

Registered number: 07289421

Universe Holdco Limited

Report and Financial Statements

2 October 2020

Universe Holdco Limited

Company Information

Directors	JL Lang DJ Price
Secretary	A Bottaro-Walklet B Taiwo
Auditors	Ernst & Young LLP 1 More London Place London United Kingdom SE1 2AF
Registered office	Aldgate Tower 2 Lemn Street London United Kingdom E1 8FA
Bankers	Bank of America Merrill Lynch 2 King Edward Street London United Kingdom EC1A 1HQ

Universe Holdco Limited

Strategic Report

For the Year Ended 2 October 2020

The Directors present their Strategic Report for the year ended 2 October 2020.

The prior period of 12 months commenced on 29 September 2018 and ceased on 27 September 2019. The current period of 12 months commenced on 28 September 2019 and ceased on 2 October 2020.

Business review

The Company's principal activity in the year under review was that of a holding company and the Company will continue to act in this capacity for the foreseeable future.

During the year, the Company received a dividend from its subsidiary undertaking Universe Bidco Limited of \$108,907,161, and used the proceeds to pay down existing debt.

The Directors have concluded that the use of key performance indicators is not appropriate for the Company and each transaction is assessed individually on its own merits.

The Company is party with fellow group undertakings (see note 15) to a multi-party pooling and cross-guarantee agreement with The Bank of America. Cash balances are not transferred to one central entity but remain within the individual member companies of the pool. Interest is however, calculated on the pooled cash balances.

Principal risks and uncertainties

Being a holding company the principal risks and uncertainties facing the Company relate to the impact of any economic, political and social risks that may impact on the ability of its subsidiaries, fellow group undertakings and related parties to remit dividends and repay debt in the future. These risks are monitored by management in conjunction with the Directors as part of the wider group risk management activities. Steps, such as direct management of subsidiaries, are taken to mitigate risk when deemed appropriate.

The Directors have agreed that there is low credit risk associated with the recoverability of amounts owed by group undertakings.

The principal risk and uncertainty for the Company is broadly classed as liquidity risk:

- **Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities, in the normal course of business and as heightened due to COVID-19. The Company manages liquidity risk via a credit facility made available from a fellow subsidiary undertaking, AECOM Global Ireland Services Limited as part of a group-wide treasury function.

Section 172 statement

The Board of Directors confirm, both individually and in aggregate that they have acted in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole (having regard to the stakeholders and matters set out in points (a) to (f) of section 172(1) of The Companies Act 2006).

The only stakeholders relevant to the Company are its investors/ parent, considering the Company is a 100% owned subsidiary of the AECOM group. The Board regularly and openly engages with AECOM, recognising the importance of effective dialogue and the alignment of our strategy with that of the wider AECOM group.

The Company has a small number of external suppliers, no employees, no external clients, and minimal interactions with the Government.

Strategic Report (continued) **For the Year Ended 2 October 2020**

Principal decisions

This section summarises how regard for investors and subsidiary undertakings has influenced the principal decisions taken by the Directors during the year.

Please note that no specific decisions have been made by the Directors during the year in respect of COVID 19 and BREXIT, which are not considered to have a significant impact on the Company. Further discussion regarding COVID 19 and BREXIT can be found within the Directors' Report.

Transactions involving fellow AECOM group undertakings

During the year the Company may partake in transactions with other AECOM group undertakings, which are typically reviewed by the Directors in conjunction with support from relevant specialists such as tax, finance, legal and treasury to ensure that the transactions are being undertaken in the best interests of the Company's stakeholders.

Such transactions may include:

- New investments in subsidiaries
- Disposals of existing investments in subsidiaries
- The payment of dividends to the parent undertaking
- Injections of capital or capital reductions, or
- Lending activity with other AECOM group undertakings, with the aim of improving the Company's net interest exposure

Further details of the transactions performed during the year can be found within the business review section of this Strategic Report.

On behalf of the Board



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JL Lang
Director
7 May 2021

Directors' Report

For the year ended 2 October 2020

Registered No: 07289421

The Directors present their report for the year ended 2 October 2020.

Results and dividends

The loss for the year after taxation amounted to \$90,939,000 (2019: loss of \$121,631,000). The Directors do not recommend the payment of a dividend (2019: \$nil).

Principal activity

The Company is a subsidiary of AECOM. AECOM is the world's premier infrastructure consulting firm, delivering professional services throughout the project lifecycle – from planning, design and engineering to program and construction management. On projects spanning transportation, buildings, water, energy and the environment, our public and private sector clients trust us to solve their more complex challenges. Our teams are driven by a common purpose to deliver a better world through our unrivalled technical expertise and innovation, a culture of equity, diversity and inclusion, and a commitment to environmental, social and governance priorities.

The Company acts as a parent undertaking on behalf of its ultimate parent for a group of undertakings whose principal activities are that of investment holding. The Company continues to provide parent undertaking services to its subsidiaries. The results for the year are in accordance with expectations.

