Company Number 4121721

WSP EUROPEAN HOLDINGS LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2012



WSP EUROPEAN HOLDINGS LIMITED

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WSP EUROPEAN HOLDINGS LIMITED

OFFICERS AND ADVISERS

Directors	C Cole
Company Secretary	G Bisset
Independent Auditors	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors 1 Embankment Place London WC2N 6RH
Registered Office	WSP House 70 Chancery Lane London WC2A 1AF

WSP EUROPEAN HOLDINGS LIMITED

REPORT OF THE DIRECTORS

The directors present their report on the affairs of WSP European Holdings Limited (the "Company") together with the audited financial statements and auditors' report for the year ended 31 December 2012

PRINCIPAL ACTIVITY AND BUSINESS REVIEW

The Company is an intermediate holding company of GENIVAR, an international group of companies supplying specialist management and integrated services in the built and natural environment

On 2 August 2012 the Company's previous ultimate parent company, WSP Group Limited (formerly WSP Group plc), was acquired by GENIVAR UK Limited

Further discussion of the principal activities together with a business review of GENIVAR, which includes the Company, is included in the section entitled "Management's Discussion and Analysis" on pages 71 to 112 of the GENIVAR Inc 2012 Annual Report which does not form part of this report The consolidated financial statements of GENIVAR Inc are available to the public and may be obtained from the GENIVAR website, www genivar com GENIVAR Inc and its subsidiaries are hereinafter collectively referred to as the "Group"

RESULTS AND DIVIDENDS

The Company's profit after tax for the financial year amounted to £501,000 (2011 £7,509,000)

The dividend charge included in the financial statements for the year ended 31 December 2012 reflects an interim dividend paid during the year of £34,000,000 (2011 £7,509,000), representing approximately £97,980 (2011 £21,640) per share

FUTURE OUTLOOK

No significant changes in the activity of the Company are envisaged

SHARE CAPITAL

The issued share capital of the Company as at 31 December 2012 was £347 divided into 347 Ordinary shares of £1 each

Further details of changes in share capital and share premium are given in Note 10

KEY PERFORMANCE INDICATORS

Given the straight forward nature of the business, the Company's directors are of the opinon that analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the Company's business

The development, performance and position of the Group, which includes the Company, is discussed in the section entitled "Management's Discussion and Analysis" on pages 71 to 112 of the GENIVAR Inc 2012 Annual Report which does not form part of this report

DIRECTORS

The directors of the Company who served during the year and up to the date of signing the financial statements were

C Cole
P Gill (resigned 31 October 2012)

The Company maintains directors and officers' liability insurance

PRINCIPAL RISKS AND UNCERTAINTIES

The directors of GENIVAR Inc manage the Group's principal risks (including financial risks) and uncertainties at Group level, rather than on an individual company basis For this reason, the Company's director consider that a discussion of the Group's risk would not be appropriate for an understanding of the performance of WSP European Holdings Limited's business The principal risks and uncertainties of GENIVAR Inc, which include those of the Company, are discussed on pages 101 to 110 of the GENIVAR Inc 2012 Annual Report which does not form part of this report

FINANCIAL INSTRUMENTS

The Company's operations expose it to small levels of financial risk that include the effects of price, credit, liquidity and interest rate risk The Company is reliant on its parent company to manage a number of the key financial risks that may affect its performance The risks are reviewed and monitored throughout the year, using established policies and procedures that have been determined in line with the guidelines issued by the parent company The Company had no currency swaps, derivatives or designated hedging instruments as at 31 December 2012

RESEARCH AND DEVELOPMENT

To deliver innovative solutions and develop its market position the Group maintains research links in many areas that make it possible to apply some of the latest technical solutions to the benefit of its clients The sharing of knowledge and innovations is encouraged through the use of the Group's common databases, intranets and other staff communications Being an intermediate holding company with no trading activity, there is no research and development expenditure incurred in the Company

SUPPLIER PAYMENT POLICY

The Company's terms and conditions of payment are normally agreed with the supplier and the Company seeks to abide by these terms of payments In the absence of any such agreement it is our policy to make payment 60 days after the end of the month in which the supplier's invoice was received

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

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

Company law requires the directors to prepare financial statements for each financial year Under that law the directors have prepared the financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union 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 the loss of the Company for that year In preparing these financial statements the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable IFRSs as adopted by the European Union have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on a going concern basis unless it is inappropriate to presume that the Company will continue in business

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006 They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities

