



Annual Report & Accounts 2014



making it
POSSIBLE
making it
HAPPEN
making a **DIFFERENCE**

“

I am pleased to report another positive year for WYG... against the backdrop of an improving trading environment, we have achieved a significant improvement in profitability, secured important new business with key clients, improved the scale and profile of our order book, and further strengthened the business through acquisition and other investments for future growth.

”

MIKE MCTIGHE
CHAIRMAN

Contents



OVERVIEW

- 04 Highlights
- 06 Chairman's letter
- 08 WYG at glance

STRATEGIC REPORT

- 12 Business Review**
- 14 UK
- 16 Europe, Africa & Asia
- 18 MENA
- 20 People
- 22 Awards
- 23 Key Performance Indicators
- 24 Financial Review**
- 26 Risk Management

04

12



CORPORATE GOVERNANCE

- 28 Directors and Advisers
- 30 Corporate Responsibility
- 38 Directors' Report
- 42 Corporate Governance
- 46 Directors' Remuneration Report
- 50 Independent Auditor's Report to the Members of WYG plc

FINANCIAL STATEMENTS

- 52 Consolidated Income Statement
- 52 Consolidated Statement of Comprehensive Income
- 53 Balance Sheets
- 54 Consolidated Statement of Changes in Shareholders' Equity
- 55 Cash Flow Statements
- 56 Notes to the Accounts

SHAREHOLDER INFORMATION

- 90 Notice of General Meeting
- 92 Notes to Notice of General Meeting
- 94 Guidance for Shareholders
- 96 Financial Summary
- 97 Information for Shareholders

28

52

90

Highlights

A year of strong momentum and increased profitability in an improving trading environment

FINANCIAL OVERVIEW

Revenue of

£126.9m

(31 March 2013: £125.7m)

Adjusted operating profit* of

£4.8m

(31 March 2013: £1.5m)

Adjusted profit before tax* of

£4.2m

(31 March 2013: £0.7m)

Strong momentum during the year; second half adjusted PBT (£2.8m) double first half (£1.4m)

Earnings per share

3.2p

(31 March 2013: loss of 5.2p)

Adjusted earnings per share* of

7.0p

(31 March 2013: 1.0p)

Resumption of dividend payments with a proposed final dividend of

0.5p

(2013: nil)

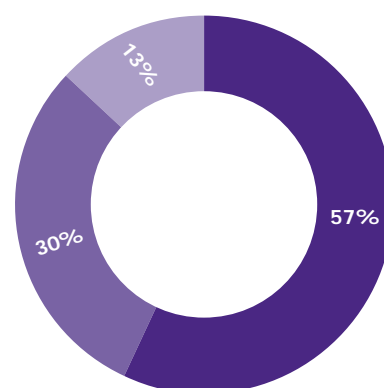
Unrestricted cash as at 31 March 2014

£12.8m

(31 March 2013: £14.8m) after £1.6m investment and acquisitions

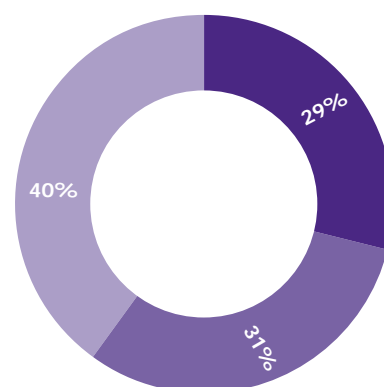
*Before separately disclosed items

GROUP REVENUE BY REGION



UK - 57%
Europe, Africa & Asia - 30%
MENA - 13%

PUBLIC VS. PRIVATE SECTOR



Public Sector - 29%
Private Sector - 31%
International Development Sector - 40%

OPERATIONAL OVERVIEW:

- UK MOD rebasing programme generated increased work and pipeline
- Work in UK planning and development disciplines gathered momentum
- Strong momentum in good quality international contract wins including £28m of contracts in Southern Africa and €8m in Western Balkans
- Investment in Upper Quartile and acquisition of Delta Partnership Solutions extends international development relationships and programme management capability across Africa
- New £15m trade finance facility with Santander UK plc agreed and operational

CURRENT TRADING & OUTLOOK:

- Order book up 12% to £86.8m at March 2014 (March 2013: £77.6m) prior to post year end wins
- Strong contract win momentum boosting order book since year end including:
 - a new major three year programme worth up to £28m secured to support the Libyan security and justice sector announced separately today
 - a €6m social integration programme for 12 municipalities in Turkey
 - places secured on new frameworks with NHS, DE&S and Royal Mail underpin UK pipeline
- Strong opportunities in Europe following EU agreeing new €960bn budget for 2014 to 2020
- Expect accelerated growth following investments in fragile and developing states
- Recommended return to dividend list reflects confidence in the future

Chairman's letter



“With increasing confidence in our future prospects, we are delighted to recommend to shareholders that we should resume the payment of dividends.”

MIKE MCTIGHE
CHAIRMAN

Summary

I am pleased to report another positive year for WYG. Our focus on quality revenues has helped us deliver a strong improvement in profitability and targeted improvements in working capital have contributed to improvements in operating cash flow. Against the backdrop of an improving trading environment, we have secured important new business, improved the scale and profile of our order book, and further strengthened our business through acquisition and other investments for future growth. With increasing confidence in our future prospects, we are delighted to recommend to shareholders that we should resume the payment of dividends.

We enjoyed a strong finish to the year and are seeing the continuing economic recovery in the UK presenting excellent opportunities for our core front end planning and consultancy businesses. In our international markets, the new EU seven year funding cycle began in December 2013 and, having established a robust and extensive platform in Central and Eastern Europe, we have seen the start of some major programmes of new work which should provide us with considerable opportunities through to 2020. Alongside these well-established businesses, we have a growing presence in Africa, strengthened by recent acquisitions and major, long term project wins for national governments, funded principally by the UK or other western governments or supranational aid agencies. This has encouraged us to accelerate the timing of a number of investments which we expect to deliver enhanced results in future years.

Results

Revenue for the year was £126.9m (2013: £125.7m) and the adjusted operating profit was £4.8m (2013: £1.5m). Adjusted profit before tax was £4.2m (2013: £0.7m), reflecting not only a considerable improvement in profitability year on year, but also a much improved performance in the second half with a £2.8m adjusted profit before tax compared with £1.4m adjusted profit in the first half. On a statutory basis, the Group made a profit before tax of £1.8m (2013: loss of £3.3m). Earnings per share adjusted to exclude separately disclosed items were 7.0p (2013: 1.0p). On a statutory basis, earnings per share was 3.2p (2013: loss of 5.2p).

As at 31 March 2014, the Group's order book stood at £86.8m (2013: £77.6m), excluding the Libyan project announced today which is made up of UK orders of £45.0m (2013: £29.3m) and international orders of £41.8m (2013: £48.3m). The increase in the UK order book shows that our front-end focused business is well placed to benefit as the market picks up generally. The reduction in the international order book reflects the much publicised delay in agreeing the EU budget. Since the EU budget was agreed, our pipeline of international projects has improved significantly.

The Group closed the period with unrestricted cash at 31 March 2014 of £12.8m (31 March 2013: £14.8m). The Group continues to develop a culture which stresses the importance of cash generation and the effective management of working capital. Our rigorous focus on overhead and legacy costs has ensured that both measures continue to reduce ahead of our expectations.

Dividend and Management Share Incentives

In view of WYG's much improved trading performance, financial position and prospects, it is proposed that we resume dividend payments, last paid in December 2008. Subject to the approval of shareholders at the AGM, a dividend of 0.5p will be paid on 3 November 2014 to ordinary shareholders on the register on 26 September 2014.

Under the terms of the WYG Transformation Incentive Plan approved by shareholders in July 2011, nil cost options to acquire an aggregate of 5.8 million WYG shares vested conditionally during the current financial year following the achievement of the relevant share price triggers. 5.3 million of those options will vest unconditionally on 27th August 2014 and 0.5 million in November 2014. Following vesting, the beneficiaries have a period ending on the tenth anniversary of their respective awards during which to exercise their option to acquire the underlying shares to which they have become entitled. Neither I, nor any of the three Executive Directors, who will together become entitled to acquire 3.02 million WYG shares in aggregate, has any present intention to exercise such options.

Current trading and outlook

Group revenue and profitability since the year end has continued to be in line with expectations, against the backdrop of an improving trading environment.

In the UK, the government's investment in major infrastructure projects is creating buoyancy in the market which is spreading into the private sector. In particular, its support for the house building sector is having a positive effect on our core, front-end disciplines of planning and commercial development.

Overseas, we expect to benefit in Central & Eastern Europe (CEE) the Balkans region (SEE) and Turkey from the renewed confidence injected into the international financial markets by the approval of the EU's €960bn budget for 2014 to 2020, within which we have pre-qualified for a number of

contracts. Our investments and partnerships in fragile and developing states are delivering results, as evidenced by today's announcement of a major project award in Libya, and we believe this will start to accelerate growth over the coming year.

We continue to look at a range of opportunities to invest organically and through selective, niche acquisitions made possible by the Group's improving profit and strong cash management. As a diverse Group with strong market positions in the geographies and sectors in which we operate, together with a robust financial position, we are confident of another year of positive progress.



MIKE MCTIGHE
CHAIRMAN
3 JUNE 2014

WYG at a glance

OUR SEVEN GLOBAL SECTORS

Defence & Justice



Energy & Waste



Environment



Mining & Metals



Social Development & Infrastructure



Transport



Urban & Commercial Development

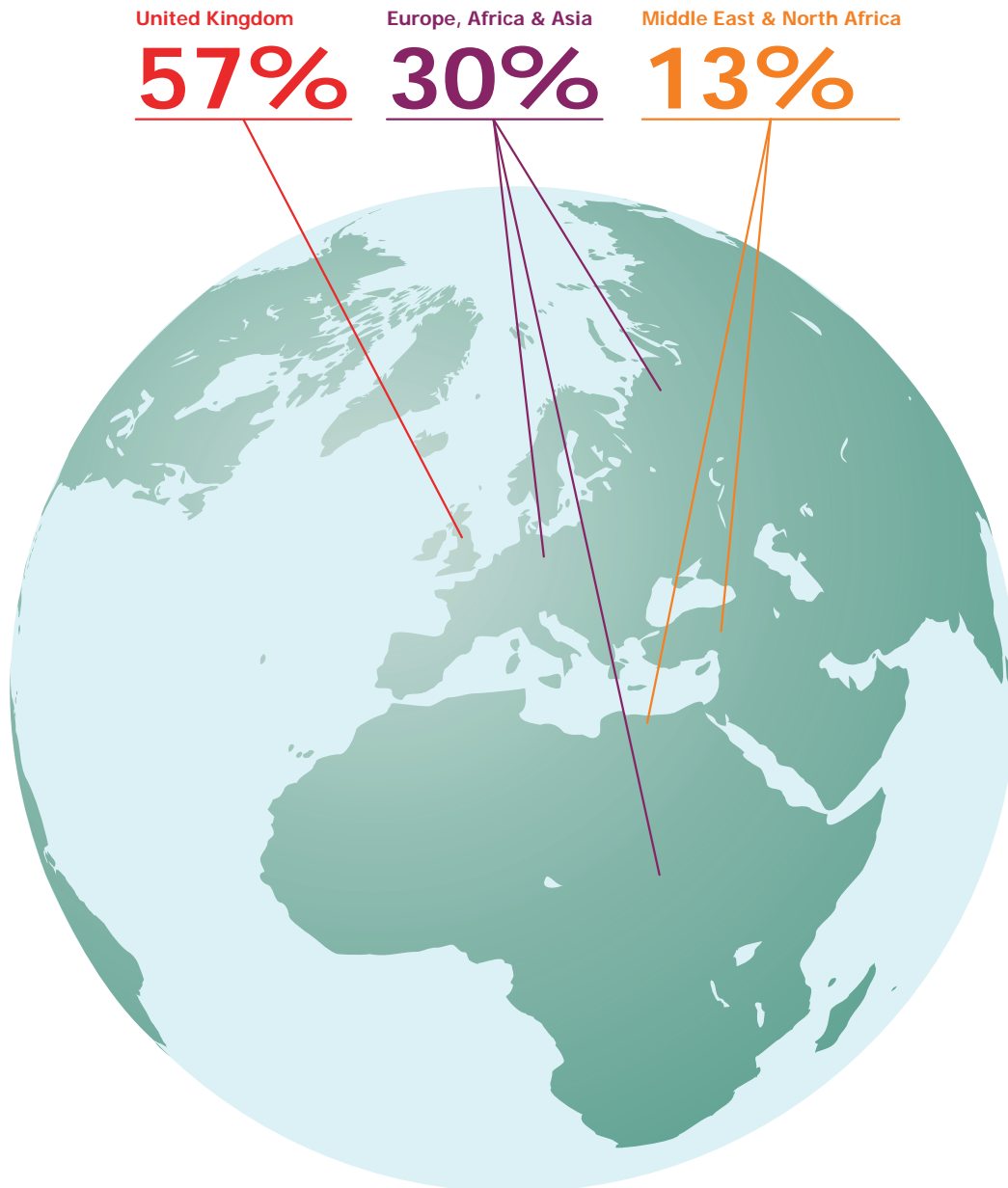


WYG is a global programme, project management and technical consultancy with a difference.