Financial instruments

The Company finances its activities through equity, borrowings provided by fellow group undertakings. Financial instruments such as inter-company debtors and creditors arise directly from the Company's operating activities. Any risks associated with financial instruments are managed and reviewed at an AECOM group level.

Review of business and future developments

The Directors anticipate that the year ahead will continue to provide opportunities to grow and strengthen the Group's business. In common with 2020, growth is expected to continue to arise through a combination of local and overseas opportunities, winning and executing larger projects in partnership and collaboration with the wider AECOM group. The Directors remain committed to driving down costs and improving efficiency generally across the business.

Recent heightened political and economic uncertainty in the United Kingdom infrastructure market has continued, and growth rates and market sentiment have been impacted by the on-going 'BREXIT' negotiations. Since the referendum decision in 2016, the Board have planned for the potential impact on the UK business. The Directors continue to monitor the implications of BREXIT following the signing of the EU trade deal on 24 December 2020, and the Directors believe that AECOM has a robust strategy in place to minimise downside risk and capitalise on growth opportunities as they arise.

Universe Holdco Limited

Directors' Report (continued)

For the year ended 2 October 2020

Directors of the company

The Directors, who held office during the year and up to the date of this report, were as follows:

JL Lang

DJ Price

No Director has any interest in the shares of the Company or other interests that require disclosure under the Companies Act 2006.

Directors' indemnity insurance is in place for all Directors, subject to the conditions set out in section 234 of the Companies Act 2006. Such indemnity insurance remains in force as at the date of approving the Directors' report.

Going concern

The Directors have received written confirmation of financial support, from the ultimate parent undertaking, AECOM, for a period of 12 months from the date of approval of these financial statements.

The Company's business activities, together with the factors likely to affect its future development, its financial position, financial risk management objectives and its exposures to risks and uncertainties are described in the Strategic Report on page 2. The Company has access to the considerable financial resources of the AECOM Group. After making enquiries, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing these financial statements.

Disclosure of information to the auditors

The Directors who were members of the board at the time of approving the Directors' Report and the Strategic Report are listed on page 1. Having made enquiries of fellow Directors and the Company's auditors, each of these Directors confirms that:

· So far as each person who was a Director at the date of approving this report is aware, there is no information (that is information needed by the Company's auditors in connection with preparing their report) of which the Company's auditors are unaware; and

· Each Director has taken all the steps that they are obliged to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

On behalf of the Board



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JL Lang

Director

7 May 2021

Statement of Directors' Responsibilities

For the year ended 2 October 2020

The Directors are responsible 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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

Independent Auditor's Report to the Member of Universe Holdco Limited

Opinion

We have audited the financial statements of Universe Holdco Limited (the 'Company') for the year ended 2 October 2020, which comprise the Profit and Loss Account, Balance Sheet, Statement of Changes in Equity, and the related notes 1 to 18, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 101 'Reduced Disclosure Framework' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 2 October 2020 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the 'Auditor's responsibilities for the audit of the financial statements' section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The Directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Independent Auditor's Report to the Member of Universe Holdco Limited (continued)

Opinion on other matter prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of our knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report and the Directors' Report.

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.

Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities set out on page 6, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for 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 the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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 an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a 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 the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Independent Auditor's Report to the Member of Universe Holdco Limited (continued)

Use of our report

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.

Ernst & Young LLP

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Oxana Dorrington (Senior Statutory Auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
London

7 May 2021
Date:.....

Universe Holdco Limited

Profit and Loss Account For the year ended 2 October 2020

	Notes	2020 \$ 000	2019 \$ 000
Administrative expenses		<u>(39)</u>	<u>(38)</u>
Operating loss		(39)	(38)
Income from shares in group undertakings	8	108,907	2
Interest receivable and similar income	6	246	227
Interest payable and similar charges	7	(13,059)	(20,416)
Impairment charge on fixed asset investments	10	<u>(186,994)</u>	<u>(101,455)</u>
Loss on ordinary activities before taxation		(90,939)	(121,680)
Tax income on loss on ordinary activities	9	<u>-</u>	<u>49</u>
Loss for the financial year		<u>(90,939)</u>	<u>(121,631)</u>

All amounts relate to continuing activities.

The Company has no other recognised Comprehensive Income and therefore no separate Statement of Comprehensive Income has been presented. Total Comprehensive Income for the financial year was a loss of \$90,939,000 (2019: loss of \$121,631,000).

