

**Directors' Report and
Financial Statements for the Year Ended 31 December 2013
For
Genesis Oil & Gas Consultants Limited**

MONDAY



L3BNM4C3

LD5

07/07/2014

#119

COMPANIES HOUSE

Company Information

For the year ended 31 December 2013

DIRECTORS:

K Boe
C Armengol
J Cambridge
K Taylor
S Wagner

SECRETARY:

S Wagner

INDEPENDENT AUDITORS:

PricewaterhouseCoopers LLP,
Chartered Accountants and Statutory Auditors,
32 Albyn Place,
Aberdeen,
AB10 1YL.

BANKERS:

Barclays Bank,
163-165 Union Street,
Aberdeen,
AB11 6SL.

REGISTERED OFFICE:

One St. Paul's Churchyard
London
EC4M 8AP

Genesis Oil & Gas Consultants Limited (Registered number: 2921834)

Contents of the Financial Statements

For the year ended 31 December 2013

	Page
Strategic Report	4
Directors' Report	6
Independent Auditors' Report	8
Profit and Loss Account	10
Balance Sheet	11
Notes to the Financial Statements	12

Strategic Report

For the year ended 31 December 2013

The directors present their report and the audited financial statements for the year ended 31st December 2013.

Principal activities and review of the business

The company's principal activities during the year continued to be the provision of front-end offshore oil and gas engineering design and small project work to clients in the UK and overseas.

The company's key financial and other performance indicators, during the year, were as follows:-

	2013	2012	Change
	£'000	£'000	%
Turnover	127,564	114,861	+ 11%
Profit on ordinary activities before taxation	4,213	1,862	+ 126%
Total shareholders' funds	19,156	14,532	+ 32%
Reimbursability	78%	81%	
Average number of employees	308	268	+ 15%

Turnover increased by 11%, a reflection of general market growth during the year. The growth was across our three business segments: onshore, offshore and subsea, with largest growth being from our project execution business (40%).

Profitability in 2013 was up on 2012 despite incurring one-off costs associated with two major projects. Firstly the London office relocated from three separate offices in High Holborn to a single office in the St Paul's area of London. Secondly, work has commenced on the implementation of a new ERP system which will be fully functional in the third quarter of 2014.

Having achieved double digit growth in the last two years, we expect that future growth will remain strong but more subdued than in previous years.

Financial risks management

The Oil and Gas Market has seen a number of high costs, high profile projects deferred due to cost growth. In a market where projects are becoming more complex, this leads to larger front end studies. Genesis is therefore better able to react when there is a reduction in large projects being sanctioned.

Additionally we are seeing more and more Brownfield projects out for tender and we see this as an opportunity to grow our project execution business in 2014.

Foreign currency risk

The company seeks to mitigate the effect of its foreign currency exposures by fixing exchange rates in advance for projects with a material foreign currency element. As a result, the company has minimal exposure to foreign currency risks as at the Balance Sheet date or the year then ended.

Interest rate risk

The company invests any surplus funds with group undertakings and, if necessary, borrows funds to support its activities from the same group undertakings. Interest rate risk is therefore not material.

Strategic Report (continued)

For the year ended 31 December 2013

Future developments

We expect 2014 to yield similar revenue and margin levels to those achieved in 2013. The consultancy side of the business is expected to remain at similar levels to 2013 but will be complemented by new business generated through our overseas branch offices, which are becoming more established.


Workload for the larger projects showed an increase of 40% in 2013 and it is hoped that this growth will continue into 2014.

Business in the subsea sector has performed very well in 2013 and we expect a similar, albeit slightly more subdued, level of activity in 2014.

Employees

Applications for employment by disabled persons are always fully considered, bearing in mind the respective aptitudes and abilities of the applicant concerned. In the event of members of staff becoming disabled, every effort is made to ensure that their employment with the company continues and the appropriate training is arranged. It is the policy of the company that the training, career development and promotion of a disabled person should, as far as possible, be identical to that of a person who does not suffer from a disability.