Our in-house team brings together 1,400 specialists from a diverse set of disciplines. Our connections expand even further as we bring together a network of over 20,000 partners and associates from around the world.

We are designers, project managers, engineers, planners, environmental specialists and business service professionals. Together we form the teams our clients need to make their project ambitions come to life.

GROUP REVENUE BY REGION



ACROSS THE GLOBE

Working on some of the most sophisticated projects across the globe, WYG finds the very best local partners to work with on projects to ensure that it understands and has the ability to positively influence the local communities it works with.

One of WYG's key growth areas is working with government and donor clients to create stability and facilitate post-conflict restructuring across many fragile states.

WYG also works to ensure that the world's growing population is served with the necessary energy and water infrastructure whilst minimising carbon impact and climate change. This challenge is faced by developed, emerging and third-world economies alike.

Likewise, the business is an expert in developing infrastructure related to population expansion, urbanisation and transportation as the world seeks to become super-connected.

We have established a Major Projects Unit to ensure we approach these big global projects with a spirit of cohesion, one company sharing resources, knowledge and technical excellence to deliver the best for our clients.

GLOBAL MINI-CASE STUDY: MINISTRY OF DEFENCE



Before a nation can rebuild following conflict, there needs to be stability and security. The UK Forces based in Afghanistan are helping the local people develop the ability to maintain their own security by providing training, advice and technical assistance. WYG is supporting the UK Works Group in maintaining the infrastructure of our military operating bases in the region, meaning our troops are able to carry out the vital work they are there to do: to help the Afghan people take control of their country's security.

“ I am very pleased to have WYG on board supporting us in our vital role in Afghanistan. Not only providing the infrastructure to enable ongoing military operations, but also in developing the opportunity for the local Afghan community to transition to a self sufficient status. ”
COL TONY TAIT, MOD.

IN THE UK

In the UK, the business is organized into eight key disciplines and a business support group. Each key discipline has a head who sits on an operations board, meaning that the people who do the work are the people who help influence its strategic growth.

The key disciplines are:

- Planning
- Urban Landscape & Design
- Transport
- Environment
- Energy
- Engineering
- Management services
- Waste & Geo-Environment

We ensure we deliver the very best value for our clients by providing excellent service, not just excellent services. Because our key disciplines work together at a strategic level, we're committed to delivering the same client experience whether it's an energy project, or engineering.

WYG takes this commitment to clients very seriously. It is a people business, and by investing in training and resource for our people, and combining that with a respect for and ability to work as partners with our clients, we are able to make a difference on our projects. You can find testimonies to this in our case studies.

UK MINI-CASE STUDY: SAINSBURY'S



After retendering its town planning services, Sainsbury's has confirmed it is to continue its long-term relationship with WYG by awarding a new three year contract across the South East, South West, Wales and the West Midlands for its main store estate.

“ Over the past three years, WYG has obtained planning permission for 28 new stores for Sainsbury's across our regions. We are delighted to have our achievements recognized through the award of this new contract which will secure our services into 2017. This framework puts us in a great position to help Sainsbury's drive their business forward as they target ever challenging locations in a very competitive market. ”

JOHN WHITTAKER, DIRECTOR WYG

Strategic Report



BUSINESS REVIEW

Strategy

Our strategy is to grow quality revenues in the UK and internationally, both organically and through partnerships and selective acquisitions which provide access to in-country experience, technical expertise or new framework opportunities.

To deliver that strategy we have put in place a sector-led operational structure, with strong leadership and management controls to ensure that we take advantage of the opportunities that we want to pursue.

As a Board, we keep this strategy under regular review to ensure that it remains appropriate and focused.

Progress against Strategy

The widely reported improving trading environment in the UK has driven increased activity in many of our sectors and we see the outlook for consultancy as encouraging, albeit with some variability regionally and with pricing remaining competitive. Major, long term framework agreements for key clients will underpin our future activities and we have therefore focused our efforts on retaining existing agreements, winning new ones and maximising the opportunities that these provide. I am delighted to confirm that we have been re-appointed on key framework agreements with the Northern Ireland CPD and Sainsbury's, and won places on new frameworks with the NHS, Defence Equipment & Support Technical Services Team within the Ministry of Defence and Royal Mail.

The emphasis this year has been on improving the quality of the top line and therefore the overall profitability of the Group. Although we have seen only a modest increase in revenues, acute focus on project selection and delivery combined with a further reduction in overhead costs has enabled us to deliver on this challenge. Profit expectations have been upgraded twice during the year and net margins have continued to strengthen.

The next seven year EU budget – the Multiannual Financial Framework or MFF 2014-2020 - now signed off - authorises spending of up to €960bn, with a strong emphasis on budgetary discipline, boosting growth and creating jobs which resonates well with our core areas of technical expertise in public financial management and the delivery of economic, social and technical assistance programmes. The delay in agreeing MFF 2014-2020 had a significant effect on the pipeline of new work for our Polish and SEE businesses in the reporting year. However, we are now seeing many projects for which we have pre-qualified or have been tracking for some time, being tendered supporting and accelerating

“ WYG is now in better shape than it has been for several years, with a highly differentiated consultancy offering, a financial structure which fully supports its potential, and clear momentum in its order book. ”

PAUL HAMER
CHIEF EXECUTIVE
OFFICER

WYG 3 REGIONS

UK

Europe, Africa
and Asia

Middle East and
North Africa
(including Turkey)

further disbursement of funds under MFF 2014-2020 which we expect to form the backbone of future work in the region. Outside the MFF, but linked to EU harmonisation, we have also been awarded a new €6m appointment by the Union of Municipalities of Turkey to provide a two year programme assisting with social integration.

Further afield, Africa continues to present significant opportunities for the Group, specifically in support of the UK government and other international funding bodies whose ambition is to create stability and essential infrastructure across the continent.

During the year we announced two strategically important developments: our investment in May 2013 in the specialist consultancy, Upper Quartile, which supports our focus on fragile states and stabilisation; and the more recent acquisition, in March, of Delta Partnership Solutions.

Upper Quartile has an excellent track record with UK government agencies and, in partnership with WYG, has been successful in winning significant amounts of new business. I am pleased to announce today that, in consortium with a number of international partners, we have been awarded a significant new project to deliver a programme to support the Libyan authorities in providing more effective, accountable and sustainable security, justice and defence for its citizens, over a period of up to three years. The project, which has a potential value to WYG of approximately £28m, will involve overseeing the training of police officers and judicial police. Other components include improving court administration and security, securing munitions, and weapons stockpiling and decommissioning.

Delta Partnership Solutions is an established business with a small but experienced team of permanent consultants and a large network of associates dedicated to improving the lives of people living in poverty. They have an excellent track record of working around the world on programmes

to deliver better public services, helping the governments of Kenya, Uganda and Rwanda, the bi-lateral aid agencies of Norway, Canada, Belgium, the UK and Sweden, as well as a broad range of non-government organisations and foundations. Delta is headquartered in the UK and has offices in Nairobi, Kenya and Kampala, Uganda.

As announced on 27th March 2014, we have agreed a new £15m trade finance facility with Santander UK plc. We intend to use the facility both to support our existing activities in CEE and Turkey and to re-enter certain markets where our new financing arrangements will support the pursuit of international development contracts with an attractive working capital profile.

We have focused on developing improved employee performance and reward programmes in the business, implementing a fair and transparent policy that aligns everyone to our business objectives and ensures that our pay arrangements are correctly positioned in the context of the business strategy, with the aim of supporting the development of a high-performance culture.

Having had such a strong year of momentum in the business, not least in growing our order book, we are focussed on continuing to build upon this momentum by investing in the Group for the benefit of future years. As such, we are now considering bringing forward some investment opportunities, which we had anticipated making in the next financial year, into the current year.

Operationally, the Group was structured throughout the financial year, and reported, on a regional basis with the three regions being:

- **UK**
- **Europe (which includes CIS and Western Balkans), Africa & Asia (EAA)**
- **MENA (Middle East & North Africa including Turkey)**

UK

(57% of Group revenue) – significantly improved profitability and order book

Group revenue by region



UK 57%

The UK region generated revenue of £72.9m (2013: £74.9m) with an operating profit before separately disclosed items of £1.9m (2013: loss of £0.2m).

Within the UK we continue to work across the public and private sectors. Over the course of this year, we have seen growing optimism and activity across all sectors and in most of our markets. In particular, we have noted a commitment to longer term infrastructure projects. Whilst we have seen a slowing in retail-led development, this has been more than countered by a significant increase in activity within the residential sector. All our core services have benefitted from this upturn, particularly our management services, transport, town planning, urban design and environmental planning teams.

Within the Defence sector we continue to support Defence Infrastructure Organisation (DIO) and the Army in our lead programme management and design role for the £1.6bn Army Basing Programme to return troops from Germany and restructure the Army in the UK. Our multidisciplinary team of more than 60 project managers, cost managers, engineers and designers has developed a series of projects in Catterick Garrison, Preston, Oxford and Salisbury Plain from concept design to business case approval for contract tender and delivery. The programme of works will move into Develop Preferred Option stage and procurement in the coming months with construction phases commencing in 2015.

Our Justice team has also continued to provide close support for the Ministry of Justice and was recently appointed as Technical Adviser, overseeing the construction of HMP Wrexham, a £250m flagship project of national importance which will provide extra prison capacity as well as employment opportunities for the local area.

Our Engineering discipline has helped to deliver a number of education schemes including colleges of further education and university-based projects across the country. We are particularly proud that Manchester Metropolitan University's Business School and Student Hub received the Prime Minister's Award for The Best Public Building. Healthcare also continues to be a strong sector for our UK business.

Our UK based professionals continue to support UK government and key clients on their international projects and, over the last 12 months, we have visited more than 40 global locations on behalf of the Foreign and Commonwealth office alone, most notably acting as Lead Designer supporting the ongoing refurbishment of the British Embassy in Washington DC.



CASE STUDY: Army Basing Programme, UK



As a long-term, trusted framework consultant to the Ministry of Defence with a proven track record in defence projects we were commissioned to advise on the most significant UK military estate optimisation programme since the 1930s.

Following major changes announced by the Secretary of State for Defence to the structure of the British Army, the Army will maintain its national presence across the UK but with an increased concentration in seven major centres of gravity. The project to achieve this is known as the Regular Army Basing Programme. These changes follow previous announcements from the UK Government including the Autumn 2010 Strategic Defence and Security Review which committed to the return of all 20,000 British troops from Germany, and the Army 2020 plan published in Spring 2011, which set out the future structure of the Army in the UK.

We have been working with Ministry of Defence since March 2011, assessing the capacity of their estate in the UK as part of the Basing Optimisation Programme which provided the information and evidence needed to shape the Regular Army Basing Programme. This involved investigating the various options for how the military units could fit into the existing UK defence real estate and carefully assessing the costs associated with each option.

Working in partnership with Mott MacDonald, URS and Defence Infrastructure Organisation employees, together we formed an integrated project team. We provided a significant team of multi-discipline WYG employees to work on the programme from the far

north of Scotland to the south west coast of England. The scale of the task and the project timescales involved provided a considerable challenge but, working with our partners, we developed a bespoke planning and cost modelling tool, able to simulate numerous options for the optimum alternative use or rationalisation of the estate property.

This enabled our client to make decisions on the future of their estate and infrastructure in a way that was sensitive to numerous political, social and economic considerations, whilst meeting the needs of Army personnel and their families. The plans will also help fulfil the Government's commitment to providing regular Army personnel with more certainty about where they will be based in the future. This forms part of the wider commitment to give service personnel and their families greater stability, allowing them to integrate into local community, their spouses to find long-term jobs and their children to have continuity of education.

Our ability to mobilise industry experts on high profile and sensitive projects such as this is one of our key strengths. Creative and strategic thinking, our partnering ability and flexibility is why we were able to deliver a fact-based evidence set that enabled decisions to be made on the UK basing arrangements for the British Army for the foreseeable future. Once the Regular Army Basing Programme is realised, not only will Army personnel and their families have a stable base from which to live and work, Britain as a whole will benefit thanks to the economic savings delivered by the project.

EUROPE, AFRICA & ASIA

(30% of Group revenue) – strong revenue growth and margin improvement

Group revenue by region



EAA 30%

WYG operates through a wide network of subsidiaries and offices in selected local markets in Europe, Africa & Asia, in parallel with our traditional focus on international development opportunities. In this period the region generated revenue of £38.2m (2013: £33.7m), with an operating profit before separately disclosed items of £2.4m (2013: £1.6m).

In Europe we exemplify the WYG model of being a management, technical and professional services consultancy with global reach and local delivery. In our Central and Eastern European locations the period saw the start of a significant market shift, with the closure of 2007-2013 Multiannual Financial Framework (MFF) projects, and the start-up of new actions financed from the new MFF 2014-2020.

We responded with a strong focus on defence, private sector, rail transport, and “off-the-shelf” recruitment/HR products, so as to minimise the impact of this cycle on current operations, and also to take advantage of the emerging new opportunities. In a similar context, our large scale involvement in the WBIF Infrastructure Project Facility in SEE countries was reaching peak levels of activity, with significant projects implemented, especially in the energy, water and wastewater, and transport sectors. At the same time we continued to develop local market opportunities throughout the region, notably in Croatia and Serbia, in both the public and private sectors.