Universe Holdco Limited

Statement of Changes in Equity For the year ended 2 October 2020

	Share capital \$ 000	Share premium \$ 000	Accumulated losses \$ 000	Total equity \$ 000
At 29 September 2018	86,676	3,241	(169,943)	(80,026)
Total comprehensive losses for the year	<u>-</u>	<u>-</u>	<u>(121,631)</u>	<u>(121,631)</u>
At 27 September 2019	<u>86,676</u>	<u>3,241</u>	<u>(291,574)</u>	<u>(201,657)</u>
	Share capital \$ 000	Share premium \$ 000	Accumulated losses \$ 000	Total equity \$ 000
At 28 September 2019	86,676	3,241	(291,574)	(201,657)
Total comprehensive losses for the year	<u>-</u>	<u>-</u>	<u>(90,939)</u>	<u>(90,939)</u>
At 2 October 2020	<u>86,676</u>	<u>3,241</u>	<u>(382,513)</u>	<u>(292,596)</u>

Universe Holdco Limited

Balance Sheet At 2 October 2020

	Notes	2 October 2020 \$ 000	27 September 2019 \$ 000
Fixed assets			
Investments	10	<u>14</u>	<u>187,008</u>
Current assets			
Debtors	11	-	46
Cash at bank and in hand		<u>4,620</u>	<u>4,380</u>
		<u>4,620</u>	<u>4,426</u>
Creditors: amounts falling due within one year	12	<u>(157,122)</u>	<u>(142,128)</u>
Net current liabilities		<u>(152,502)</u>	<u>(137,702)</u>
Total assets less current liabilities		<u>(152,488)</u>	<u>49,306</u>
Creditors: amounts falling due after more than one year	13	<u>(140,108)</u>	<u>(250,963)</u>
Net liabilities		<u>(292,596)</u>	<u>(201,657)</u>
Capital and reserves			
Called up share capital	14	86,676	86,676
Share premium account		3,241	3,241
Accumulated losses		<u>(382,513)</u>	<u>(291,574)</u>
Total equity		<u>(292,596)</u>	<u>(201,657)</u>

These financial statements were approved by the Board on 7 May 2021 and signed on its behalf by:



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JL Lang
Director

Notes to the Financial Statements At 2 October 2020

1 Authorisation of financial statements and statement of compliance with FRS 101

The financial statements of Universe Holdco Limited (the Company) for the year ended 2 October 2020 were authorised for issue by the Board on 7 May 2021 and the balance sheet was signed on the Board's behalf by JL Lang. The Company is incorporated and domiciled in England and Wales.

These financial statements were prepared in accordance with applicable law and United Kingdom Accounting Standards, including FRS 101 'Reduced Disclosure Framework' (United Kingdom Generally Accepted Accounting Practice).

The Company's financial statements are presented in US Dollars (\$), which is also the Company's functional currency, and all values are rounded to the nearest thousand dollars (\$ 000) except when otherwise indicated.

The Company has taken advantage of the exemption under s401 of the Companies Act 2006 not to prepare group accounts as it is a wholly owned subsidiary of AECOM, a Company incorporated in the USA. Therefore, the financial statements present information about the Company as an individual undertaking and not about its group.

The results of the Company are included in the consolidated financial statements of AECOM which are available from 300 South Grand Avenue, 9th Floor, Los Angeles, California, 90071, United States of America. This is the smallest and largest group of which the Company is a member and for which consolidated financial statements are prepared.

The principal accounting policies adopted by the Company are set out in note 3.

2 Judgements and key sources of estimation uncertainty

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of the estimation means the actual outcomes could differ from those estimates.

The following judgments and estimates have had the most significant impact on amounts recognised in the financial statements:

(a) Investments

The Company has non-current assets in the form of investments in subsidiaries. The Company determines on an annual basis whether there are any conditions, either internal or external to the Company, that may indicate that the carrying value of any those assets is impaired and whether a full impairment exercise is required to be carried out.

Where indications of impairment exist, the carrying value of certain investments is supported by models used to calculate the value in use of the underlying businesses. These models have a range of inputs including revenue growth and discount rates which are subject to significant uncertainty.

Notes to the Financial Statements At 2 October 2020 (continued)

3 Significant accounting policies

3.1 Basis of preparation

These financial statements were prepared in accordance with FRS 101 and under historical cost accounting rules for all years presented, unless otherwise stated.

The accounts have been prepared on a going concern basis. Note 3.4 sets out the Directors' considerations on the potential impact of Coronavirus (COVID-19) and why, as a result of those considerations, they continue to adopt the going concern basis in preparing these financial statements.

The accounting policies which follow set out those policies which apply in preparing the financial statements for the year ended 2 October 2020.

3.2 Summary of disclosure exemptions

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- i. The requirements of IFRS 7 Financial Instruments: Disclosures;
- ii. The requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement;
- iii. The requirement in paragraph 38 of IAS 1 Presentation of Financial Statements to present comparative information in respect of paragraph 79(a)(iv) of IAS 1;
- iv. The requirements of paragraphs 10(d), 16, 111 and 134-136 of IAS 1 Presentation of Financial Statements;
- v. The requirements of IAS 7 Statement of Cash Flows;
- vi. The requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;
- vii. The requirements of paragraphs 17 and 18A of IAS24 Related Party Disclosures;
- viii. The requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is a wholly owned by such a member; and
- ix. The requirements of paragraphs 130(f)(ii) and 130(f)(iii) of IAS 36 Impairment of Assets.