On behalf of the board



J Cambridge
Director

Date: 19 June 2014

Directors' Report

For the year ended 31 December 2013

The Directors' present their report and audited financial statements for the year ended 31 December 2013.

Results and Dividends

The profit for the financial year amounted to £4,858,000 (2012: £1,596,000). The directors approved payment of a dividend amounting to nil (2012: nil) to its immediate parent company during the year. The Company received a dividend of £900,000 (2012: £200,000) from its subsidiary, Energy Projects Development Limited.

Directors

The directors of the company who were in office during the year and up to the date of signing the financial statements were:

K Boe
J Cambridge
K Taylor
C Armengol
S Wagner (appointed 15.06.13)

Statement of directors' responsibilities

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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- Select suitable accounting policies and then apply them consistently;
- Make judgements and accounting estimates that are reasonable and prudent;
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business; and
- State whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements.

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

Disclosure of information to the auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor are unaware. Having made enquiries of fellow directors and the company's auditors, each director has taken all the steps that he/she is obliged to take as a director in order to make himself/herself aware of any relevant audit information and to establish that the auditors are aware of that information.

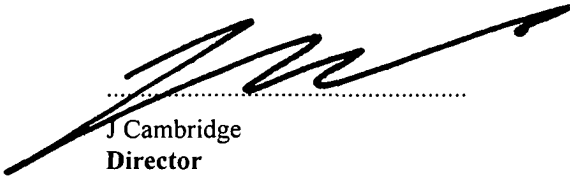
Directors' Report (continued)

For the year ended 31 December 2013

Independent Auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the Annual General Meeting.

On behalf of the board:



.....
J Cambridge
Director

Date: 19 June 2014

Genesis Oil & Gas Consultants Limited (Registered number: 2921834)
Independent Auditors' Report to the Members of Genesis Oil and Gas
Consultants Limited

Report on the Financial Statements

Our opinion

In our opinion the financial statements, defined below:

- give a true and fair view of the state of the company's affairs as at 31 December 2013 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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

What we have audited

The financial statements, which are prepared by Genesis Oil and Gas Consultants Limited, comprise:

- the Balance Sheet as at 31 December 2013;
- the Profit and Loss Account for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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

What an audit of financial statements involves

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

In addition, we read all the financial and non-financial information in the Directors' Report and Financial Statements (the "Annual Report") to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on other matter prescribed by the Companies Act 2006

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

Genesis Oil & Gas Consultants Limited (Registered number: 2921834)
Independent Auditors' Report to the Members of Genesis Oil and Gas
Consultants Limited (continued)

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

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

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

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

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the 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.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and ISAs (UK & Ireland). Those standards require us to comply with the Auditing Practices Board's 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.



Richard Spilsbury (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Aberdeen

Date: 19 June 2014

Genesis Oil & Gas Consultants Limited (Registered number: 2921834)

Profit and Loss Account

For the year ended 31 December 2013

	Notes	2013 £'000	2012 £'000
Turnover	2	127,564	114,861
Staff costs:			
Wages and salaries and contractors		(87,793)	(82,507)
Social security costs		(2,744)	(2,528)
Other pension costs		(3,183)	(2,853)
Other staff costs		(1,158)	(896)
Depreciation		(389)	(370)
Other operating charges		(28,001)	(23,714)
Operating profit		4,296	1,993
Interest receivable and similar income		4	14
Interest payable and similar charge		(87)	(145)
Profit on ordinary activities before taxation		4,213	1,862
Tax on profit on ordinary activities	7	645	(266)
Profit for the financial year	13	4,858	1,596

All operations are continuing.

There were no recognised gains or losses other than the results reported above and therefore no separate statement of total recognised gains and losses has been presented.

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

The notes on the accompanying pages form part of these financial statements.