During the year we strengthened our footprint in Africa, positioning ourselves as a leader to deliver international development programmes, often in difficult environments, for the UK government, other national governments, and International Finance Institutions (IFIs). Our service offering has been developed around a powerful linking of our public sector expertise (infrastructure, governance, monitoring and evaluation, public financial management, and training) with experience in private sector development, bridging the world of development with finance and investment. The results achieved to date in the region will allow us to continue this market expansion with confidence, further diversify our client base and leverage our expertise in fragile and conflict affected states.



CASE STUDY: The South African – European Union Dialogue (TDCA) Facility



Having developed the right skills and experience through our network of acknowledged experts, and having planned and demonstrated an innovative but pragmatic approach, we were appointed to establish and manage the European Union Dialogue (TDCA) Facility in South Africa.

This €7m EU funded programme aims to create a broader and deeper level of cooperation between the EU and the Republic of South Africa in policy areas of mutual interest. Improving healthcare, education and social integration while promoting economic growth is fundamental to ensuring quality of life and a sustainable future for developed and developing economies and countries in transition.

Within twelve months of us establishing the Facility, the demand for support services was greater than the available supply of funds. The Facility requested, and received, an additional €2m of funding and more may be requested to address the continuing high levels of demand.

The Dialogue Facility has supported a wide variety of important and relevant sector policy dialogues. There has been a direct impact at a policy level in South Africa in areas which include: the piloting of a national health insurance system; contributions to the Government Green Paper on post school education and training; influencing the approach to regional integration in Southern Africa; examining ways to reduce the supply and use of 'blood' diamonds in Africa; developing e-skills; facilitating dialogue to transition satellite systems from Europe to South Africa; supporting exchanges on skills planning and employment creation; facilitating dialogue on the effective and efficient delivery of social grants; helping to create a more functional and effective customs and revenue authority and supporting the development of a national innovation policy.

This is one of the first EU sector policy Dialogue Facilities in the world. It is demand driven and has had a significant impact on shaping and informing policy both in South Africa and in the EU. The knowledge gained and the lessons learned from this project will be used elsewhere in the world as other countries begin to plan for similar initiatives.

MENA

(13% of Group revenue) – increased profits despite delays tendering major projects

Group revenue by region



MENA 13%

In the MENA region we generated revenue of £15.8m (31 March 2013: £17.1m) with an operating profit before separately disclosed items of £0.5m (31 March 2013: £0.1m). The diversification of our portfolio of work generated in Turkey over the past two years, to reduce our dependence on IFIs, together with improvements in project and financial controls, have enabled us to increase margins despite a reduction in revenue – and we continue to be the market leader in Turkey in socio-economic consultancy for the EU.

Although we were affected by delays in the tendering of a number of expected projects, we are now seeing major new projects being unlocked. These include further work to support the national strategy for harmonisation with the EU, the €2.4m Bulancak Water and Wastewater Project in Turkey (our third major project under the EuropeAid Environment Operational Programme pipeline, making us one of the major players in this sector) a role in the multinational environment project, Environment and Climate Regional Accession Network (ECRAN), three new project wins for the Turkish ministries of Health, Justice and Environment and another project win for the Ministry of International Cooperation of Egypt.

We have also delivered framework contracts providing assistance to governmental authorities in Azerbaijan, Croatia, Macedonia, Lesotho, Nigeria, and Pakistan and have been shortlisted in five lots under the EU Beneficiaries 2013 Programme which we would expect will start delivering significant volumes of work in the second half of the new financial year.

Our work has continued in Camp Bastion, where we are supporting the UK Works Group Royal Engineers in the maintenance of military and civilian infrastructure throughout Afghanistan.

From our regional business platforms formed with local partners in the Gulf area, we are building relationships with major clients in the public and private sector to access projects in our key sectors. This includes opportunities across the globe where Middle East-based investors are stakeholders in current and future projects. With a clear strategy and strong partners the business is increasingly well positioned to capture major opportunities in the coming period.



CASE STUDY: Murooj (Jeddah) Masterplan and Infrastructure Design, Saudi Arabia



A development the size of Murooj in Saudi Arabia requires an expert multidisciplinary team of specialists working together to deliver the most appropriate strategy and development plans to realise the client's aims and objectives. A number of international consultants have been appointed to work on the proposed development and experts from WYG are among them.

The ever-expanding population of the developing world creates the need to develop and maintain sustainable urban environments in which people can live and work but which also address the key environmental and socio-economic challenges of the 21st century. They are key to helping us minimise the use of natural resources, reduce climate change and create the economies we need to generate employment and alleviate poverty.

Murooj, formerly known as Wadi Al Asla, is one such planned sustainable city. Located just 25km east of Jeddah on the east coast of Saudi Arabia, Murooj will cater for the future expansion needs of Jeddah. This major new regional economic hub will cover an area of 120km² and will accommodate some 165,000 new residents when completed in 20 years' time.

Our team is providing multidisciplinary services consisting of transport planning and design, socio-economic analysis, environmental impact assessment and infrastructure. We are also advising on the planning and design of the roads and services infrastructure which includes potable water, waste water, treated sewage effluent irrigation and solid waste treatment.

In the context of the masterplan framework, we have advised on the delivery of the social (such

as schools, religious buildings, open space) and economic (including employment opportunities) infrastructure which are essential in meeting the needs of a sustainable city. To date, our work has been concentrated on masterplanning a particular aspect of the development, consisting of 41,000 houses and associated social infrastructure, which has been designed to reduce resident commuting.

We are currently carrying out the detailed design of the primary roads and utilities to secure individual development sites in a phased development planned over the next 15-20 years. The masterplan has already received recognition for its urban design credentials by CityScape Riyadh.

The sewage water artificial lake is at the heart of the development plans. The initial phase of the project utilised the sewage water lake by remediating the current environmental situation. Natural fluvial waters were used for irrigation to help develop the area into a green garden city site fit for development. With parts of the planting now complete, the first phases have already been transformed into an oasis for wildlife, flora and fauna. Moreover, they provide a much needed get-away destination for the residents of Jeddah through a series of well connected parks and resorts interconnecting differing neighbourhoods around the city.

When complete, Murooj will deliver a sustainable eco garden city concept focused on low carbon technologies and sound urban planning principles. It will reduce the need for car travel and commuting, delivering a new sustainable city fit for 21st century living and resilient enough to deal with future environmental challenges.

PEOPLE



As at 31 March 2014, we employed 1,255 permanent employees (2013: 1,269). As we implement our plans for growth we expect to see employee numbers start to increase substantially in several business areas in the coming year.

The Board recognizes that our people are at the heart of everything we do. We greatly appreciate the personal and professional commitment they have continued to show throughout the year. Working closely with our partners, our people deliver expert advice, technical assistance and project management to clients across the globe. And our work helps change, shape and enhance the world's landscapes, societies and economies. Therefore, attracting and retaining high calibre individuals is critical to the ongoing success of the business.

During the year, in order to provide an environment where people can thrive, we have:

- developed and implemented Leadership and Line Management development programmes to underpin the ongoing development of our people leaders recognizing that high calibre individuals demand high quality leadership in order to develop and grow our business
- simplified job families and the number of levels within the business, to create a flatter hierarchy and more transparent career paths

- created generic role and professional requirements profiles to underpin our job families and career paths
- reviewed and refined our performance management policy, processes, competency model and documentation based on the changing needs of the business
- conducted regular salary and benefits reviews, benchmarking and realigning as required to ensure that we continue to be able to attract high calibre individuals
- developed and issued every individual with a Total Reward Statement to ensure they are aware of the true value of their benefits package
- introduced a recognition policy to enable line managers to recognize discretionary effort and those of our people who go above and beyond to satisfy our clients' needs.

Given the competition for quality people and the challenging markets in which we operate we have looked to utilise a range of resourcing methods such as social media e.g. Twitter and Linked In; as well as implementing a digital marketing campaign to raise awareness of our employer brand. We have also re-launched our Employee Referral programme which is open to all WYG employees who successfully introduce a new member to the Company. In addition, we have focused on increasing the number of direct hires versus the number of agency hires which has reduced our overall recruitment spend. A large number of recruits continue to be graduates who join in their chosen specialism and, given their importance to the ongoing success of WYG, we are launching a Graduate Development Programme for the first time in a few years in June, as well as an Apprenticeship Programme that enables 16 to 18 year olds to join WYG across a range of disciplines and functions.

Continued 

AWARDS



It is a further tribute to their professionalism that our teams have maintained their strong track record for winning major industry awards over the course of the year. Collectively, these awards show that our people continue to deliver work that is independently recognized as being outstanding. The awards include:

- **ROSPA Gold Award 2014**
ROSPA - 10th consecutive year
- **2013 Green Gown Awards**
Winner in the Construction and Refurbishment category for Belfast Metropolitan College, Belfast Met e3 Building at Springvale
- **2013 Brownfield Briefing Awards**
Highly Commended Award in the 'Best Use of a Combination of Remediation Techniques' category for The Maze Long Kesh Regeneration
- **2013 Quality International Programme**
Silver Emblem for 'Raising EU funds and implementation of complex consulting projects for socio-economic development and infrastructure' in Poland
- **2013 Business Centre Club Awards**
Ambassador of the Polish Economy 2013 in the 'Partner of Foreign Companies' category in Poland
- **2013 British Construction Industry Awards**
The Prime Minister's Public Building Award for Manchester Metropolitan University (MMU) Student Hub and Business School
- **2013 RIBA National Award**
North West National Award Winner for Manchester Metropolitan University (MMU) Student Hub and Business School
- **2013 RICS Awards Northern Ireland**
'Highly Commended in Design & Innovation' for Giant's Causeway Visitors Centre
- **2013 Association for Consultancy and Engineering CEO Awards**
Sterling European CEO Award – Paul Hamer

KEY PERFORMANCE INDICATORS

We identify and set key performance indicators (KPIs) at different levels throughout the business. At the Group level the main focus of our analysis is on the KPIs and performance measures the Board has set for financial performance, operations and growth.

Financial performance

Under this heading we assess our performance on revenue, profit and unrestricted cash.

Operations

These KPIs include measures to assess order intake, utilisation, earnings per person and claims.

Growth

KPIs measured under this heading include: order book, international revenue, the split of international public and private work, and the conversion rates of expressions of interest to bids and bids to contract wins.

Within each business segment the metrics we use to assess KPIs can vary considerably, so we use a variety of methods to measure performance against the KPIs. For example, an acceptable level of order intake or earnings per person may be very different in a part of the business where we undertake a large volume of relatively small projects as compared with one where we work on a small number of very long term projects. 'Traffic light' reports are produced for monthly management meetings. Where concerns are identified, the Board requires targeted mitigating measures to be identified, put in place and reported upon.

In addition, we have established KPIs for:

Technical excellence: intended to measure and improve the technical quality of solutions and services we provide to our clients and measure our profile in the technical press.

Leadership & Line Management - this is predominantly measured through our annual employee survey.

Staff Satisfaction – this is measured through a number of methodologies:

- our annual employee survey and looks to benchmark some of the following dimensions
 - engagement
 - compensation & reward
 - line management
 - leadership
 - communication
- employee turnover
- employee absence

Financial Review



“Throughout the Group we continue to emphasize the importance of cash generation and the effective management of working capital.”

SEAN CUMMINS
GROUP FINANCE
DIRECTOR

Revenue was £126.9m (31 March 2013: £125.7m), with international revenues now accounting for 43% of Group revenue. The Group made an operating profit before separately disclosed items of £4.8m (31 March 2013: £1.5m) representing a very significant improvement in profitability.

In the second half of the year, an operating profit before separately disclosed items of £3.1m was achieved which compares with £1.7m in the first half. We have seen improving levels of staff utilisation and continued to deliver reductions in all overhead costs, but particularly in professional indemnity insurance, property and information technology.

Profit before tax before separately disclosed items was £4.2m (31 March 2013: £0.7m), generating £2.8m adjusted profit before tax in the second half of the financial year compared with £1.4m in the first half.

On a statutory basis, the Group made a profit before tax of £1.8m (31 March 2013: loss of £3.3m).

The Group has significant losses brought forward in the UK and is unlikely to pay UK tax for the foreseeable future. However, we do generate profit in many of our overseas activities, upon which we pay local corporation tax.

The primary component of finance costs is the charge relating to the ongoing bond facility. Our success in reducing the number

and quantum of bonds outstanding ahead of plan means that finance costs have been reduced to £0.6m (2013: £0.8m). Under the new trade finance facility with Santander, we expect these costs to reduce further in the coming year. More importantly, with the costs of bonds at a more commercially viable level, we can re-establish a lead role on carefully selected bonded work.

Profit per share adjusted to exclude separately disclosed items increased to 7.0p (2013: 1.0p).

The Group closed the year with cash balances at 31 March 2014 of £15.2m (31 March 2013: £18.6m). Within the reported balance, we have an element of restricted cash, primarily associated with specific commitments and cash held by joint operations. At the year end the restricted balance was £2.4m (2013: £3.8m), leaving our key performance indicator, the unrestricted balance of £12.8m (31 March 2013: £14.8m.) The reduction in the unrestricted cash value during the year reflects not only the planned application of £4.7m towards legacy issues including ongoing commitments on unoccupied offices but also cash spent on investments and acquisitions of £1.6m. The cash cost of legacy issues continues to reduce ahead of target and, going forward, we expect our insurance costs to reduce reflecting the changing mix and volumes of our work as we increase our client side advisory services.