Notes to the Financial Statements At 2 October 2020 (continued)

3 Significant accounting policies (continued)

3.3 New standards, amendments and IFRIC interpretations

IFRS 16 supersedes IAS 17 Leases. IFRS 16 Leases is a new accounting standard that is effective for the year ended 2 October 2020. IFRS 16 has not had an impact on the Company given that it has no leases. There are no other amendments to accounting standards or IFRIC interpretations that are effective for the year ended 2 October 2020 which have had a material impact on the Company.

3.4 Going concern

The Directors have received written confirmation of financial support, from the ultimate parent undertaking, AECOM, for a period of 12 months from the date of approval of the financial statements. The Board is required to consider the availability of resources to meet the Company's liabilities for a period of twelve months from the date of approval of these financial statements. When performing the going concern assessment, the Board have considered that there has been a global outbreak of COVID-19 which the World Health Organization declared a "Public Health Emergency of International Concern". The impact associated with this public health emergency, has resulted in numerous deaths, adversely impacted global commercial activity and contributed to significant volatility in certain equity and debt markets. The global impact of the outbreak is rapidly evolving, and many countries have reacted by instituting quarantines, prohibitions on travel and the closure of offices, businesses, schools, retail stores and other public venues. Businesses are also implementing similar precautionary measures. Across the globe, the general uncertainty surrounding the dangers and impact of COVID-19, are creating significant disruption in supply chains and economic activity and is having a particularly adverse impact on transportation, hospitality, tourism, entertainment and other industries. The impact of COVID-19 has led to significant volatility and declines in the global public equity markets and it is uncertain how long this volatility will continue. As COVID-19 continues to spread, the potential impacts, including a global, regional or other economic recession, are increasingly uncertain and difficult to assess.

For the AECOM Group, the most significant potential impact on financial results and cashflows resulting from COVID-19 is in relation to project delivery, however the Group has not experienced any material project cancellations to date, with most of its projects having been deemed essential and therefore continuing to progress.

In supporting the going concern assessment, considering the Company is part of a Group-wide treasury function, the Board has assessed whether the Company will be able to meet its liabilities as and when they fall due for a period of at least twelve months from the date of approval of the Company's financial statements. The Board acknowledges the general uncertainty provided by COVID-19 and as such has obtained a written confirmation of financial support from its ultimate parent undertaking, AECOM for a period of 12 months from the date of approval of these financial statements. The Directors, having made the relevant enquiries and having reviewed the AECOM's publicly available financial position in its latest Q1 2021 filings, indicating that the AECOM Group is in a strong financial position with significant amounts of liquid assets available, are therefore satisfied that the ultimate parent undertaking has adequate resources to provide any support to the Company if it is needed. As at 31 December 2020, AECOM, as per its Form 10Q for the first quarter ended 31 December 2020, had \$1.2 billion of cash and cash equivalents, and \$1.3 billion of undrawn revolving credit facility.

Notes to the Financial Statements

At 2 October 2020 (continued)

3 Significant accounting policies (continued)

3.4 Going concern (continued)

As a result the Directors have a reasonable expectation that, given the minimal contractual cash outflow requirements that the Company currently has, and the existing parent support letter, the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing these financial statements.

3.5 Other income and expenses

(a) Interest receivable and payable

Interest income and expense is recognised as interest accrues using the effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to its net carrying amount.

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

(b) Dividend income

Income is recognised when the Company's right to receive payment is established.

3.6 Investments

The Company has investments in subsidiaries which are carried at historical cost less accumulated impairment losses, where applicable.

The carrying values of investments are reviewed for impairment in periods when events or changes in circumstances indicate the carrying value may not be recoverable.

Notes to the Financial Statements At 2 October 2020 (continued)

3 Significant accounting policies (continued)

3.7 Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If such indication exists, or when annual impairment testing for an asset is required, the Company makes an estimate of the asset's recoverable amount in order to determine the existence and extent of the impairment loss. An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. Impairment losses on continuing operations are recognised in the profit and loss account.

For assets where an impairment loss subsequently reverses, the carrying amount of the asset or cash generating unit is increased to the revised estimate of the recoverable amount, not to exceed the carrying amount that would have been determined, net of depreciation or amortisation, had no impairment losses been recognised for the asset or cash-generating unit in the prior years. A reversal of impairment loss is recognised immediately in the profit and loss account.

3.8 Impairment of financial assets

The Company assesses at each reporting date whether there is objective evidence that a financial asset or group of financial assets is impaired. Refer to note 3.11.

3.9 Income taxes

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted by the balance sheet date.

Deferred taxation is recognised on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred income tax assets are recognised only to the extent that it is probable that taxable profits will be available against which the deductible temporary differences, carried forward tax credits or tax losses can be utilised.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date. Deferred income tax assets and liabilities are offset only if a legally enforcement right exists to set off current tax assets against current tax liabilities, the deferred income taxes relate to the same taxation authority and that authority permits the company to make a single net payment.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply when the related asset or liability is settled, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Notes to the Financial Statements At 2 October 2020 (continued)

3 Significant accounting policies (continued)

3.9 Income taxes (continued)

Income tax is charged or credited to other comprehensive income if it relates to items that are charged or credited to other comprehensive income. Similarly, income tax is charged or credited to equity if it relates to items that are charged or credited direct to equity. Otherwise income tax is recognised in the profit and loss account.