Genesis Oil & Gas Consultants Limited (Registered number: 2921834)

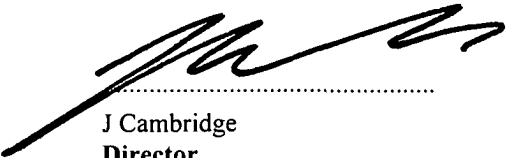
Balance Sheet

As at 31 December 2013

	Note	2013 £'000	2012 £'000
Fixed assets			
Tangible assets	8	5,514	538
Investments	9	9,766	7,717
		<u>15,280</u>	<u>8,255</u>
Current assets			
Debtors	10	57,209	48,720
Cash at bank and in hand		2,018	4,004
		<u>59,227</u>	<u>52,724</u>
Creditors: amounts falling due within one year	11	(55,351)	(46,447)
Net current assets		<u>3,876</u>	<u>6,277</u>
Total assets less current liabilities		<u>19,156</u>	<u>14,532</u>
Capital and reserves			
Called up share capital	12	1	1
Capital Redemption Reserve	13	2,710	2,710
Employee Benefit Reserve	13	64	64
Deferred Tax on OCI	13	(234)	-
Profit and loss account	13	16,615	11,757
Total shareholders' funds	13	<u>19,156</u>	<u>14,532</u>

The notes on the accompanying pages form part of these financial statements.

The financial statements on pages 9 – 23 of Genesis Oil & Gas Consultants Limited were approved by the Board of Directors on 19 June 2014 and were signed on its behalf by:


.....
J Cambridge
Director

Notes to the Financial Statements (continued)

For the year ended 31 December 2013

1. Accounting policies

Basis of preparation

The financial statements are prepared on the going concern basis under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies which have been applied consistently throughout the year are set out below.

Financial statements

These financial statements present information about the company as an individual undertaking and not about its group. The company is exempt from the requirement to prepare and deliver group financial statements under Section 400 of the Companies Act 2006, as it is included in the consolidated financial statements of Technip SA, a company incorporated in France.

Cash flow statement

The ultimate controlling party is Technip SA, a company incorporated in France, and the company is included in the consolidated financial statements of Technip, which are publicly available. Consequently the company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard No.1 (revised 1996).

Related Parties

The company has taken advantage of exemption available under Financial Reporting Standard 8 "Related party disclosure" on the grounds that it is a wholly owned subsidiary of Technip SA. Transactions with other entities which are part of the Technip group have not been disclosed.

Taxation and deferred taxation

Corporation tax payable is provided on taxable profits at the current rate of taxation

The company utilises the benefit of tax losses surrendered by other group companies in the form of group relief. Consideration for the full amount of the tax loss surrendered is payable by the company and is recognised as group relief within creditors.

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

- provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold;
- deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantially enacted at the balance sheet date.

Notes to the Financial Statements (continued)

For the year ended 31 December 2013

1. Accounting policies (continued)

Tangible assets and depreciation

Depreciation is provided on all tangible fixed assets at rates calculated to write off the cost, less estimated residual value of each asset evenly over its expected useful life, as follows:

IT Equipment and Software	3 years
Office equipment	5 years

The carrying values of tangible fixed assets are reviewed for impairment in periods if events or changes in circumstances indicate the carrying value may not be recoverable.

Leasing commitments

Rentals payable under operating leases are charged in the Profit and Loss account on a straight-line basis over the lease term. Lease incentives are recognised over the shorter of the lease term and the date of the next rent review.

Long-term contracts

Profit on lump-sum contracts is taken as the work is carried out if the final outcome can be assessed with reasonable certainty. The profit included is calculated to reflect the proportion of the work carried out at the year end, by recording turnover and related costs as contract activity progresses. Revenues derived from variations on contracts are recognised only when they have been accepted by the customer. Full provision is made for losses on all contracts in the year in which they are first foreseen.

For reimbursable contracts, profit is recognised on the basis of time and expenses incurred.

Foreign currencies

Monetary assets and liabilities in foreign currencies are expressed in sterling at the rates ruling at the balance sheet date. Transactions arising in foreign currency are translated at their spot rate and resultant exchange differences are recorded in the profit and loss account.

Pensions

The company operates a defined contribution pension scheme. Contributions are charged in the profit and loss account as they become payable in accordance with the rules of the scheme.