AUDITORS AND DISCLOSURE OF INFORMATION TO AUDITORS

In the case of each Director in office at the date this report is approved, and in accordance with Section 418 of the Companies Act 2006

- so far as the Director is aware, there is no relevant audit information of which the auditors are unaware and
- he has taken all the steps that he ought to have taken in his duty as a director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office

BY ORDER OF THE BOARD



C Cole
Director
12 September 2013

WSP EUROPEAN HOLDINGS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF WSP EUROPEAN HOLDINGS LIMITED

We have audited the financial statements of WSP European Holdings Limited for the year ended 31 December 2012 which comprise the Income Statement, Statement of Comprehensive Income, Balance Sheet, Statement of Changes in Equity, Cash Flow Statement, Accounting Policies and related notes The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As explained more fully in the Statement of Directors' Responsibilities, set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors

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

SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error This includes an assessment of whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements

In addition, we read all the financial and non-financial information in the Directors' report to identify material inconsistencies with the audited financial statements If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report

OPINION ON FINANCIAL STATEMENTS

In our opinion the financial statements

- give a true and fair view of the state of the Company's affairs as at 31 December 2012 and of its profit for the year then ended,
- have been properly prepared in accordance with IFRSs as adopted by the European Union, and
- have been prepared in accordance with the requirements of the Companies Act 2006

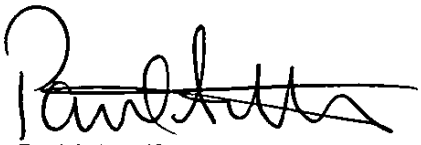
OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006

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

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit



Paul Aitken (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
14/9/2013

WSP EUROPEAN HOLDINGS LIMITED

INCOME STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2012

	Note	2012 £'000	2011 £'000
Other gains/(losses) - net	2	-	-
Operating profit		-	-
Investment income	4	-	7,509
Profit before taxation and interest		-	7,509
Finance costs	3	**(121)**	-
Finance income	3	**742**	-
Profit before taxation		**621**	7,509
Taxation	5	**(120)**	-
Profit for the financial year		**501**	7,509

The above results all relate to continuing activities

The notes on pages 8 to 11 form part of these financial statements

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2012

	2012 £'000	2011 £'000
Profit for the financial year	**501**	7,509
Total comprehensive income for the year	**501**	7,509
Attributable to		
Equity shareholders	**501**	7,509
Total comprehensive income for the year	**501**	7,509

WSP EUROPEAN HOLDINGS LIMITED Company Number 4121721

BALANCE SHEET
AS AT 31 DECEMBER 2012

	Note	2012 £'000	2012 £'000	2011 £'000	2011 £'000
ASSETS					
NON-CURRENT ASSETS					
Investments	7		-		-
			-		-
CURRENT ASSETS					
Trade and other receivables	8	1,392		41,518	
		1,392		41,518	
LIABILITIES					
CURRENT LIABILITIES					
Liabilities for current taxation		(120)		-	
Trade and other payables	9	-		(6,747)	
		(120)		(6,747)	
NET CURRENT LIABILITIES			1,272		34,771
NET ASSETS			1,272		34,771
CAPITAL AND RESERVES					
Called up share capital	10		-		-
Share premium account	10		-		34,600
Retained earnings			1,272		171
TOTAL EQUITY			1,272		34,771

The financial statements set out on pages 5 to 11 were approved by the board of directors and were signed on its behalf by

C Cole
Director
12 September 2013

WSP EUROPEAN HOLDINGS LIMITED

CASH FLOW STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2012

During the current and prior years, and as at 31 December 2011 and 2012, the Company had no cash or cash equivalents

Material non-cash items are disclosed in Note 12

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2012

	Share capital £'000	Share premium account £'000	Retained earnings £'000	Total shareholders' funds £'000	Total equity £'000
At 1 January 2011	-	34,600	171	34,771	34,771
Comprehensive income					
Profit for the year	-	-	7,509	7,509	7,509
Total comprehensive income	-	-	7,509	7,509	7,509
Transactions with owners					
Dividends	-	-	(7,509)	(7,509)	(7,509)
Total contributions by and distributions to owners	-	-	(7,509)	(7,509)	(7,509)
At 1 January 2012	-	**34,600**	**171**	**34,771**	**34,771**
Comprehensive income					
Profit for the year	-	-	501	501	501
Total comprehensive income	-	-	**501**	**501**	**501**
Transactions with owners					
Capital reduction	-	(34,600)	34,600	-	-
Dividends	-	-	(34,000)	(34,000)	(34,000)
Total contributions by and distributions to owners	-	**(34,600)**	**600**	**(34,000)**	**(34,000)**
At 31 December 2012	-	-	**1,272**	**1,272**	**1,272**