3.10 Foreign currencies

The Company's financial statements are presented in US Dollars which is also the Company's functional currency. Transactions in foreign currencies are initially recorded into the Company's functional currency by applying the spot exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rates of exchange ruling at the balance sheet date with exchange gains and losses dealt with through the profit and loss account.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of the initial transaction.

3.11 Other receivables and amounts owed by group undertakings

Other debtors are recognised and carried at the lower of their original invoiced value and recoverable amount. Where the time value of money is not material, receivables are carried at amortised cost.

Amounts owed by group undertakings are recognised and carried at the lower of their original invoiced value and recoverable amount. Where the time value of money is not material, receivables are carried at amortised cost. To measure the expected credit losses, the Company assesses recoverability at each reporting period end date using historical experience and depending on whether those receivables are due on demand (12 month expected loss allowance), or where not due on demand, whether a significant increase in credit risk has occurred since original recognition of the instrument (lifetime expected loss allowance).

Notes to the Financial Statements At 2 October 2020 (continued)

3 Significant accounting policies (continued)

3.12 Financial instruments

(a) Financial assets

Recognition and measurement

Financial assets within the scope of IFRS 9 are classified as financial assets at fair value through profit or loss, financial assets at fair value through other comprehensive income, or financial assets at amortised cost. The classification depends on the purpose for which the financial assets were acquired. The Company recognises financial assets in the Balance Sheet when, and only when, it becomes party to the contractual provisions of the financial instrument. The Company determines the classification of its financial assets at initial recognition.

The Company's financial assets include cash and amounts owed by group undertakings. All financial assets are recognised initially at fair value plus directly attributable transaction costs, then subsequently measured at amortised cost using the effective interest (EIR) method, less any impairment, or at fair value.

As the Company's financial assets are all held within a business model whose objective is to collect the contractual cash flows and the contractual terms give rise to cash flows that are solely payments of principal and interest, all are classified as financial assets at amortised cost.

Derecognition

The Company derecognises a financial asset when:

- the contractual rights to the cash flows from the asset expire;
- it transfers the right to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the asset are transferred; or
- the Company neither retains nor transfers substantially all of the risks and rewards of ownership and it does not retain control of the asset.

(b) Financial liabilities

Recognition and measurement

Financial liabilities within the scope of IFRS 9 are classified as financial liabilities at fair value through profit or loss or financial liabilities at amortised cost. The Company recognises financial liabilities in the Balance Sheet when, and only when, it becomes party to the contractual provisions of the financial instrument. The Company determines the classification of its financial liabilities at initial recognition.

The Company's financial liabilities include amounts owed to group undertakings. All financial liabilities are recognised initially at fair value, plus directly attributable transaction costs, then subsequently measured at amortised cost using the effective interest method.

Derecognition

The Company derecognises a financial liability when its contractual obligations are discharged, cancelled or expire.

Notes to the Financial Statements

At 2 October 2020 (continued)

3 Significant accounting policies (continued)

3.12 Financial instruments (continued)

(c) Offsetting financial assets and financial liabilities

Financial assets and financial liabilities are only offset and the net amount reported in the Balance Sheet if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

3.13 Cash and cash equivalents

Cash comprises cash on hand and on demand deposits.

4 Auditors' remuneration

The Company paid the following amounts to its auditors in respect of the audit of the financial statements and for other non-audit services provided to the Company:

	2020	2019
	\$ 000	\$ 000
Audit of the financial statements of the Company	7	7
Non audit services: Taxation compliance services	<u>2</u>	<u>2</u>
	<u>9</u>	<u>9</u>

Universe Holdco Limited

Notes to the Financial Statements

At 2 October 2020 (continued)

5 Staff costs and directors' remuneration

The Company has no employees (2019: no employees).

Directors' remuneration is borne by other companies within the AECOM group and not specifically recharged. The Directors do not consider it is practicable to allocate remuneration received between qualifying services provided to the Company and other services provided to the AECOM group of companies.

6 Interest receivable and similar income

	2020 \$ 000	2019 \$ 000
Interest income on bank deposits	<u>246</u>	<u>227</u>
	<u>246</u>	<u>227</u>

7 Interest payable and similar expenses

	2020 \$ 000	2019 \$ 000
Interest payable to group undertakings	13,059	20,402
Foreign currency losses	<u>-</u>	<u>14</u>
	<u>13,059</u>	<u>20,416</u>

8 Income from shares in group undertakings

	2020 \$ 000	2019 \$ 000
Income from group undertakings	<u>108,907</u>	<u>2</u>

During the year, the Company received a dividend from its subsidiary undertaking Universe Bidco Limited of \$108,907,000.