Throughout the Group we continue to emphasize the importance of cash generation

and the effective management of working capital. The initiatives we introduced in 2012 directed at improving the working capital cycle, whilst reducing our use of advance payment bonds, were reflected in the further reduction of working capital days to fewer than 90 (2013: 100 days; 2012 110 days). We continue to aim for improvements in this area albeit our new target of 85 days reflects the fact that the scale of our successes to date cannot be replicated every year.

As at 31 March 2014, the Group's order book stood at £86.8m (2013: £77.6m), excluding the Libyan project announced today, which is made up of UK orders of £45.0m (2013: £29.3m) and international orders of £41.8m (2013: £48.3m).

Pension schemes

The Group has two defined benefit schemes (the WYD Pension Scheme and the White Young Consulting Group Limited Retirement Benefit Plan (1986) (1986 Scheme)), both of which are closed to new members and to future accrual. The most recent formal actuarial valuation of the WYD Pension Scheme as at 1 July 2011 disclosed a deficit of £2.4m on an ongoing basis. There is an agreed funding plan in place. The WYD Scheme received a contribution of £0.6m (31 March 2013: £0.7m) and has seen its net liability decrease to £0.4m (2013: £0.7m).

In 2013 we reached a full and final, binding settlement with the representative beneficiary and independent trustee of the 1986 Scheme, concluding an issue that had been in dispute

since 2008. Under the Court approved settlement, we will pay £3.2m into the Scheme in instalments over 12 years. Other than this, WYG will have no further liability to the 1986 Scheme.

Treasury operations

Our policy on treasury and financial risk is set by the Board and reviewed on a regular basis. The treasury risk faced by the Group includes credit risk and foreign exchange risk, details of which are in [note 22](#).

It is our policy that we do not speculate in financial instruments or enter into speculative transactions. The types of financial instruments we use include internal cash resources, borrowings, bonds and receivable and payable balances arising directly from Group operations.

The majority of revenue and expenditure from operations is denominated in the same currency giving an effective hedge to relevant transactions. A proportion of our net assets is denominated in Euros.

Continued 

RISK MANAGEMENT

The key risk areas potentially impacting on the business are as follows:

International risk

The Group is subject to the risks of conducting business in different jurisdictions around the world. These risks include: economic, social or political instability, fluctuations in currency exchange rates; changes in foreign laws and regulatory requirements; and changes in tax regulation, including UK tax legislation.

Risk in connection with bonding facilities

The Group continues to rely on the availability of bonding facilities in certain overseas territories to enable it to obtain new work and to fulfil existing contractual obligations that are secured by tender or performance bonds. During the year, the Group has secured new facilities with bond providers in the UK and Turkey. The Group has made significant progress in reducing its use of advance payment bonds and intends to continue to manage its ongoing use of bonds by pursuing its client diversification and partnering strategy.

Market risk

WYG provides white collar consulting and infrastructure services to customers in the public and private sectors. The Group's core markets have been adversely affected by the economic downturn, the medium to long term outlook remains uncertain and any new, substantial downturn in one of our key markets, or in a number of markets at the same time, may have an adverse effect on the Group. We mitigate this risk by keeping our direct and indirect exposure to each of our markets under close review, and by defining and implementing bespoke strategic plans for each of them to ensure a balanced portfolio.

Government spending

Each of the Group's core market sectors is heavily influenced by the direct or indirect impact of UK Government spending programmes and, in the case of the international business, the spending programmes of various overseas governments and international organisations. The unprecedented public sector cuts generated by the UK Government's major spending reviews have affected the Group's activities and caused uncertainty for the Group's future revenues. Any further reduction in government spending affecting sectors on which the Group relies may have an adverse effect on the business.

Competitors

The Group competes against a large number of other companies across different service lines. Whilst the Directors believe that WYG is well positioned in these markets, the Group remains exposed to the adverse impact of the actions of its competitors. The Group attempts to mitigate this risk by continually seeking to improve its competitive position.

Key customers

Certain of the Group's revenues are dependent on it being designated an "approved supplier" by a number of customers. There can be no guarantee that the Group will retain this status, and the Group seeks to mitigate such risks by ensuring that it has ongoing dialogue with these customers and by monitoring its business relationships with them.

Litigation risk

WYG operates in a number of markets in which there is an inherent risk of claims for alleged professional negligence. In common with its competitors, WYG receives professional negligence or similar claims on an ongoing basis. Over the past three years

the aggregate number and quantum of such claims has reduced substantially. The Group is insured against the majority of professional negligence claims and seeks to mitigate the risks of such claims through its internal processes and controls.

Key employees

The Group's success depends, to a significant extent, on the continued services of its Directors and senior management team, who have substantial experience in the industry and in their specific roles. The loss of members of the senior management team and of other suitably qualified employees could be detrimental to the business. We mitigate these risks through our overall performance and reward programme and our share-based incentive scheme for senior management under which, among other things, participants agree to extended restrictive covenants.

Pension schemes

As described above, the Group has two defined benefit schemes (the 1986 Scheme and the WYD Pension Scheme), both of which are closed to new members and to future accrual. We have reached a full and final, binding settlement with the representative beneficiary and independent trustee of the 1986 Scheme. However, the outcome of future valuations of the WYD Pension Scheme will be dependent on various factors, including changes in market conditions and the performance of investments, on the actuarial assumptions adopted and changes to life expectancy.

Other risks

The risks surrounding our financing arrangements are covered in the [notes to the accounts](#), along with any significant

judgements and key sources of estimations. These risks are considered by the Board to be typical for a consultancy services group of WYG's size, history and sphere of operations.

Summary

WYG is now in better shape than it has been for several years, with a highly differentiated consultancy offering, a financial structure which fully supports its potential, and clear momentum in its order book.

Our key strengths in advising clients on asset creation, managing socio-economic development programmes and facilitating the restructuring of fragile states place us well to continue to convert our strong pipeline of opportunities in these areas.

The Strategic Report has been approved by the Board and signed on its behalf by:



PAUL HAMER
CHIEF EXECUTIVE OFFICER
3 JUNE 2014



SEAN CUMMINS
GROUP FINANCE DIRECTOR
3 JUNE 2014

Directors & Advisers



Mike McTighe (60)
Non Executive Chairman

Mike McTighe was appointed to the Board in August 2009. He is currently a member of the Board of Ofcom and chairman of four private companies. Previously he was Chairman and CEO of Carrier I International S.A. and before that Executive Director and Chief Executive Global Operations of Cable & Wireless plc.



Paul Hamer (45)
Chief Executive Officer

Paul Hamer has been Chief Executive Officer of WYG since March 2009. He sits on the board of the Leeds City Region Local Enterprise Partnership and is also Chairman of the Green Economy Panel. Previously, he was Managing Director of VT Nuclear Services, part of VT Group Plc, and brings with him over 20 years' experience in business management, leadership and project delivery. He has also held several senior executive positions in the contracting, nuclear, oil, chemical and petrochemical sectors. Paul is a Fellow of The Royal Institute of Chartered Surveyors (FRICS).



Sean Cummins (51)
Group Finance Director

Sean Cummins joined WYG in December 2011 as Group Finance Director. He was Group Finance Director of Scott Wilson plc, the global design and engineering consultancy, from September 2007 until its acquisition by URS Corporation in September 2010. From 1999 until 2007 he was Group Finance Director of Yule Catto & Co plc, the international chemicals group, prior to which he was Finance Director of BTR Power Systems, a division of Invensys plc. Sean is a chartered accountant with more than 25 years' experience in financial management and business leadership as well as in depth knowledge of the global consultancy sector.



Graham Olver (53)
Chief Operating Officer

Graham Olver joined the Board in August 2009 as Group Services Director and Company Secretary. Previously he was Commercial and Operations Director with Skanska Infrastructure Development, a division of Skanska AB. He has over 25 years' international business and major joint venture/PPP, M&A and infrastructure project experience in over 40 countries, and has held senior director positions at Thames Water, Thames Water International and ALSTOM. Graham is Chairman of British Expertise and also a barrister-at-law.



Robert Barr (58)

Senior Independent Non Executive Director and Chairman of the Remuneration Committee

Robert Barr was appointed to the Board on 1 January 2007. Since June 2004 he has been Group Chief Executive of Arran Isle Limited, prior to which he was Chief Operating Officer of Kingspan Group plc. Robert is also non executive chairman of Quantum Imaging Limited. Previously, Robert was Managing Director (Europe) and a main board director of Bespak plc having spent his early career in various international management roles at Diageo plc.



David Jeffcoat (64)

Non Executive Director and Chairman of the Audit and Risk Committee

David Jeffcoat was appointed to the Board in December 2009. He is a qualified accountant with extensive experience in the engineering and technology sectors. He was Group Finance Director and Company Secretary of FTSE 250 manufacturing group Ultra Electronics Holdings plc from 2000 until his retirement in April 2009. Prior to that, he served as Group Financial Controller with Smiths Industries plc (now Smiths Group). He also sits on the Board and is Audit Committee Chairman of Aberforth Smaller Companies Trust plc.

Company Secretary and Registered Office

Benjamin Whitworth
Arndale Court
Otley Road
Headingley
Leeds
LS6 2UJ

Company Number

01869543

Independent Auditor

Deloitte LLP
1 City Square
Leeds
LS1 2AL

Bankers

Santander UK Group
Bridle Road
Bootle
Merseyside
L30 4GB

Registrars

Capita Asset Services
The Registry
34 Beckenham Road
Beckenham
Kent
BR3 4TU

Solicitors

Eversheds LLP
Bridgewater Place
Water Lane
Leeds
LS11 5DR

Nominated Adviser and Joint Corporate Broker

Nplus1 Singer Advisory LLP
1 Bartholomew Lane
London
EC2N 2AX

Joint Broker

WH Ireland Limited
Royal House
28 Sovereign Street
Leeds
LS1 4BJ

Financial Public Relations

MHP Communications
60 Great Portland Street
London
W1W 7RT

Corporate Responsibility

Policy

At WYG we apply our skills to create a positive, sustainable future for our business, society and the environment. We define sustainability broadly, covering all of the social, environmental and ethical aspects of what we do to help our clients meet their own sustainability goals. We understand that sustainability needs to be embedded in our own business strategies, decision making and practices at all levels and to that end, the Board, its committees and the operational management of the business routinely take account of social, environmental and ethical risks and opportunities in their decision making.

Business activity

A significant proportion of our business is based on social and environmental projects. During the past 12 months our consultants in the UK have, among other things:

- provided education programmes and environmental services for a wide range of projects including environmental impact assessments on renewable energy, land remediation and flood defence programmes
- conducted public consultations on planning and other projects around the country ensuring that the views of residents, community groups, businesses and other stakeholders are heard, understood and taken into account by our clients as they seek to deliver new schemes
- in addition to the project work we are paid to undertake, where permitted, we provide data from ecological, noise, air quality and light pollution assessments in many parts of the country to inform councils as they seek to implement protection, mitigation and enhancement measures on a broader scale.

Overseas, the majority of our work is to support international development agencies such as the EU, the Department for International Development, World Bank, European Bank for Reconstruction and Development, and the Asian Development Bank. Our work has included:

- working with government institutions to strengthen capacity in the transport sector and to improve road maintenance in rural areas in Albania
- supporting various government institutions and agencies in enhancing physical infrastructure in Croatia, Montenegro and Turkey to meet EU standards in water and wastewater
- providing transitional support to the largest department of the Philippines Government to prepare for the introduction of an integrated financial management system which aims to improve governance in a country whose 90 million people are spread over 2,000 islands
- working with the Croatian Employment Services to assist them in enhancing the quality, efficiency and effectiveness of their service helping young people into full-time employment.

We have also continued our support of local improvement projects near landfill sites through the work of our not for profit company, Waste Management Research Limited, which provides assistance to landfill tax funds beneficiaries and landfill operators and has now handled more than 185 projects with a combined value of over £3.8m since it was established in 1996.

We believe that our work in these fields helps to embed a culture of corporate responsibility throughout the business and that the high proportion of our business that is directly focussed on social, environmental and ethical outcomes delivers benefits for our clients, employees and other stakeholders.

Achievements

This year we have focused on the Delivery stage of our Commercial Development & Operations Process (CDOP) by rolling out a project management excellence programme. The aim is to ensure that our people responsible for delivering projects have the skills, guidance and tools to enable them to perform their roles successfully and that they apply uniform, controlled and appropriate project management techniques on every project that WYG delivers. We have delivered a suite of training modules in all our UK offices which, together with project management guidance and tools, are open to all our employees. One of these tools is the Project Management Handbook which supports project managers and project directors in their daily work by providing a framework within which to operate. This programme will improve the quality of our service and minimise risk to ourselves, our clients and those impacted by our projects.