Turnover

Turnover, which is stated net of value added tax, represents amounts invoiced to third parties, except in respect of long-term contracts where turnover represents the sales value of work done in the year, including estimates in respect of amounts not invoiced.

Share based payments

The fair value of share-based awards is determined at the date of grant of the award allowing for the effect of any market-based performance conditions. This fair value, adjusted by the Company's estimate of the number of awards that will eventually vest as a result of key performance measures, is expensed uniformly over the vesting period. The corresponding credit is taken to the employee benefit reserve.

The fair values are calculated using the Cox Ross Rubinstein binomial model with suitable modifications to allow for employee turnover after vesting and early exercise. The inputs to the model include the share price at date of grant, exercise price, expected volatility, expected dividends, risk free rate of interest and vesting period.

Genesis Oil & Gas Consultants Limited (Registered number: 2921834)

Notes to the Financial Statements (continued)

For the year ended 31 December 2013

2. Turnover

Turnover is attributable to one continuing activity, the provision of front-end offshore oil and gas engineering design and small projects.

An analysis of turnover is given below:

	2013	2012
	£'000	£'000
UK	58,295	90,896
Rest of the World	58,778	18,460
Norway	5,375	3,750
France	1,057	1,408
Other Europe	4,059	347
	<u>127,564</u>	<u>114,861</u>

3. Operating profit

Operating profit is stated after charging:

	2013	2012
	£'000	£'000
Depreciation of owned assets	389	370
Operating lease rentals - land and buildings	2,854	1,545
- plant & equipment	76	102
	<u>3,319</u>	<u>3,017</u>

4. Auditors' remuneration

The remuneration of the auditors is further analysed as follows:-

	2013	2012
	£'000	£'000
Audit of the financial statements	30	30
Total	<u>30</u>	<u>30</u>

Genesis Oil & Gas Consultants Limited (Registered number: 2921834)

Notes to the Financial Statements (continued)

For the year ended 31 December 2013

5. Directors' emoluments

	2013	2012
	£'000	£'000
Aggregate emoluments	567	401
Company contributions paid to money purchase pension schemes (Included in Directors' emoluments above)	71	51
	No.	No.
Members of money purchase pension schemes	2	1
Highest paid Director		
Total emoluments (excluding shares)	567	401

The above relates to the directors remunerated solely by the company. Some directors of the company are also directors of the ultimate parent company or fellow subsidiaries and receive remuneration directly from these companies. The directors do not believe that it is practicable to apportion their remuneration between their services as directors of the company and their services as directors of the holding and fellow companies.

6. Staff costs

	2013	2012
	£000	£000
Wages and salaries	27,249	23,247
Social security costs	2,744	2,528
Other pension costs	3,183	2,853
Other	1,158	896
	34,334	29,524

The monthly average number of employees (excluding contractors) during the year was as follows:

	2013	<i>Restated</i> 2012
	No.	No.
Management and administrative staff	50	42
Operations staff	258	226
	308	268

The monthly average headcount in 2012 has been restated to exclude subcontractors.

Genesis Oil & Gas Consultants Limited (Registered number: 2921834)

Notes to the Financial Statements (continued)

For the year ended 31 December 2013

7. Tax on profit on ordinary activities

	2013	2012
	£'000	£'000
(a) The taxation charge is made up as follows:		
UK Corporation tax	595	720
Group relief recoverable	(3)	(474)
Adjustments in respect of previous years	(246)	20
R&D refund	(987)	-
Deferred tax	113	-
Double taxation relief	(117)	-
	<hr/>	<hr/>
Tax on profit on ordinary activities	(645)	266
	<hr/>	<hr/>

(b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year differs from the standard rate of corporation tax in the UK of 23.25% (2012: 24.5%). The differences are reconciled below:

	2013	2012
	£'000	£'000
Profit on ordinary activities before taxation	4,213	1,862
	<hr/>	<hr/>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 23.25 % (2012: 24.5%)	979	456
Effect of:		
Non-taxable income	(209)	-
Expenses not deductible for tax purposes	156	203
Depreciation in excess of capital allowances	(154)	61
Other timing differences	3	-
Adjustments in respect of previous years	(246)	20
Other adjustments	(180)	-
R&D refund	(987)	-
Deferred tax	113	-
Double taxation relief	(117)	-
Group relief receivable	(3)	(474)
	<hr/>	<hr/>
Total current tax charge (note 7(a))	(645)	266
	<hr/>	<hr/>

(c) Factors affecting current and future tax charges

A number of changes to the UK corporation tax system were announced in the March 2012 and 2013 UK Budget statements. Legislation to reduce the main rate of corporation tax from 24% to 23% from 1 April 2013 was included in the Finance Act 2012. In addition a reduction to the main rate to 21% from 1 April 2014 was included in the Finance Act 2013. A further reduction to the main rate was announced in the March 2013 Budget statement to reduce the main rate to 20% from 1 April 2015. This last change had not been substantively enacted at the balance sheet date and, therefore, is not included in these financial statements. The proposed reduction of the main rate of corporation tax to 20% from 1 April 2015 will be enacted separately.

Genesis Oil & Gas Consultants Limited (Registered number: 2921834)

Notes to the Financial Statements (continued)

For the year ended 31 December 2013

8. Tangible fixed assets

	<i>IT equipment and software</i>	<i>Office Equipment</i>	<i>Total</i>
	£'000	£'000	£'000
Cost:			
At 1st January 2013	2,493	1,323	3,816
Additions	629	4,767	5,396
Disposals	(652)	(1,199)	(1,851)
At 31st December 2013	<u>2,470</u>	<u>4,891</u>	<u>7,361</u>
Accumulated Depreciation:			
At 1st January 2013	2,054	1,224	3,278
Charge for the year	315	74	389
Disposal	(652)	(1,168)	(1,820)
Reclassification	2	(2)	-
At 31st December 2013	<u>1,719</u>	<u>128</u>	<u>1,847</u>
Net Book Value:			
At 31st December 2013	<u>751</u>	<u>4,763</u>	<u>5,514</u>
At 31 December 2012	<u>439</u>	<u>99</u>	<u>538</u>

9. Investments

	Shares in Subsidiary undertaking £'000
Cost and net book value	
At 1 January 2013	7,717
Additions	2,049
At 31 December 2013	<u><u>9,766</u></u>

Additions represent the value of the debt conversion within the Genesis Norway subsidiary.

Details of investments in which the company holds 20% or more of the nominal value of any class of share capital are as follows:

<i>Name of Company</i>	<i>Country of Incorporation</i>	<i>Proportion of voting rights and shares held</i>	<i>Nature of Business</i>
Genesis Oil and Gas Limited	United Kingdom	100%	Project engineering for oil and gas development in Africa
Subsea Integrity Group Limited	United Kingdom	100%	Provision of inspection and integrity management services.

Genesis Oil & Gas Consultants Limited (Registered number: 2921834)

Notes to the Financial Statements (continued)

For the year ended 31 December 2013

9. Investments (continued)

<i>Name of Company</i>	<i>Country of Incorporation</i>	<i>Proportion of voting rights and shares held</i>	<i>Nature of Business</i>
Genesis Oil & Gas Consultants (Canada) Limited	Canada	100%	Provision of engineering consultancy in Canada.
Energy Projects Development Limited (EPD)	United Kingdom	100%	Provision of chemical engineering & consultancy services.
Genesis Oil & Gas Consultants Norway AS	Norway	100%	Provision of engineering consultancy in Norway.
Genesis Brasil Oil & Gas Engenharia Ltda	Brazil	100%	Provision of engineering consultancy in Brazil.
Genesis Oil & Gas Consultants Malaysia Sdn.Bhd	Malaysia	100%	Provision of engineering consultancy in Malaysia

The directors believe that the carrying value of the investments is supported by their underlying net assets.