Universe Holdco Limited

Notes to the Financial Statements At 2 October 2020 (continued)

9 Taxation

(a) Tax charged or credited in the profit and loss account

The tax credit charge / (credit) is made up as follows:

	2020 \$ 000	2019 \$ 000
Current income tax:		
UK corporation tax	-	-
Amounts overprovided in previous years	-	(49)
Total current income tax	<u>-</u>	<u>(49)</u>
Deferred tax:		
Origination and reversal of temporary differences	-	-
Amounts underprovided/(overprovided) in previous years	-	-
Impact of change in tax laws and rates	-	-
Total deferred tax	<u>-</u>	<u>-</u>
Tax income in the profit and loss account	<u>-</u>	<u>(49)</u>

(b) Reconciliation of the total tax charge / (credit)

The tax on the loss for the year differs from the standard rate of corporation tax in the UK of 19% (2019: 19%). The differences are explained below:

	2020 \$ 000	2019 \$ 000
Loss from continuing activities before tax	<u>(90,939)</u>	<u>(121,680)</u>
Loss multiplied by standard rate of corporation tax in the UK of 19% (2019: 19%)	(17,278)	(23,119)
Effects of:		
(Income)/expenses not deductible for tax purposes	(20,692)	20,937
Income not taxable	35,948	-
Deferred tax not recognised	2,062	1,982
Group relief received for nil payment	(40)	(33)
Changes in tax laws and rates	-	233
Amounts overprovided in previous years	-	(49)
Total tax income reported in the profit and loss account	<u>-</u>	<u>(49)</u>

Universe Holdco Limited

Notes to the Financial Statements At 2 October 2020 (continued)

9 Taxation (continued)

(b) Reconciliation of the total tax charge / (credit) (continued)

A deferred tax asset of \$11,102,000 (2019: \$8,093,000) in respect of tax losses has not been recognised, however, this asset may be recovered if relevant profits, against which this timing difference can be offset, arise in future periods. These assets do not have an expiry date.

(c) Factors affecting future tax charges

In a prior year the UK Government had announced and enacted a reduction in the main rate of UK corporation tax from 19% to 17%, to take effect from 1 April 2020. In March 2020, the UK Government announced that that rate reduction would not go ahead and the rate would remain at 19%. This change was enacted before the balance sheet date, and the impact has been reflected in these financial statements. On 3 March 2021 the UK Government announced an increase in the main rate of UK corporation tax from 19% to 25% from 1 April 2023. This change was not enacted before the balance sheet date.

10 Investments

(a) Subsidiaries

	\$ 000
Cost:	
At 27 September 2019	352,246
At 2 October 2020	352,246
Provision for impairment:	
At 27 September 2019	165,238
Charge in year	186,994
At 2 October 2020	352,232
Net book value:	
At 2 October 2020	14
At 27 September 2019	187,008

A full list of the Company's subsidiaries is included as note 18 to these accounts.

An impairment charge of \$186,994,000 (2019: \$101,455,000) has been recognised in relation to certain investments where the recoverable amount has been identified as being lower than the carrying value.

Universe Holdco Limited

Notes to the Financial Statements At 2 October 2020 (continued)

10 Investments (continued)

(a) Subsidiaries (continued)

The carrying value of certain investments have been written down to either the net asset value or the value in use of the underlying businesses where the Directors believe appropriate, based on their knowledge of the global group's future plans. The Directors believe that the carrying values of investments at 2 October 2020 are supported by their underlying net assets, or value in use.

In measuring value in use, the discount rate used reflects current assessments of the time value of money and the risks specific to the asset. An impairment reversal is recognised when the risks and factors have changed and the impairment charge is no longer required. Where an impairment charge has been recorded based on value in use, the range of post-tax discount rates applied to the cash flows of the underlying businesses were 9.5% - 13.5% (2019: 10% - 14%). Had a pre-tax rate been applied, the range would have been 14.5 - 22.5% (2019: 16.5 - 22%).

11 Debtors

	2 October 2020 \$ 000	27 September 2019 \$ 000
Other debtors	-	46
	<u>-</u>	<u>46</u>

Other debtors comprises amounts relating to tax losses that have been, or will be, surrendered to group and related party undertakings under standard group relief provisions. Some of the balances may be settled in more than 12 months.

12 Creditors: amounts falling due within one year

	2 October 2020 \$ 000	27 September 2019 \$ 000
Amounts owed to group undertakings	157,108	142,116
Accruals and deferred income	14	12
	<u>157,122</u>	<u>142,128</u>

Amounts owed to group undertakings are unsecured and comprise loans from fellow group undertakings. Interest is payable at a commercial rate equivalent to 3.5% (2019: 3.5%) above the 3 month USD rate offered in the London interbank market (LIBOR). The principal is due for repayment within the next 12 months. This loan was disclosed within amounts due after more than one year in the prior year.

All other balances are unsecured, due on demand and non-interest bearing.

Amounts owed to group undertakings above represent balances owed to fellow AECOM entities that are wholly owned subsidiaries of the ultimate parent undertaking.