We have also:

- been recognized with a RoSPA President's Award having won the RoSPA gold medal for the tenth consecutive year
- achieved a RIDDOR free year for the second year running
- renewed ISO9001, ISO14001 and OHSAS 18001 certifications in the UK
- begun aligning our International operations to ISO standards with the first overseas office, Zagreb in Croatia successfully achieving ISO 9001 and ISO 14001 certification and working towards OHSAS 18001 certification
- worked hard to keep our carbon footprint to a minimum by further rationalising our property portfolio, improving the utilisation of office space, and increasing our investment in web and telephone conferencing facilities leading to reduced travel
- initiated health and wellbeing awareness-raising on a number of health topics such as bowel cancer, mental health, travellers thrombosis, and allergies.

Health & safety

We remain committed to our award winning high standards of health, safety and welfare for employees and others who may be affected by our activities. Health and safety arrangements for our UK operations continue to be certified to OHSAS 18001, as they have been since 2004. We are delighted to have achieved a second consecutive RIDDOR free year.

Our objectives include:

- continuing to benchmark our site inspection regime and improving our compliance scores as part of a long term strategy supported by targeted, independent site visits
- reducing the number of 'lost time' accidents and incidents across the Group with a continued increased emphasis on 'near miss' reporting so as to improve awareness and behaviour.

Accident and enforcement record

	2013/14	2013/12	2011/12	2010/11	2009/10
RIDDOR reportable accidents in the UK	0	0	2	2	2
Accident Frequency Rate (AFR)	0	0	0.09	0.13	0.06

Environmental Incidents / Near Misses

	2013/14	2013/12	2011/12	2010/11	2009/10
Reportable incidents in the UK	0	0	0	0	0

$$\text{AFR} = \frac{\text{Total number of reportable injuries} \times 100,000}{\text{Man hours worked}}$$

Responsible trading & CO₂ emissions

As an internationally focussed business, our people are expected to be aware and take due consideration of all cultures and to ensure they comply with the laws and regulations of the countries where they operate.

We continue to seek closer engagement with our suppliers so that together we can reduce the impact of our supply chain on the environment, particularly with regards to travel, transport and office products. We aim to work with suppliers who are also environmentally aware and can demonstrate sustainable practices.

We continue to concentrate on improving the utilisation of our property portfolio. We work closely with the landlords and managing agents of our properties to ensure that they

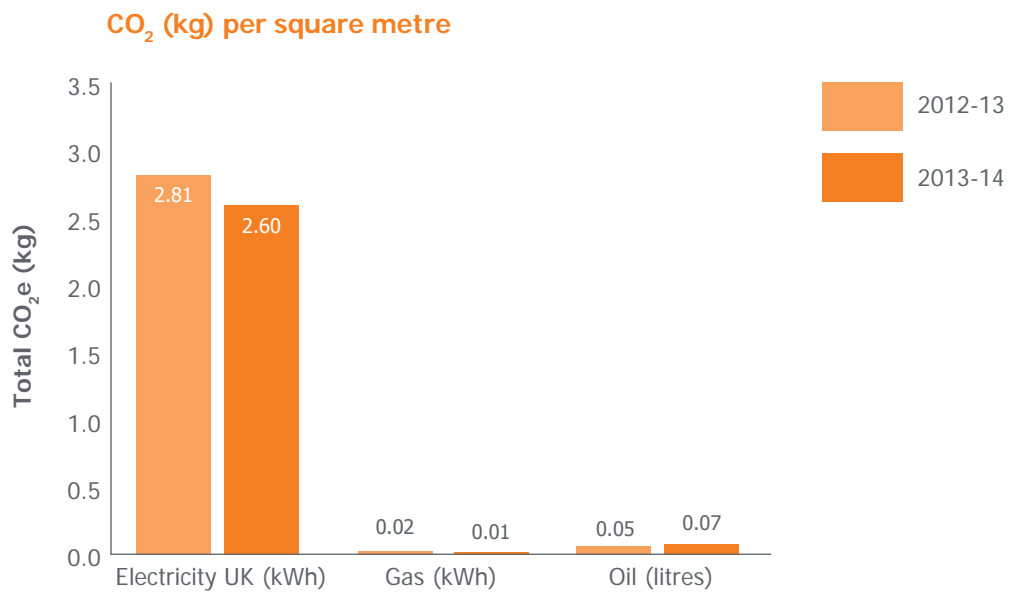
are managed as efficiently as possible in terms of energy usage and expenditure.

In the UK we have continued our efforts to make energy savings and emissions reductions through the implementation of the energy management plans introduced in 2011/12. This has resulted in reduced business mileage, increased use of public transport and, consequently, significantly reduced overall CO₂ emissions. Similar disciplines are being introduced into select international offices. For the second year in a row we have been able to collect data on CO₂ emissions, energy consumption and business mileage and we publish this below so that our performance can be reported and measured in future years. Our work in this area has been recognized by RoSPA.

Energy:

Energy Type	2013/14		2012/13	
	CO ₂ e (KG)	CO ₂ (KG)/m ²	CO ₂ e (KG)	CO ₂ (KG)/m ²
Electricity (Kwh)	415,201	2.60	426,982	2.81
Gas (Kwh)	2,167	0.01	3,339	0.02
Oil (Litres)	11,754	0.07	7,632	0.05

Chart 1: Total CO₂e (KG) per fuel per square metre



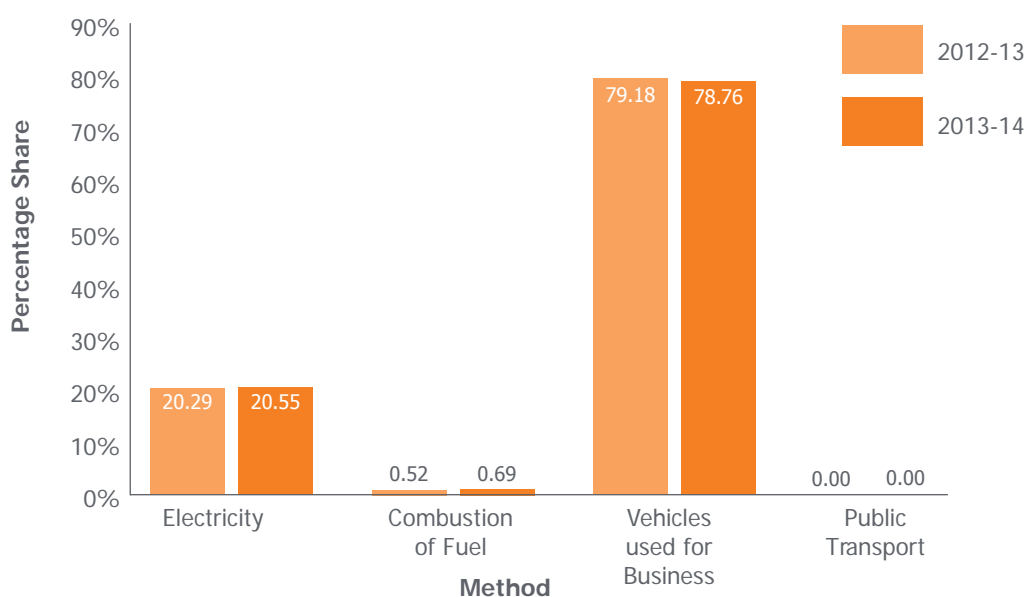
Overall CO₂ emissions 2013/14

Total quantity	Unit	Quantity	Breakdown
2,020.25	Tonnes of CO ₂ e	415.20	Electricity purchased (20.55% of emissions)
		13.92	Combustion of fuel in stationary equipment (i.e. gas and oil) (0.69% of emissions)
		1,591.04	Vehicles used for business (78.76% of emissions)
		0.08	Public Transport (0.00% of emissions)

Direct	Energy indirect	Other indirect
Company Car (UK)	Electricity (UK) Gas (UK)	Business Travel (Vehicular) Business Travel (Air) Waste (UK)

Chart 2 – Percentage of energy consumption (CO₂e KG) per fuel used in UK Offices

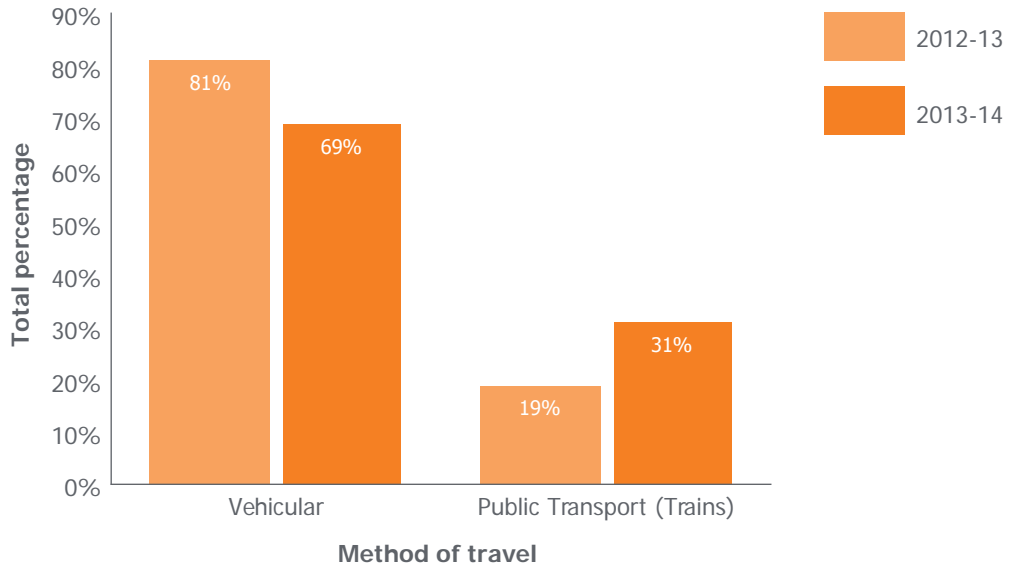
CO₂e (Tonnes) Emissions Breakdown



Notes:

- Carbon emissions are calculated using the World Resources Institute's GHG Protocol Tools.
- Per square metre is based on the calculation of total energy against the Company's UK property footprint.
- Energy consumption is based on billed Kwh usage of gas and electricity within UK Offices and oil consumption in litres within UK Offices.
- Water consumption is based on billed cubic metres used of water in UK offices: this is deemed low in significance and is omitted from reporting (due to reduction measures already been in place).
- Transport data is taken from UK Company business mileage expense claims and fuel card data which provides total amount of litres consumed. Public transport is the mileage from journeys by train.

Business Mileage by Method



The Bribery Act 2010

Our procedures are designed to reflect the UK Government’s guidelines in relation to the Bribery Act: proportionality, top level commitment, proper risk assessment and due diligence, communication (including training), monitoring and review. Guidance notes and other anti-bribery resources are available on our Group intranet and our “anti-bribery” e-learning module has been completed by all of our employees who work in areas we consider to be high risk.

Looking forward

Having established sustainability performance indicators and collected UK data for 2012/13 and 2013/14, we intend to use our increasing understanding of the Group’s environmental impact to make further improvements, particularly in the areas of energy consumption and CO₂ emissions.



Community engagement

WYG continued to have a broad corporate social responsibility agenda and our people are committed to contributing to the communities where they work and encouraged to take part in voluntary community activities. Our community engagement policy allows up to three days' paid leave for employees undertaking community engagement initiatives. We have matched the funds raised by our colleagues in a number of individual and office-based fundraising events for national and local charities, sponsored community-based events and local volunteering.

Among the many initiatives this year we have:

- supported the Royal British Legion, not only with the Poppy Appeal but also by engaging with the Executive MBA Programme at Leeds University Business School to carry out a review of how we can work together with the Legion on a long term programme to match our skills and resource with their activities and needs
- contributed to the work of Surf Action – an award-winning project that uses surfing and the coastal environment to help Army veterans and their families deal with the problems of post traumatic stress disorder and physical injuries
- participated in the Spirit of Football – playing one of the matches by torchlight in a slate mine
- entered (and won one of the categories) in the notorious 'Dancon March', a 25km race organized in Camp Bastion by the Royal Danish Army and open to all nations' military and civilian personnel

- sponsored one of our Sustainability Consultants and a friend on a 12,500km cycle ride from Brick Lane to Bangladesh raising funds for War Child, a UK charity, and The Noor E Farid Nasrine Academy, an orphanage in Bangladesh where the two of them worked for several weeks on completion of their journey raising more than £10,000 in the process
- competed in Oxfam's TrailTrekker, a 100 km trek round the Yorkshire Dales to be completed in just 30 hours
- taken part in a plethora of marathons, swimathons, bungee jumps, cake bakes and other competitions in support of numerous national charity days and through fund raising across our offices.

Our work with Bristol University's Department of Civil Engineering on their Industrial Tutor Scheme has entered its 10th year. We sponsor a prize for the best environmental science project on the BSc course at the University of Portsmouth and maintain close links with other universities, colleges and schools which provide the skills pool from which we hope to recruit some of the most talented consultants of the future.

We also have individuals within WYG that support our engagement with the community through volunteering their time and expertise, such as:

- performing the role of non-executive director for local charities
- running and/or participating in local support groups or initiatives.

Directors' Report

The Directors present their Annual Report and the audited accounts of the Company and its subsidiaries (Group) for the year ended 31 March 2014.

Review of operations

WYG plc is incorporated and domiciled in England. The address of its registered office is Arndale Court, Otley Road, Headingley, Leeds, LS6 2UJ.