10. Debtors

	2013	2012
	£'000	£'000
Trade debtors	26,658	22,381
Amounts owed by group undertakings	14,900	16,606
Deferred taxation	-	55
Amounts recoverable on contracts	12,933	8,365
R&D reclaim	303	-
Prepayments and other debtors	2,415	1,313
	57,209	48,720

Amounts owed by group undertakings are unsecured, interest free and have no fixed repayment date.

Genesis Oil & Gas Consultants Limited (Registered number: 2921834)

Notes to the Financial Statements (continued)

For the year ended 31 December 2013

11. Creditors: amounts falling due within one year

	2013	<i>2012</i>
	£'000	<i>£'000</i>
Loans and bank overdraft	12,012	16,480
Trade creditors	4,502	2,836
Amounts owed to group undertakings	10,130	5,485
Other taxation and social security costs	904	1,715
Other creditors	582	649
Accruals and deferred income	26,760	18,076
Deferred tax	71	-
Corporation tax	390	1,206
	55,351	<i>46,447</i>

Amounts due to group undertakings are unsecured, interest-free and repayable on demand. The company invests short term surplus cash balances with other group undertakings. The year-end balance was an overdraft of £8,512,000 (2012: overdraft of £12,980,000) and is included in creditors.

12. Called up share capital

	2013	<i>2012</i>
	No.	<i>No.</i>
Ordinary A shares of £1 each	99,600	99,600
Ordinary B shares of £1 each	340	340

	2013	<i>2012</i>	<i>Allotted and fully paid</i>	<i>2012</i>
	No.	<i>No.</i>	£'000	<i>£'000</i>
Ordinary A shares of £1 each	660	660	1	1
Ordinary B shares of £1 each	340	340	-	-
	1,000	1,000	1	1

The holders of the A shares have the right to attend, speak and vote at the company's general meeting.

The holders of the B shares have the same rights as A shareholders' and rank pari passu in all respects except that they do not have the right to receive notice of nor to attend, nor speak, nor right to vote at any general meeting.

Genesis Oil & Gas Consultants Limited (Registered number: 2921834)

Notes to the Financial Statements (continued)

For the year ended 31 December 2013

13. Reconciliation of shareholders' funds and movements on reserves

	<i>Called up Share Capital £'000</i>	<i>Capital redemption reserve £'000</i>	<i>Deferred tax and OCI £'000</i>	<i>Employee benefit reserve £'000</i>	<i>Profit and loss account £'000</i>	<i>Total shareholders' funds £'000</i>
At 1st January 2012	1	2,710	-	64	9,961	12,736
Profit for the financial year	-	-	-	-	1,596	1,596
Dividend received	-	-	-	-	200	200
At 31st December 2012	1	2,710	-	64	11,757	14,532
Profit for the financial year	-	-	-	-	4,858	4,858
OCI from group	-	-	(234)	-	-	(234)
At 31st December 2013	1	2,710	(234)	64	16,615	19,156

14. Share options plans

Key executives in the company are granted options to participate in the capital of Technip SA, the ultimate parent of the company. The executive option plans are authorised by the board of Technip SA and are exercisable after a vesting period under conditions of achieving targets. In addition, key employees in the company may be granted free shares in Technip SA. The free share allocations are authorised by the board of Technip SA, with the final number of shares granted linked to satisfactory performance.

The table below summarises information relating to share options owned by employees of the company, which were outstanding as at 31st December 2012 and 2013.

Plan	Stock Options						Total
	2009	2010			2011	2012	
	1	1	2	3	1	1	
At 31 December 2012	6,500	5,600	2,000	2,100	2,700	2,300	21,200
Options Granted	-	-	-	-	-	-	-
Options Forfeited	-	-	-	-	-	-	-
Options Exercised	-	-	-	-	-	-	-
At 31 December 2013	6,500	5,600	2,000	2,100	2,700	2,300	21,200

Genesis Oil & Gas Consultants Limited (Registered number: 2921834)

Notes to the Financial Statements (continued)