Universe Holdco Limited

Notes to the Financial Statements At 2 October 2020 (continued)

13 Creditors: amounts falling after more than one year

	2 October 2020 \$ 000	27 September 2019 \$ 000
Amounts owed to group undertakings	<u>140,108</u>	<u>250,963</u>

Amounts owed to group undertakings above represent balances owed to fellow AECOM entities that are wholly owned subsidiaries of the ultimate parent undertaking.

Amounts owed to group undertakings are unsecured and comprise loans from fellow group undertakings. Interest is payable at a commercial rate equivalent to 2.75% (2019: 2.75%) above the 3 month USD rate offered in the London interbank market (LIBOR). The principal is due for repayment April 2022.

14 Called up share capital

Allotted, called up and fully paid shares

	2020		2019	
	No.	\$ 000	No.	\$ 000
Ordinary shares of £1 (2019: £1) each	<u>53,540,352</u>	<u>86,676</u>	<u>53,540,352</u>	<u>86,676</u>

The Ordinary shares rank equally in terms of rights to vote, dividend entitlement, and rights on winding up.

There are no restrictions on the distribution of dividends or the repayment of capital. Any dividends declared are at the discretion of the Directors.

15 Commitments

At 2 October 2020, the Company had no capital commitments (2019: nil).

The company is party with fellow group undertakings, Montgomery Insurance Company Inc, Trimco Insurance Company Inc, AECOM Global Holdings UK Limited, AECOM Intercontinental Holdings UK Limited and Universe Holdco Limited to a multi-party pooling and cross-guarantee agreement with The Bank of America. The pool leader is AECOM Intercontinental Holdings UK Limited. Cash balances are not transferred to one central entity but remain within the individual member companies of the pool. Interest is however, calculated on the pooled cash balances. As at 2 October 2020, the net pool balance is in credit.

Universe Holdco Limited

Notes to the Financial Statements At 2 October 2020 (continued)

16 Related party transactions

During the year the Company entered into transactions in the ordinary course of business, with related parties. The Company has taken advantage of the exemption under paragraph 8(k) of FRS 101 not to disclose transactions with fellow wholly owned subsidiaries.

The company received \$46,000 (2019: \$296,000) from the surrender of losses to related parties that are not wholly owned by AECOM.

17 Ultimate parent undertaking and controlling party

The Company's immediate parent is AECOM Intercontinental Holdings UK Limited, incorporated in England and Wales.

The Company's ultimate parent undertaking is AECOM which is incorporated in the United States of America. The Company's results are included within the consolidated financial statements of AECOM which are publicly available from 300 South Grand Avenue, 9th Floor, Los Angeles, California, 90071, United States of America.

18 Shares in group undertakings: list of subsidiaries, associates and joint ventures

The following is a list of all subsidiaries, associates and joint ventures held either directly or indirectly by Universe Holdco Limited as at 2 October 2020. All entities operate in the professional technical management support, engineering and construction services sector.

Name	Registered address	Percentage ordinary shares held by the group
Universe Bidco Limited	Aldgate Tower 2 Leman Street.London E1 8FA United Kingdom	100%
AECOM Netherlands BV	Oude Middenweg 17, (HNK Den Haag), 2491AC 's-GravenhageNetherlands	100%
URS Corporation Group Limited	Aldgate Tower 2 Leman Street.London E1 8FA United Kingdom	100%
Basing View Investments Limited	Aldgate Tower 2 Leman Street.London E1 8FA United Kingdom	100%
Cameron Taylor Group Limited	Aldgate Tower 2 Leman Street.London E1 8FA United Kingdom	100%

Universe Holdco Limited

Notes to the Financial Statements At 2 October 2020 (continued)

18 Shares in group undertakings: list of subsidiaries, associates and joint ventures (continued)

DGP International Limited	Aldgate Tower 2 Leman Street.London E1 8FA United Kingdom	100%
AECOM Corporation Holdings (UK) Limited	Aldgate Tower 2 Leman Street.London E1 8FA United Kingdom	100%
UAB "URS Lithuania"	Vytenio g.9/25, Vilnius, LT-13113, Lithuania	100%
URS Europe Limited	Aldgate Tower 2 Leman Street.London E1 8FA United Kingdom	100%
URS United Process Limited	Aldgate Tower 2 Leman Street.London E1 8FA United Kingdom	100%
Cameron Taylor Consulting Limited	Aldgate Tower 2 Leman Street.London E1 8FA United Kingdom	100%
CTG (1999) Limited	Aldgate Tower 2 Leman Street.London E1 8FA United Kingdom	100%
QuBE Planning Limited	Aldgate Tower 2 Leman Street.London E1 8FA United Kingdom	100%
Scott Wilson (Redtree) Ltd	Aldgate Tower 2 Leman Street.London E1 8FA United Kingdom	100%
Scott Wilson C A Ltd	17 Bond Street, St. Helier JE2 3NP, Jersey	100%
AECOM Consulting Services Ltd	38th Floor Metroplaza, Tower 1, 223 Hing Fong Road, Kwai Fong, New Territories, Hong Kong	100%
AECOM URS Italia SpA	Via G. Watt, 27, Milano 20143, Italy	100%
Thorburn Colquhoun Holdings Limited	City Point 2, 25 Tyndrum Street, Glasgow, G4 0JY, United Kingdom	100%
Woodward-Clyde Limited	City Point 2, 25 Tyndrum Street, Glasgow, G4 0JY, United Kingdom	100%
AECOM URS Espana SL	calle Alfonso XII, Numero 62, 5 Planta, Madrid 28014, Spain	100%