As required by the Companies Act 2006, a review of the Group's business, together with an indication of its future prospects and a description of the principal risks facing the Group, is provided in the Chairman's Letter, the Strategic Report on [pages 12 to 27](#) and in the five year financial summary on [page 96](#).

Details of the Group's principal trading subsidiaries are listed on [page 73](#). The Group also has branch offices in Kurdistan, the United Arab Emirates, Russia and South Africa and representative offices in Belgium, Cambodia, Russia and Serbia.

Share capital

The Company's Ordinary Shares are traded on AIM, a market operated by the London Stock Exchange plc.

Accordingly as at 31 March 2014, the Company's share capital is as follows:

- 64,705,797 Ordinary Shares of 0.1 pence each;
- 4,540,758 Convertible Shares of 0.1 pence each.

The rights and obligations attaching to each class of shares are set out in the Company's Articles of Association which are available on our website.

Dividend

Subject to the approval of shareholders at the AGM, a dividend of 0.5p will be paid on 3 November 2014 to Ordinary shareholders on the Register at the close of business on 26 September 2014.

Employee Benefit Trust

The Company's Employee Benefit Trust (EBT) was established to satisfy awards granted under the Performance Share Plan (PSP) and the Joint Share Ownership Plan (JSOP). The trustees of the EBT are RBC Cees Trustees UK Limited which is resident in Jersey. The PSP and JSOP were terminated on 24 August and 14 September 2011, respectively. As at 31 March 2014, the EBT held 109,627 Ordinary Shares.

Directors

The Directors of the Company who served during the year and up to the date of the signing of the financial statements were as follows:

Mike McTighe
Paul Hamer
Sean Cummins
Graham Olver
Robert Barr
David Jeffcoat

The biographical details of the directors can be found on [pages 28 and 29](#).

Directors' election and rotation

Mike McTighe and Sean Cummins will retire by rotation and, being eligible, will offer themselves for re-election at the AGM.

Directors' interests

The beneficial interests of the Directors of the Company and their families in the Ordinary Shares of the Company and their options and/or awards over shares comprised in the Company's share schemes are detailed in the Directors' Remuneration Report on [pages 46 to 49](#).

No Director had any interests in any contract with the Company or its subsidiaries at any time during the year other than those arising from their service contracts or letters of appointment and through the Company's share option schemes.

The Company maintains insurance to cover directors' and officers' liability.

Directors' indemnities

As permitted by the Companies Act 2006, the Company has indemnified the Directors in respect of proceedings which may be brought by third parties. Neither the Company's indemnity nor its insurance provides cover in the event that a Director is proved to have acted fraudulently or dishonestly.

Corporate governance

The Group's statement on Corporate Governance is included in the Corporate Governance Report on [pages 42 to 45](#) of this report.

Annual General Meeting

The AGM will be held at the Company's registered office at Arndale Court, Otley Road, Headingley, Leeds LS6 2UJ on 23 September 2014 at 10:00am. Formal notice of the AGM, including details of special business is set out on [pages 90 to 93](#) and on the Company's website at www.wyg.com.

Significant shareholdings

As at 15 May 2014 the Company had been notified of the following interests in 3% or more of its issued share capital:

	Number of shares held	Percentage of issued share capital (%)
Hargreave Hale	7,180,000	11.10
GoldenPeaks Capital	7,001,764	10.82
River and Mercantile Asset Management	6,420,000	9.92
Artemis Investment Management	6,286,200	9.72
Soros Fund Management	6,269,424	9.69
Robert Keith	6,025,000	9.31
Henderson Global Investors	4,850,154	7.50
Fidelity Worldwide Investment	3,524,935	5.45
Franklin Templeton Fund Management	3,375,000	5.22
Majedie Asset Management	3,286,200	5.08

Substantial contracts and change of control

The Group has in place various contractual arrangements with customers and suppliers some of which provide for termination in the event of a change of control but none of which is considered to be significant in terms of its potential impact on the business as a whole.

The Group also has a trade finance facility with Santander UK plc which provides that the facilities may be cancelled or cash cover be required in the event of a change of control.

Treasury policy

The Group's policy on treasury and financial risk is set by the Board and is subject to regular reporting and review. The main risks faced by the Group relate to foreign currency risk, credit risk, and cash flow. A more detailed explanation of these risks and the Group's policy for managing them is set out on [pages 26 and 27](#) and in [note 22](#) to the Accounts.

Employment policies

Our policy is to ensure the adequate provision for the health, safety and welfare of our employees and of other people who may be affected by our activities.

Employment of disabled persons

We treat applications for employment from disabled persons equally with those of other applicants having regard to their ability, experience and the requirements of the job. Where existing employees become disabled every effort is made to provide them with continuing suitable work within the Group.

Employee diversity

We are committed to the principle of valuing diversity, recognizing the benefits that can be secured through employing a diverse workforce and harnessing the individual talents of staff from different backgrounds with different skills.

We are also committed to providing equality of opportunity for all employees and in particular to ensuring that fair selection and development procedures apply. The aim of the Group's policy is to ensure that no employee or job applicant receives less favourable treatment than any other on the grounds of age, gender, sexual orientation, disability, marital status, colour, religion, race or ethnic origin.

As regards the Board, we believe Board composition is a key element of Board effectiveness. Each member and potential member of our Board must be able to demonstrate the skills, experience and knowledge required to contribute to the effectiveness of the Board. WYG believes that the Board's perspective and approach can be enhanced through gender, age and cultural diversity and we support the principle of boardroom diversity. It is our policy to consider overall Board balance when appointing new directors and we will always seek to appoint on merit against objective criteria, including diversity.

Employee involvement

Our success depends upon the continued commitment and motivation of our workforce and it is our policy that employees are kept informed of matters affecting their employment and of our financial results on a regular basis.

During the year, the Group undertook an extensive exercise to gauge the views of employees on a number of topics. The results were presented to the Board and, in response, the Directors initiated a programme to review roles, grading and the links between performance and pay. This programme is still ongoing. In addition, emails are circulated to all staff to inform them about significant events and contract wins across the Group and a comprehensive employee intranet is maintained with news items and a wide range of employment-related resources.

Political donations

The Group made no political donations (2013: nil).

Statement of Directors' Responsibilities

The Directors are responsible for preparing the Annual Report, the Directors' Remuneration 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 Group and Parent Company financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and the Company and of the profit or loss of the Group for that period.

In preparing these financial statements, the Directors are required to: select suitable accounting policies and then apply them consistently

- make judgements and accounting estimates that are reasonable and prudent
- state whether applicable IFRSs as adopted by the European Union have been followed, subject to any material departures disclosed and explained in the financial statements
- 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 the Group 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 the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Each of the Directors, whose names and functions are listed in the Director's Report confirm that, to the best of their knowledge:

- the Group financial statements, which have been prepared in accordance with IFRSs as adopted by the EU, give a true and fair view of the assets, liabilities, financial position and profit of the Group and
- the Directors' Report includes a fair review of the development and performance of the business and the position of the Group, together with a description of the principal risks and uncertainties that it faces.

Going concern

Having reviewed the Group's budget, the Directors have formed the conclusion that the Company and the Group have adequate resources to continue to operate for the foreseeable future after taking into account reasonably foreseeable risks and uncertainties relating to its business. For this reason, the Directors continue to adopt the going concern basis in preparing these accounts.

Statement on disclosure of information to the Independent Auditor

So far as each Director is aware, there is no relevant audit information of which the Company's auditor is unaware.

Each Director has taken all reasonable steps to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information. This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Independent Auditor

As referred to on [page 44](#), Deloitte LLP was appointed auditor to the Company on 24 October 2013. Deloitte LLP has expressed its willingness to be re-appointed. A resolution to re-appoint them as independent auditor will be proposed at the AGM.

By order of the Board



BENJAMIN WHITWORTH
SECRETARY
3 JUNE 2014

Corporate Governance

Compliance with UK Corporate Governance Code

WYG is committed to high standards of corporate governance throughout the Group.

As a company whose shares are traded on AIM, WYG is not required to comply with all the requirements of the UK Corporate Governance Code (Code) published by the Financial Reporting Council in 2012. However, the Board continues to implement policies and procedures designed to comply with the Code so far as reasonably practicable and appropriate for a public company of its size and complexity and in the light of risks and challenges it faces.

This report sets out how the principles identified in the Code have been applied by the Group in the current financial period.

The Board

The Board currently comprises a Non Executive Chairman (Mike McTighe), three Executive Directors (Paul Hamer, Chief Executive Officer, Sean Cummins, Group Finance Director and Graham Olver, Chief Operating Officer) and two Non Executive Directors (Robert Barr and David Jeffcoat). The Board considers Robert Barr and David Jeffcoat to be independent. Mike McTighe satisfied the Code's independence criteria on his appointment and, notwithstanding the fact that he now participates in the Company's share option scheme and sits alongside Robert Barr on the board of one other company, the Board considers that he

is sufficiently independent in character and judgement as to continue to be considered an independent director in keeping with the principles of the Code. Robert Barr is the Senior Independent Non Executive Director.

The roles of Chairman and Chief Executive are separate and clearly defined in writing. The Chairman is responsible for the leadership of the Board and for monitoring its effectiveness. The Chief Executive is responsible for the executive management of the Group's business.

All Directors are subject to election by the shareholders at the first opportunity after their initial appointment to the Board and to re-election thereafter at intervals of not more than three years. Biographical details of the Directors are set out on [pages 28 and 29](#). The Non Executive Directors bring a balance and range of skills and experience to the Board and its committees. None of the Executive Directors holds non executive directorships outside of the Group although Paul Hamer sits on the board of the Association for Consultancy and Engineering (ACE) and is a board member of the Leeds City Region Local Enterprise Partnership. Graham Olver is the Chairman of British Expertise.

The Board is collectively responsible to shareholders for the Group's overall strategy and direction within a framework of controls which enables risk to be assessed and managed. It has a schedule of matters reserved to it for decision, including: matters

requiring the consent of the Company's lenders under the facilities agreement; decisions on strategy, policy, approval of budgets, acquisitions and disposals, major capital expenditure, and risk assessment and assurance.

An evaluation of the performance of the Board was conducted in 2013. The Chairman reviewed the outputs from the evaluation with each Director individually and the conclusions of the overall assessment were reviewed by all the Directors. The Board does not consider that an externally facilitated evaluation is appropriate at this stage of the Company's development.

All Directors have access to the advice and services of the Company Secretary, who is responsible for ensuring that Board procedures and applicable rules and

regulations are observed. There is an agreed procedure for Directors to take independent professional advice at the Company's expense, if necessary, in the performance of their duties. Where it is considered appropriate, training is made available to the Directors. The Company has appropriate insurance cover in respect of legal action against its Directors.

Board meetings

The Board meets formally on a regular basis. One meeting each year is specifically reserved for a strategic review. The Board is provided with management information which includes detailed monthly management accounts and an analysis of the Group's actual performance against budget, latest forecast and previous year. The form and quality of the information are reviewed to ensure that it is of a quality appropriate to enable the Board to discharge its duties.

The number of Board and Committee meetings attended by each of the Directors during the period was as follows:

	Full Board	Audit Committee	Remuneration Committee
Number of meetings held	8	4	6
Name			
Paul Hamer	8	-	-
Sean Cummins	8	-	-
Graham Olver	8	-	-
Mike McTighe	8	4	6
Robert Barr	8	3	6
David Jeffcoat	8	4	6

Committees of the Board

The Board delegates certain specific responsibilities to committees. Each committee has clearly defined terms of reference which are reviewed annually by the Board. The terms of reference for the Board and each of its committees are available on our website at www.wyg.com.

Audit & Risk Committee

The Audit & Risk Committee is chaired by David Jeffcoat. Mr Jeffcoat is a qualified accountant with extensive experience in the engineering and technology sectors. He is considered by the Board to have the necessary recent and relevant financial experience for his role as Chairman. The other members of the Committee are Non Executive Directors Mike McTighe and Robert Barr. The Executive Directors also attend most meetings of the Committee at the invitation of the Chairman.

Key features of its terms of reference comprise:

- ensuring as far as possible the integrity of the Company and Group statutory financial statements
- making recommendations to the Board regarding the appointment, re-appointment and/or removal of the external auditors
- agreeing the scope and nature of the external audit process and considering the resultant reports prepared by the auditors
- monitoring the arrangements that the executive management has in place to identify and mitigate major operational, financial and reputational risks within the Group

- monitoring the effectiveness of the internal audit function, ensuring that it is independent, adequately resourced and has appropriate standing within the Group
- reviewing procedures for detecting fraud and ensuring that arrangements are in place whereby staff may, in confidence, raise concerns about possible improprieties in financial or other matters
- reviewing and approving the Group Finance Manual, including delegated authority levels, on a regular basis.

During the year the Committee met formally on four occasions. The Committee also conducted a review of the audit services provided to the Group and invited three firms (including the incumbent auditors, PricewaterhouseCoopers LLP) to tender for the services. At the conclusion of the review it was decided to appoint Deloitte LLP with effect from 24 October 2013. Accordingly, PricewaterhouseCoopers LLP resigned as auditors on the same date. They confirmed to the Company that there were no circumstances in connection with their resignation that they considered should be brought to the notice of the Company's shareholders or creditors.