1 ACCOUNTING POLICIES

Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union ("IFRS adopted by the EU"), IFRIC interpretations and the Companies Act 2006 applicable to companies reporting under IFRS

The company is a limited company which is incorporated and domiciled in the UK

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

There are no new IFRSs or IFRIC interpretations that are effective for the first time for the financial year that would be expected to have a material impact on the company

At the date of authorisation of these financial statements, the following standards and amendments were in issue but not effective

IFRS 9	Financial instruments
IFRS 12	Disclosures of interests in other entities
IFRS 13	Fair value measurement
IAS 27	Separate financial statements (revised)

The company intends to adopt the new standards and amendments no later than their applicable date, being in each case no later than the accounting period beginning on 1 January 2013, subject to endorsement by the EU The company has yet to assess the full impact of adopting these new standards and amendments

The financial statements have been prepared on the historic cost basis and on a going concern basis

Investments
Investments in group undertakings and joint ventures are stated at cost less any provision for impairment Income from investments is recorded when the right to receive dividends is established

These separate financial statements contain information about WSP European Holdings Limited as an individual company and do not contain consolidated financial information as the parent of a group The company has taken advantage of the exemption provided by section 401 of the Companies Act 2006 not to prepare group financial statements as the results are included in the consolidated accounts of GENIVAR Inc

Dividends
Dividends to the shareholders of the company are recognised in the period that they are approved by the shareholders Interim dividends are recognised in the period that they are paid

Investment income
Investment income comprises dividend income from investments, which is recognised when the company's right to receive payment is established

Impairment of assets
At each balance sheet date, the company assesses whether there is any indication that an asset may be impaired Where an indicator of impairment exists, the company makes an estimate of recoverable amount Where the carrying amount of an asset exceeds its recoverable amount the asset is written down to its recoverable amount Recoverable amount is the higher of fair value less costs to sell and value in use and is determined for an individual asset If the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, the recoverable amount of the cash generating unit to which the asset belongs is determined Discount rates reflecting the asset specific risks and the time value of money are used for the value in use calculation

Current income tax
The tax expense in the year comprises current tax and is recognised in the income statement, as there were no other items recognised as other comprehensive income or directly in equity The income tax charge is calculated on the basis of the laws enacted or substantively enacted at the Balance Sheet date in countries where the Company and its subsidiaries operate and generate taxable income

1 ACCOUNTING POLICIES (continued)

Share capital
Ordinary shares are classified as equity

Sources of estimation uncertainty and significant judgements
The preparation of the financial statements requires the company to make estimates, judgements and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosure of contingent assets and liabilities The directors base their estimates on historical experience and various other assumptions that they believe are reasonable under the circumstances, the results of which form the basis for making judgements about the carrying value of assets and liabilities that are not readily apparent from other sources Actual results may differ from these estimates under different assumptions or conditions

2 OTHER GAINS/(LOSSES) - NET

	2012 £'000	2011 £'000
Gain on disposal of investments	-	6,828
Exchange loss	-	(6,828)
	-	-

3 FINANCE INCOME AND COSTS

	2012 £'000	2011 £'000
Interest expense		
- Interest expense on inter-company loans	(121)	-
Finance costs	**(121)**	-
Finance income		
- Interest income on inter-company loans	742	-
Finance income	**742**	-
Net finance costs	**621**	-

4 PROFIT BEFORE TAXATION

Investment income relates to dividends received from subsidiaries

The audit fee of the Company was borne by another Group company Other than the statutory audit, no other services were provided to the Company by PricewaterhouseCoopers LLP in the year

5 TAXATION

	2012 £'000	2011 £'000
(a) Analysis of charge for the year		
UK corporation tax on profits at 24 5% (2011 26 5%)	120	-
Current taxation	120	-
Total taxation charge - note 4(b)	**120**	-

(b) Factors affecting the tax charge for the current year
The tax charge for the year is lower (2011 lower) than the standard rate of corporation tax in the UK of 24 5% (2011 26 5%) The differences are explained below