For the year ended 31 December 2013

14. Share Options plans (continued)

Free Share Plans											
	2008	2009	2010			2011		2012			TOTAL
	3	1	1	2	3	1	3	1	2	3	
	1,150	6,500	5,100	2,000	2100	3,200	250	4,400	1,550	-	26,250
Options Granted	-	-	-	-	-	-	-	-	-	6,000	6,000
Options Forfeited	-	-	-	-	-	-	-	-	-	-	-
Options Exercised	(1,150)	(6,500)	-	-	-	-	-	-	-	-	(7,650)
At 31 December 2013	-	-	5,100	2,000	2,100	3,200	250	4,400	1,550	6,000	24,600

The expense recognised for share-based payments, in respect of employee services during the year to 31st December 2013, is £905,000 (2012: £626,000).

	2013		2012	
	Number of shares	Weighted average exercise price (Euros)	Number of shares	Weighted average exercise price (Euros)
Outstanding at 1st January	47,450	24.69	64,800	23.94
Granted	6,000	-	10,500	72.28
Forfeited	-	-	(7,850)	7.83
Exercised	(7,650)	-	(20,000)	27.62
Outstanding at 31st December	45,800	25.58	47,450	24.69

Range of exercise price (Euro)	2013				2012			
	Weighted average exercise price (Euros)	Number of Shares	Weighted average remaining life (years)		Weighted average exercise price (Euros)	Number of Shares	Weighted average remaining life (years)	
			Expected	Contracted			Expected	Contracted
0 - 10	-	24,600	1.1	1.1	-	26,250	1.9	1.9
30 - 40	34.70	6,500	1.5	1.5	34.70	6,500	2.5	2.5
50 - 60	51.45	5,600	1.5	1.5	51.45	5,600	2.5	2.5
60 - 70	63.23	2,000	3.0	3.0	63.23	2,000	4.0	4.0
70 - 80	74.84	7,100	4.4	4.4	74.84	7,100	5.4	5.4
	25.58	45,800	1.8	1.8	24.69	47,450	2.6	2.6

The fair value of the liability held under the share option plan has been calculated as £1,228,000 (2012: £1,230,000).

Notes to the Financial Statements (continued)

For the year ended 31 December 2013

14. Share Options plans (continued)

To evaluate these plans, the parent company used the six general assumptions common to all options pricing models (exercise price, term, share price at grant date, expected volatility of share price, estimated dividends and risk-free interest rates for the option life), Regarding the assessment of volatility, the historical measures performed on the share price show great discrepancies depending upon the periods and the maturity chosen.

In order to achieve a reliable measure of the future volatility, the parent company decided to use an approach that consists of comparing measures of historical volatility over periods of 1 year, 2 years, 3 years and 5 years on the one hand and the share's implied volatility on the other.

The following table illustrated the assumptions used to calculate the charge. The fair value has been calculated using the Cox Ross Rubinstein binomial model.

		Stock Options					
		2009	2010			2011	2012
		1	1	2	3	1	1
		Jun-09	Jun-10	Dec-10	Mar-11	Jun-11	Jun-12
		Jun-13	Jun-14	Dec-14	Mar-15	Jun-15	Jun-16
		Jun-15	Jun-16	Dec-16	Mar-17	Jun-18	Jun-19
		Equity	Equity	Equity	Equity	Equity	Equity
Award date							
Option exercise date							
Maturity Date							
Method of settlement							
Share Price at the Grant Date (Euros)		36.41	52.00	67.18	71.64	71.39	78.80
Exercise Price (Euros)		34.70	51.45	63.23	72.19	72.69	79.78
Dividend Yield		3.5%	3.0%	3.0%	3.0%	2.0%	2.0%
Turnover Rate		2.0%	2.5%	2.5%	2.0%	2.0%	2.0%
Volatility		34.4%	34.4%	34.4%	-	34.4%	-
Annual Risk Free Interest Rate	6 months	1.5%	0.4%	0.4%	0.4%	1.3%	0.3%
	1 year	1.7%	0.5%	0.5%	0.5%	1.5%	0.3%
	3 years	2.2%	1.2%	1.2%	1.2%	2.0%	0.8%
	5 years	2.9%	1.9%	1.9%	1.9%	2.6%	1.6%
	10 years	3.9%	3.1%	3.1%	3.1%	3.5%	2.8%
Option Fair Value		8.45	13.61	13.61	13.61	14.35	18.40