The Committee met the external auditors without the presence of the Company's executive management to review the financial statements and discuss any other relevant matters in confidence. The Chairman of the Committee also held informal meetings with the senior external audit partner and the Head of Internal Audit on a regular basis during the year.

The Committee Chairman reports to every main Board meeting on any relevant audit & risk-related developments and provides copies of the Committee minutes and relevant reports to all Board members.

The Audit & Risk Committee also monitors the nature and extent of non-audit work undertaken by the auditors. Details of the fees paid to the external auditors for the twelve months to 31 March 2014, the split between audit and non-audit fees and information on the nature of non-audit fees is included in [note 4](#) to the accounts. The non-audit fees that were paid to the auditors were not considered by the Audit & Risk Committee to affect the independence of the auditors.

Remuneration Committee

The composition and role of the Remuneration Committee is set out in the Directors' Remuneration Report on [pages 46 to 49](#). Full details of the Directors' remuneration and a statement on remuneration policy are included in the report.

Nominations Committee

The Nominations Committee comprises all Non Executive Directors and the Chief Executive Officer and is chaired by Mike McTighe. The Committee's terms of reference include periodic reviews of the structure, size and composition of the Board and the identification and nomination of candidates for appointment to the Board. During the year no meetings were held.

The Committee also considers succession planning for the Board and senior managers of the Group.

Dialogue with Shareholders

We value the views of all our shareholders and recognize their interest in our performance, strategy and objectives.

There is a regular dialogue with institutional investors, fund managers, brokers, analysts and the media. These meetings are generally conducted by the Chief Executive Officer and the Group Finance Director. Feedback on these meetings and copies of resulting analysts' reports are provided to the other members of the Board.

Formal communication with shareholders is mainly through the Interim and Annual Reports, face to face and online presentations. All shareholders are invited to attend the AGM, which is attended by the full Board.

There is a comprehensive investors section on our website, www.wyg.com, which is regularly reviewed to ensure that all shareholders have access to the most up-to-date information.

The Chairman and the Senior Independent Director are available to shareholders at any time to discuss strategy and governance matters. Non Executive Directors do not ordinarily attend meetings with major shareholders but would do so if this was requested.

Approved by the Board and signed on its behalf by:



BENJAMIN WHITWORTH
SECRETARY
3 JUNE 2014

Directors' Remuneration Report

Remuneration Committee

The Remuneration Committee comprises all Non Executive Directors and is chaired by Robert Barr. The committee seeks to provide appropriate incentives to enhance performance and align the interests of the Executive Directors with those of shareholders. It has clearly defined terms of reference to determine, on behalf of the Board, all aspects of remuneration of the Executive Directors. These terms of reference are reviewed annually by the Board. It is also kept advised of and consulted on all aspects of senior management remuneration across the Group. The Chief Executive Officer is invited to attend meetings of the committee but not when his own arrangements are being considered. The Group Finance Director attends and advises the committee as required by invitation. No director participates in discussions about their own remuneration. The committee obtains regular governance updates from, and has available to it the advice of, FIT Remuneration Consultants LLP.

Copies of the committee's terms of reference are available on the Company's website www.wyg.com.

Remuneration policy

The overall policy of the Board is to:

- attract, motivate and retain talented people at all levels across the Group

- provide competitive salary and benefit packages and
- encourage the holding of shares in the Company as an effective way of aligning the interests of the senior management team with those of shareholders.

Basic salary

Basic salaries are reviewed by the committee each year taking into account individual and Group performance. It uses as a comparator the salaries of other companies of a similar size and complexity and the level of base salary of other senior staff in the Group.

Benefits

Benefits include a car allowance or a car and payment of its operating expenses and fuel, life assurance and entitlement to a non contributory private healthcare scheme.

Pensions

Executive Directors are members of a defined contribution pension scheme. Annual contributions are calculated by reference to a percentage of base salary, with Executive Directors each receiving contributions of 17.5% of salary. Each of the Executive Directors is required to contribute 3.5% of his salary. With effect from 1 March 2014, in accordance with the terms of his service agreement, Sean Cummins has elected to receive an amount equal to 17.5% of salary as payment in lieu of contribution to the pension scheme.

Performance related annual bonus

Executive Directors participate in a performance related annual bonus scheme; the maximum bonus payable is 75% of salary. Bonuses can only be earned if challenging performance targets determined by the committee at the start of the financial year are achieved.

For the year ended 31 March 2014, the Executive Directors' performance-related annual bonus scheme comprised three elements: one third was based on achieving cash targets, one third on achieving profit-related targets and one third on achieving prescribed levels of new business. Each of the earnings and cash elements required minimum targets of the other element to be achieved and set a sliding scale between the delivery target and the maximum amount payable if the stretch targets were achieved. The new business element required the minimum targets for both cash and earnings to have been achieved and had a sliding scale between the delivery and stretch targets. Although the minimum earnings target was met, none of the other targets were achieved. Therefore, the Executive Directors have agreed to forgo their entitlement to a bonus in respect of the year ended 31 March 2014.

The Executive Directors' performance-related annual bonus scheme for the year to 31 March 2015 will again comprise three elements based on achieving profit before tax, cash and revenue targets. For the cash element to be payable, the profit before tax target must have been met. The revenue element will only be payable if the profit before tax target and minimum cash target are achieved. The cash and revenue elements contain a sliding scale between the minimum and maximum amount payable for each element proportionate to the level of achievement between the delivery target and the stretch target.

Executive requirement to purchase shares

Each Executive Director was required to use 50% of the net of tax amount of any cash bonus received to purchase shares in the Company until the earlier of 12 July 2014 and such time as the executive's personal shareholding was equivalent to 100% of his post-tax annual base salary (200% in the case of the Chief Executive), and to retain such shares at least until 12 July 2014.

LONG TERM INCENTIVES

Transformation Incentive Plan (TIP)

In July 2011, we introduced a new, one-off share plan – the WYG Transformation Incentive Plan (TIP) – for the most senior executives within our Group. We view these individuals as being the equivalents of “equity partners” within a traditional professional services firm. The background and rules of the TIP are summarised below and have not changed since our previous report.

We believe that this share plan has important advantages for both our shareholders and for participating employees and ensures that their interests are closely aligned:

- TIP is straightforward and transparent.
- TIP delivers key alignments
 - TIP aligns our executives very directly with our shareholders. Participants will take no value from TIP unless stretching share price thresholds are achieved and sustained within the five year period from July 2011. Any delivery of earned shares to executives is deferred for at least a further 12 months.
 - TIP also aligns our executive team with one another. All team members participate in the same plan and on the same terms across all WYG markets.
- TIP promotes retention and commitment
 - TIP has available up to 25% of the diluted issued share capital of the Company. While this is a larger “pool” than is normally available under a company’s share plans, it was commercially necessary to tie-in our TIP participants.
 - Senior TIP participants have demonstrated their commitment by agreeing to purchase shares in the Company with 50% of earned bonuses and by agreeing to the extension of restrictive covenant periods within their employment contracts.

Full details of the TIP were disclosed in the circular sent to our shareholders in June 2011 at the time of the capital restructuring.

The Remuneration Committee is very aware of the continuing public focus on executive pay and, in particular, the very valid market ‘best-practice’ requirements for companies to show that their executives’ pay arrangements are aligned with the creation of shareholder value and a company’s long-term strategy.

The TIP was established to ensure the alignment of our executive team with shareholder objectives and enhance the retention of key members of the WYG team over a challenging period of transition for the Company. Accordingly, they are acknowledged to be very specific to the commercial

circumstances of WYG. However, the principles that are now a significant part of shareholders’ and the wider public’s focus on pay – alignment with shareholder value and alignment with strategy – are by design at the core of WYG’s share-based incentive plans.

In accordance with the rules of the TIP, the Awards have been granted as a conditional allocation of Ordinary Shares with a nominal value exercise price and no shareholder rights will be conferred upon the awardholders until the Awards have vested and Ordinary Shares are acquired. Such vesting is subject to the achievement of challenging and stretching performance conditions relating to the achievement of the share price threshold targets for the Ordinary Shares shown in the table below:

Performance threshold (Ordinary Share price level for 25 consecutive trading days)	Percentage of Award vesting
£1.50 or above	100%
£1.25 or above	66.66%
£1.00 or above	33.33%
Less than £1.00	Nil

On 27 August 2013, the £1.00 share price performance target was achieved. Consequently, the Committee, having confirmed that all other vesting criteria set out in the TIP had been met, approved the vesting of options over 3,019,600 Ordinary Shares to the Chairman and the Executive Directors. Each of the awardholders has confirmed that it is his present intention not to exercise the award for the foreseeable future.

Chairman’s Matching Share Award and Matching Share Award

A key member of the management team is our Chairman, Mike McTighe.

In order that Mike’s strategic expertise remained available throughout the period of the Company’s restructuring and the vital period of its development thereafter, two share-based arrangements for Mike were established in July 2011. These are:

- an arrangement that mirrors the key terms of the TIP described above, and that potentially makes one twenty-fifth of the TIP pool available to the Chairman
- a share matching arrangement, whereby the Chairman’s investment of £100,000 in the Company’s capital restructuring can be matched on a 2.5 to 1 basis after three years providing that the Chairman remains on the Board for this period. Any shares that vest cannot be sold for a further 12 months other than to cover the payment of taxes. Mike has confirmed that it is not his intention to exercise the award when it vests in July 2014.

Executive Directors' service agreements

All service agreements for the Executive Directors are terminable on 12 months' notice by either party. None of the Executive Director's service contracts contains provision for pre-determined compensation for loss of office.

As a condition of becoming a participant in the TIP, each of the Executive Directors agreed, by way of a deed of variation to their respective Service Agreements, to enter into new restrictive covenants extending the 'non-compete' protections for the Company.

Non Executive Directors' appointments and remuneration

The Chairman and the Non-executive Directors do not have contracts of employment but are appointed by letter of appointment. Such appointments are initially for a three year term and are terminable on three months' notice by either party at any time. The remuneration of the Non Executive Directors is determined by the Board within the limits set out in the Articles of Association. Save in the case of the one off award to Mike McTighe above, Non Executive Directors are not eligible for pensions, share incentives or bonus payments.

Directors' remuneration

						2014	2013
	Emoluments*	Bonus	Benefits in kind	Total excluding pension	Pension	Total	Total
	£'000	£'000	£'000	£'000	£'000	£'000	£'000
Executive Directors							
Paul Hamer	345	-	1	346	57	403	484
Sean Cummins	235	-	1	236	39	275	331
Graham Olver	235	-	1	236	39	275	331
Non-executive directors							
Mike McTighe	125	-	-	125	-	125	125
Robert Barr	35	-	-	35	-	35	35
David Jeffcoat	35	-	-	35	-	35	35

*Includes basic salary, car allowance in lieu of company car and fees to Non Executive Directors.

Directors' interests

As at 31 March 2014, the total beneficial, family and contingent interests of the directors in the share capital of the Company were as follows:

	Beneficial Shares	TIP	Chairman's Matching Share Award
At 31 March 2014			
Paul Hamer	126,842	4,313,720	
Sean Cummins	15,144	1,941,174	
Graham Olver	87,726	1,941,174	
Mike McTighe	200,000	862,743	500,000
David Jeffcoat	190,264	-	
Robert Barr	20,025	-	

On behalf of the Remuneration Committee



ROBERT BARR
CHAIRMAN OF THE REMUNERATION COMMITTEE
3 JUNE 2014

Independent Auditor's Report to the Members of WYG plc

We have audited the financial statements of WYG plc (Company) for the year ended 31 March 2014 which comprise the Consolidated Income Statement, the Consolidated Statement of Comprehensive Income, the Consolidated and Company Balance Sheets, the Consolidated and Company Cash Flow Statements, the Consolidated and Company Statements of Changes in Shareholders' Equity and the related [notes 1 to 32](#). The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union and, as regards the parent Company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

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.

Respective responsibilities of directors and auditor

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

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Group's and the parent Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial

statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of the parent Company's affairs as at 31 March 2014 and of the Group's profit for the year then ended;
- the Group financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union;
- the parent Company financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union and as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matters prescribed by the Companies Act 2006

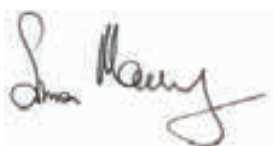
In our opinion the information given in the Strategic Report and the Directors' Report for the financial year for which the financial

statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept by the parent Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent Company 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.



SIMON MANNING ACA
SENIOR STATUTORY AUDITOR

for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
Leeds, United Kingdom

3 JUNE 2014

Financial Statements

CONSOLIDATED INCOME STATEMENT

For the year ended 31 March 2014

	Note	2014 £'000	2013 Restated £'000
Revenue	3	126,914	125,744
Operating expenses	4	(124,560)	(128,249)
Operating profit/(loss)	2	2,354	(2,505)
Finance costs	6	(577)	(795)
Profit/(loss) before tax		1,777	(3,300)
Taxation	7	284	(87)
Profit/(loss) for the year		2,061	(3,387)
Profit/(loss) attributable to:			
Owners of the parent		2,053	(3,387)
Non controlling interests		8	-
		2,061	(3,387)
Earnings/(loss) per share			
	8		
Basic		3.2p	(5.2p)
Diluted		2.9p	(5.2p)

Operating profit/(loss) for the year includes net costs of £2.5m (2013: £4m) that are separately disclosed in [note 2](#).
The prior period has been restated for the adoption of the amended IAS19 Pensions and Employee Benefits ([note 31](#)).

