010, New Zealand.

(dz) 5th Floor Al Aqaria Tower, Building No. 34, Museum Street, Old Salata Area, Street 970, Zone 18, P.O Box No. 24523 Doha, Qatar.

(ea) Weserstrasse 4, Frankfurt am Main, 60329, Germany.

(eb) 1075 Big Shanty Road NW, Suite # 100, Kennesaw, GA, 30144, United States.

(ec) Suite 700, 155 Federal Street, Boston, MA, 02110, United States.

(ed) 818 West Seventh Street, Ste. 930, Los Angeles, CA, 90017, United States.

(ee) Zeelie Office Park, 381 Ontdekkers Road, Floida Park Ext 3, Roodepoort, 1709, South Africa.

(ef) Horizon Sainte Victoire, Bâtiment B, 970 rue René Descartes, Aix en Provence, 13100, France.

(eg) Piestanska 3, Trnava, 917 01, Slovakia.