Universe Holdco Limited

Notes to the Financial Statements At 2 October 2020 (continued)

18 Shares in group undertakings: list of subsidiaries, associates and joint ventures (continued)

AECOM Belgium BVBA	Maria Theresiastraat 34a, Leuven 3000, Belgium	100%
URS Corporation Limited	City Point 2, 25 Tyndrum Street, Glasgow, G4 0JY, United Kingdom	100%
AECOM France SAS	10 Place de Belgique, La Garenne-Colombes 92250, France	100%
AECOM SUISSE GMBH	Ringstrasse 2, 4600 Olten, Solothurn, Switzerland	100%
AECOM Malta Ltd	93, Mill Street, Qomi 3102, Malta	100%
AECOM Nordic AB	Löfströms alle 5, SUNDBYBERG, Stockholms län, Sundbyberg 172 66, Sweden	100%
AECOM Polska Sp z o o	Puławska Street 2, Warszawa 02-566, Poland	100%
Cameron Taylor One Limited	Aldgate Tower 2 Leman Street.London E1 8FA United Kingdom	100%
Cameron Taylor Resources Limited	Aldgate Tower 2 Leman Street.London E1 8FA United Kingdom	100%
URS Qatar LLC	PO Box 22108, Doha, Qatar	100%
Scott Wilson Piesold Limited	Aldgate Tower 2 Leman Street.London E1 8FA United Kingdom	100%
Scott Wilson Railways Limited	Aldgate Tower 2 Leman Street.London E1 8FA United Kingdom	100%
Scott Wilson Scotland Limited	Aldgate Tower 2 Leman Street.London E1 8FA United Kingdom	100%
URS Poland Sp Zoo	Domaniewska 34a Street,02-672 Warszawa, Poland	100%
AECOM Schiphol PMCM	Oude Middenweg 17 (HNK Den Haa 2491AC) The Hague, Netherlands	50%

Universe Holdco Limited

Notes to the Financial Statements At 2 October 2020 (continued)

18 Shares in group undertakings: list of subsidiaries, associates and joint ventures (continued)

Benaim Enterprises (Holdings) Limited	c/o SG Financial Services Limited, 4th Floor, C.A. Building, 19, Poudrière Street, Port Louis, Mauritius	100%
Benaim Limited	38th Floor, Metroplaza Tower 1, 223 Hing Fong Road, Kwai Fong, New Territories, Hong Kong	100%
FSWPE Consulting Sdn Bhd	3rd Floor, Sved Kechik Foundation Building, Jalan Kapas, Bangsar, Kuala Lumpur, 59100	100%
Scott Wilson (Chongqing) Engineering Consultancy Co Ltd	35/F, Metropolitan Oriental Plaza, 68 Zourong Road, Yuzhong District, 400010, China	60%
Scott Wilson International Ltd	Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda	100%
Scott Wilson Piesold Zambia Limited	Plot No. 24 Enos Chomba Avenue, PO Box 22496, Kitwe, Zambia	75%
Scott Wilson (Shanghai) Ltd	9F-12F, #7 Building, Corporate Avenue, Shanghai KIC, No. 500 Zhengli Road, Yangpu District, 200433, China	100%
Scott Wilson South Africa (Proprietary) Ltd	4th Floor Aloe Grove, 196 Louis Botha Avenue, Houghton Estate, 2198, South Africa	100%
Scott Wilson (Tianjin) Engineering Consultants Company Limited	14th Floor, 76 Weijinnan Road, Nankai District, 300381, China Registration Address: No. 132, Sigongli Street, Hai, Tianjin)	51%
SWT 123 Limited	8/F, Tower 2, Grand Central Plaza, 138 Shatin Rural Committee Road, Shatin, N.T., Hong Kong	100%
URS Consulting (Malaysia) Sdn Bnd	2nd Floor, Syed Kechik Foundation Building, Jalan Kapas, Bangsar, Wilayah Persekutuan, Kuala Lumpur, 59100, Malaysia	100%

Notes to the Financial Statements
At 2 October 2020 (continued)

18 Shares in group undertakings: list of subsidiaries, associates and joint ventures (continued)

URS Macau Limited	Avenida Da Praia Grande, No 409, China Law Building, 210 Andar, EM, Macau	100%
URS (Thailand) Ltd	53 Sivatel Tower, 9th Floor, Wireless Road, Pathumwan Bangkok 10330, Thailand	100%