Notes to the Financial Statements (continued)

For the year ended 31 December 2013

14. Share Options plans (continued)

		Free Shares									
		2008	2009	2010			2011		2012		2013
		3	1	1	2	3	1	3	1	2	1
Award date		Feb-09	Jun-09	Jun-10	Oct-10	Mar-11	Jun-11	Mar-12	Jun-12	Dec-12	Jun-13
Option exercise date		Feb-13	Jun-13	Jun-14	Oct-14	Mar-15	Jun-15	Mar-16	Jun-16	Dec-16	Jun-17
Maturity Date		Feb-13	Jun-13	Jun-14	Oct-14	Mar-15	Jun-15	Mar-16	Jun-16	Dec-16	Jun-17
Method of settlement		Equity	Equity	Equity	Equity	Equity	Equity	Equity	Equity	Equity	Equity
Share Price at Grant Date (€)		36.41	36.41	52.00	61.72	71.64	71.39	84.48	78.80	87.05	85.12
Exercise Price (€)		n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Dividend Yield		3.5%	3.5%	3.5%	3.5%	2.0%	2.0%	2.0%	2.0%	2.0%	2.0%
Turnover Rate		6.0%	6.0%	6.0%	6.0%	6.0%	6.0%	6.0%	6.0%	6.0%	6.0%
Annual Risk Free Interest Rate	6 months	1.5%	1.5%	0.4%	0.4%	1.3%	1.3%	1.3%	0.3%	0.1%	0.1%
	1 year	1.7%	1.7%	0.5%	0.5%	1.5%	1.5%	1.5%	0.3%	0.1%	0.1%
	3 years	2.2%	2.2%	1.2%	1.2%	2.0%	2.0%	2.0%	0.8%	0.2%	0.5%
	5 years	2.9%	2.9%	1.9%	1.9%	2.6%	2.6%	2.6%	1.6%	0.8%	1.0%
	10 years	3.9%	3.9%	3.1%	3.1%	3.5%	3.5%	3.5%	2.8%	2.1%	2.2%

The expected volatility is based on Thomson Datastream daily rates. The risk-free rate is based on the UK government bond yields for terms that match the average vesting period of the outstanding options. The expected dividend rate takes into account historic dividend payments and our expectations for future payments.

Notes to the Financial Statements (continued)

For the year ended 31 December 2013

15. Ultimate parent undertaking

The company's immediate parent undertaking is Technip - Coflexip UK Holdings Limited.

The company's ultimate parent undertaking and controlling party is Technip SA, which is incorporated in France. Copies of its group financial statements, which include the company, can be obtained from the Investors Relations Officer, Technip, 92973 Paris La Défense Cedex, France.

16. Related party transactions

The company has taken advantage of exemption available under Financial Reporting Standard 8 "Related party disclosures" on the grounds that it is a wholly owned subsidiary. Transactions with other entities which are part of the Technip group have not been disclosed.

17. Pension commitments

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in individual independently administered funds. The unpaid contributions outstanding at the year end, included in other creditors are £127,000 (2012: £113,000).

18. Operating lease commitments

Annual commitments under non-cancellable leases are as follows:

	<i>Land and buildings</i>		<i>Other</i>	
	2013	2012	2013	2012
	£'000	£'000	£'000	£'000
Operating leases which are due:				
Within one year	2,910	-	67	-
In two to five years	11,224	893	65	71
In over five years	16,800	539	-	-
	<u>30,934</u>	<u>1,432</u>	<u>132</u>	<u>71</u>

19. Contingent Liabilities

At the balance sheet date, the company had contingent liabilities in respect of performance bonds and parent company guarantees given in the normal course of business, amounting to £10,508,000 (2012: £5,166,000).