	2012 £'000	2011 £'000
Profit before taxation and interest	**621**	7,509
Profit before taxation multiplied by the standard rate of corporation tax in the UK of 24 5% (2011 26 5%)	**152**	1,990
Adjustment arising due to change of tax rates	-	102
Net impact of permanent differences	-	(3,799)
Deferred taxes not recognised	**(32)**	1,707
Total taxation charge	**120**	-

6 DIVIDENDS

Dividends charged to equity in the year are £34,000,000 (2011 £7,509,000), representing approximately £97,980 (2011 £21,640) per share

7. INVESTMENTS

	Investment in subsidiary undertakings £'000
COST	
At 1 January 2011	34,690
Disposal	(34,690)
At 1 January 2012	-
Disposal	-
At 31 December 2012	-
PROVISION	
At 1 January 2011, 2012 and 31 December 2012	-
NET BOOK VALUE	
At 31 December 2011 and 2012	-

The disposal of investment in subsidiary undertakings during the prior year relates to the transfer to another group company of the 100 per cent interest in the ordinary share capital of WSP Europe AB a company registered in Sweden and whose principal activity is as a holding company

At 31 December 2012 the investment in subsidiary undertakings comprised the following

Name of Undertaking	Type of Investment	Country of Incorporation	Proportion of ordinary shares held	Nature of business
Flack + Kurtz EURL	Subsidiary	France	100%	Consulting engineering

8 TRADE AND OTHER RECEIVABLES

	2012 £'000	2011 £'000
Amounts owed by group undertakings	1,392	41,518
	1,392	41,518

The loans are unsecured and are repayable on demand Interest is not charged on trading balances between companies within the Group Non-trading balances between companies in the Group that are not classified as loans are interest free

9 TRADE AND OTHER PAYABLES

	2012 £'000	2011 £'000
Amounts owed to group undertakings	-	6,747
	-	6,747

The loans are unsecured and are repayable on demand Interest is not charged on trading balances between companies within the Group Non-trading balances between companies in the Group that are not classified as loans are interest free

10 SHARE CAPITAL AND SHARE PREMIUM

	Number of shares	Ordinary shares £'000	Share premium £'000	Total £'000
At 1 January and 31 December 2011	347	-	34,600	**34,600**
Capital reduction	-	-	(34,600)	**(34,600)**
At 31 December 2012	347	-	-	**-**

The above table shows the issued share capital As at 31 December the Company's authorised share capital was 1,000 ordinary shares of £1 each (2011 1,000 ordinary shares of £1 each)

On 11 December 2012 the Company approved a resolution for a reduction in capital whereby, in accordance with the terms of Section 642 of the Companies Act 2006, the share premium account was cancelled

All shares rank pari passu in all respects

11 RELATED PARTY TRANSACTIONS

At the balance sheet date the Company owed another member of the Group nil (2011 £6,747,000) and was owed (£1,392,000) (2011 £41,518,000) from members of the Group

The directors and key management do not receive any remuneration from the Company (2011 £nil) There are no employees (2011 None)

12 NON-CASH ITEMS

The following are material non-cash items	2012 £'000	2011 £'000
Reduction in capital	**34,600**	7,509
Dividend to parent	**34,000**	-
Net interest to/from other Group companies	**621**	-

13 FINANCIAL INSTRUMENTS

At 31 December 2012 and 2011 all financial liabilities were denominated in Sterling and were repayable on demand

The Company's objectives when managing capital are to safeguard the company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to reduce the costs of capital Net debt is defined as total current and non-current borrowings less cash and cash equivalents

The Company has no significant concentrations of credit risk The Company has implemented policies that require appropriate credit checks on potential customers before sales commence

There were no outstanding currency swaps or derivatives at 31 December 2012 (2011 £nil) and no designated hedges as defined by IAS 39, 'Financial Instruments Recognition and Measurement' In accordance with IAS 39, the Company has reviewed all contracts for embedded derivatives that are required to be separately accounted for if they do not meet certain requirements No such arrangements have been identified

At 31 December 2012 and 2011 the Company was not exposed to any significant foreign currency risk

14 ULTIMATE PARENT COMPANY AND CONTROLLING PARTY

The ultimate parent undertaking and controlling party of the Company is GENIVAR Inc, a company incorporated in Canada GENIVAR Inc is the only group for which group financial statements including the Company are drawn up The Company has taken advantage of Section 401 of the Companies Act 2006 in not preparing consolidated financial statements for the current year The consolidated financial statements of GENIVAR Inc are available to the public and may be obtained from the GENIVAR website, www genivar com The Company's immediate parent undertaking is WSP Group Holding AB, a company incorporated in Sweden