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 March 2014

	2014 £'000	2013 Restated £'000
Profit/(loss) for the period	2,061	(3,387)
Other comprehensive income/(expense):		
Currency translation difference*	(680)	(128)
Remeasurement of net defined pension liability*	(175)	(310)
Other comprehensive expense for the year	(855)	(438)
Total comprehensive income/(expense) for the year	1,206	(3,825)
Total comprehensive income attributable to:		
Owners of the parent	1,198	(3,825)
Non controlling interests	8	-
	1,206	(3,825)

*These items will not be reclassified subsequently to the Income Statement.
The prior period has been restated for the adoption of the amended IAS19 Pensions and Employee Benefits ([note 31](#)).

BALANCE SHEETS

As at 31 March 2014

	Note	Group		Company	
		2014 £'000	2013 Restated £'000	2014 £'000	2013 £'000
Non-current assets					
Goodwill	12	12,796	11,645	-	-
Other intangible assets	13	4,802	4,610	-	-
Property, plant and equipment	14	2,242	2,361	-	-
Investments	15	-	-	52,734	52,734
		19,840	18,616	52,734	52,734
Current assets					
Work in progress	17	21,563	20,172	-	-
Trade and other receivables	18	22,532	26,973	2,387	37
Tax recoverable		69	67	-	-
Cash and bank balances		15,857	19,597	359	359
		60,021	66,809	2,746	396
Current liabilities					
Trade and other payables	19	(41,337)	(44,203)	(18,072)	(17,998)
Current tax liabilities		(924)	(565)	-	-
Financial liabilities	21	(662)	(953)	-	-
		(42,923)	(45,721)	(18,072)	(17,998)
Net current assets/(liabilities)		17,098	21,088	(15,326)	(17,602)
Non-current liabilities					
Financial liabilities	21	(454)	-	-	-
Retirement benefit obligation	31	(3,306)	(3,959)	-	-
Deferred tax liabilities	16	(1,107)	(1,490)	-	-
Provisions, liabilities and other charges	20	(11,984)	(17,817)	-	-
		(16,851)	(23,266)	-	-
Net assets		20,087	16,438	37,408	35,132
Equity attributable to the owners of the parent					
Share capital	23	70	70	70	70
Hedging and translation reserve	24	1,378	2,058	13	13
Retained earnings	24	18,381	14,310	37,325	35,049
		19,829	16,438	37,408	35,132
Non controlling interest	24	258	-	-	-
Total equity		20,087	16,438	37,408	35,132

The accounts on [pages 52 to 87](#) were approved by the Board of directors on 3 June 2014 and signed on its behalf by:



PAUL HAMER

SEAN CUMMINS

CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

For the year ended 31 March 2014

	Share capital £'000	Currency translation reserve £'000	Retained earnings Restated* £'000	Total* £'000
Balance as at 1 April 2012	70	2,186	15,706	17,962
Loss for the year	-	-	(3,387)	(3,387)
Other comprehensive income:				
Currency translation differences	-	(128)	-	(128)
Remeasurement of net defined benefit pension liability	-	-	(310)	(310)
Other comprehensive income for the year	-	(128)	(310)	(438)
Total comprehensive income for the year	-	(128)	(3,697)	(3,825)
Share based payments charge	-	-	2,301	2,301
Balance at 31 March 2013	70	2,058	14,310	16,438

	Share capital £'000	Currency translation reserve £'000	Retained earnings £'000	Total £'000	Non controlling interest £'000	Total £'000
Balance as at 1 April 2013	70	2,058	14,310	16,438	-	16,438
Profit for the year	-	-	2,053	2,053	8	2,061
Other comprehensive income:						
Currency translation differences	-	(680)	-	(680)	-	(680)
Remeasurement of net defined benefit pension liability	-	-	(175)	(175)	-	(175)
Other comprehensive income for the year	-	(680)	(175)	(855)	-	(855)
Total comprehensive income for the year	-	(680)	1,878	1,198	8	1,206
Share based payments charge	-	-	2,588	2,588	-	2,588
Arising on acquisition of subsidiary	-	-	(395)	(395)	250	(145)
Balance at 31 March 2014	70	1,378	18,381	19,829	258	20,087

* The prior period has been restated for the adoption of the amended IAS19 Pensions and Employee Benefits ([note 31](#)). Details of the parent company statement of changes in shareholder equity are given in [note 25](#).

CASH FLOW STATEMENTS

For the year ended 31 March 2014

		Group		Company	
	Note	2014 £'000	2013 £'000	2014 £'000	2013 £'000
Operating activities					
Cash used in operations	26	(87)	(2,644)	-	-
Interest paid		(455)	(763)	-	-
Tax paid		(3)	(171)	-	-
Net cash used in operating activities		(545)	(3,578)	-	-
Investing activities					
Purchases of property, plant and equipment		(1,113)	(862)	-	-
Purchases of intangible assets (computer software)		(279)	(405)	-	-
Purchase of subsidiary undertaking		(1,083)	166	-	-
Disposal of subsidiary undertaking		(270)	(948)	-	-
Net cash used in investing activities		(2,745)	(2,049)	-	-
Financing activities					
Repayments of borrowings		-	(96)	-	-
Repayments of obligations under finance leases		-	(19)	-	-
Net cash used in financing activities		-	(115)	-	-
Net decrease in cash and cash equivalents		(3,290)	(5,742)	-	-
Cash and cash equivalents at beginning of year		18,644	24,291	359	359
Effects of foreign exchange rates on cash and cash equivalents		(159)	95	-	-
Cash and cash equivalents at end of year	27	15,195	18,644	359	359

Notes to the accounts

1. SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting

The accounts have been prepared on a going concern basis in accordance with International Financial Reporting Standards (IFRS), International Financial Reporting Interpretations Committee (IFRIC) interpretations endorsed by the European Union ("EU") and those parts of the Companies Act 2006 applicable to companies reporting under IFRS. The accounts have been prepared under the historical cost convention with the exception of certain items which are measured at fair value as disclosed in the principal accounting policies set out below. These policies have been consistently applied to all the years presented with the exception of Employee Benefits detailed below.

The preparation of accounts in conformity with generally IFRSs requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the accounts and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates.

Change in accounting policy

The Group has adopted the amended IAS19 Pension and Employee Benefits standard in the year. Prior year comparatives have been restated accordingly (see [note 31](#)).

Standards, amendments to published standards and interpretations effective for the year ended 31 March 2014.

Other than noted above, there are no IFRSs or IFRIC interpretations that are effective for the first time for the year ended 31 March 2014 that have had a material impact on the Group.

Standards, amendments to published standards and interpretations issued but not effective for the year ended 31 March 2014 and not early adopted.

There are no other IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Group.

Basis of consolidation

The consolidated accounts incorporate the accounts of the Company and entities controlled by the Company (its subsidiaries) made up to 31 March each year. Control is achieved where the Company has the power to govern the financial and operating policies of an investee entity so as to obtain benefits from its activities. Intra-group balances are eliminated on consolidation.

Revenue recognition

Gross revenue represents the value of work earned during the year on contracts by reference to total contract value and stage of completion, including third party payments. Profit is recognised on a percentage completion basis when the outcome of a contract or project can be reasonably foreseen. Provision is made in full for estimated losses. Where the outcome of a contract cannot reasonably be foreseen, profit is taken on completion. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

The Group employs the use of third party contractors on its projects but this is not considered a primary source of revenue. In accordance with IAS 18 these costs have been accounted as part of the cost of the projects. The Group has primary responsibility for the work carried out, including work done by subcontractors whose services would have no separate value without the existence of the project controlled by the Group. Since the Group is acting as principal it recognises revenue based on the gross amount received or receivable in respect of its performance under the sales contract with the end customer.

Third party payments represent costs incurred by the Group on behalf of clients which are invoiced at no margin. Progress payments receivable in excess of the value of work executed on individual contracts are included in trade and other payables.

Unbilled revenue

As described above revenue represents the value of work earned during the year by reference to the total contract value and stage of completion. Unbilled revenue is the difference between the revenue recognised and the amounts actually invoiced to customers. Where revenue exceeds the amount of invoicing, the excess is included within work-in-progress. Where invoicing exceeds the amount of revenue recognised these amounts are included in trade and other payables. When consumables are used, a charge is made to cost of sales.

Separately disclosed items

Items that are material and whose significance is sufficient to warrant separate disclosure and identification within the consolidated financial statements are included within separately disclosed items (see [note 2](#)).

Goodwill

Goodwill arising on consolidation represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets and liabilities of a subsidiary, associate or jointly controlled entity at the date of acquisition. Goodwill is recognised as an asset and tested for impairment at least annually by reference to the relevant cash-generating units ("CGU") and is carried at cost less accumulated impairment losses. Any impairment is recognised immediately in the income statement and is not subsequently reversed.

Other intangible assets

Intangible assets purchased separately, such as software licences that do not form an integral part of related hardware, are capitalised at cost and amortised on a straight-line basis over their useful economic life. Intangible assets acquired through a business combination are initially measured at fair value and amortised on a straight-line basis over their useful economic lives. Fair value of the acquired intangible assets is calculated based on the estimated future benefits the Group will derive from the asset acquired, discounted at an appropriate Weighted Average Cost of Capital (WACC). The useful economic lives used are as follows:

Computer software	–	3 to 5 years
Order books	–	1 to 4 years
Customer relationships	–	5 to 10 years

Impairment of assets

Assets that are subject to amortisation are tested for impairment whenever events or changes in circumstance indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGUs) discounted at an appropriate rate.

Property, plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation and any recognised impairment loss. The cost of an item of property, plant and equipment comprises its purchase price and any costs directly attributable to bring the asset into use.

Depreciation is charged so as to write off the cost or valuation of assets as follows:

Short leasehold improvements	–	equally over the life of the lease
Motor vehicles	–	30% per annum on net book value
Office furniture and equipment	–	20% to 33.3% per annum on original cost

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, over the term of the relevant lease.

Leased assets

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Assets held under finance leases are recognised as assets of the Group at their fair value or, if lower, at the present value of the minimum lease payments, each determined at the inception of the lease. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation. Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability.

Rentals payable under operating leases are charged to income on a straight-line basis over the term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are also spread on a straight-line basis over the lease term.

1. SIGNIFICANT ACCOUNTING POLICIES CONTINUED

Work in progress

Work in progress is stated at cost plus attributable profits less foreseeable losses and progress payments received and receivable. Cost comprises direct staff costs and attributable overheads. Attributable profit is that proportion of the total profit currently estimated to arise over the duration of a contract, as earned at the balance sheet date. Work-in-progress is recognised when projects are assessed for contract progress and the proportion of contract work completed at the balance sheet date is determined in relation to the total contract works. Appropriate provisions are made for slow moving and irrecoverable work-in-progress.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and other short term highly liquid investments with a maturity of three months or less.

Tax

The tax expense represents the sum of the tax currently payable and deferred tax along with any adjustments to prior year estimates.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the accounts and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Foreign currency translation

Items included in the accounts of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Sterling, which is the Company's functional and presentation currency for the consolidated financial statements.

Transactions in currencies other than the functional currency are recorded at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Gains and losses arising on retranslation are included in the income statement for the period, except for exchange differences arising on non-monetary assets and liabilities where the changes in fair value are recognised directly in equity.

On consolidation, the assets and liabilities of the Group's overseas operations are translated at exchange rates prevailing on the balance sheet date. Income and expense items are translated at the average exchange rates for the period unless exchange rates fluctuate significantly. Exchange differences arising, if any, are classified as equity and transferred to the Group's translation reserve.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

Investments in subsidiary undertakings

Investments in subsidiary undertakings are stated in the Company's Balance Sheet at cost less any provision for impairment in value.

Joint arrangements

Where the Group is party to an arrangement over which it has joint control, the joint arrangement is classified as either:

- Joint operation: where the parties that have joint control over the arrangement have rights to the assets and obligations for the liabilities relating to the arrangement
The Group recognises its share of assets, liabilities, revenues and expenses relating to its involvement in Joint operations

- Joint Venture: where the parties that have joint control of the arrangement have rights to the net assets of the arrangement.

The Group recognises its involvement in a Joint Venture as an investment using the equity method.

Employee benefits

• Retirement benefit costs

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

For defined benefit retirement benefit schemes, the cost of providing benefits is determined using the Projected Unit Credit Method, with independent actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in full in the period in which they occur. They are recognised outside the income statement and presented in the statement of comprehensive income and expense.

Past service cost is recognised immediately to the extent that the benefits are already vested, and otherwise is amortised on a straight line basis over the average period until the benefits become vested.

The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, and as reduced by the fair value of scheme assets. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the scheme or reductions in future contributions to the plan.

• Short term compensated absences

A liability for short term compensated absences, such as holiday, is recognised in trade and other payables for the amount the Group may be required to pay as a result of the unused entitlement that has accumulated at the balance sheet date.

Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, and who has been identified by the Board of Directors.

Share-based payments

The Group issues equity-settled payments to certain employees. Equity-settled share-based payments are measured at fair value at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight line basis over the vesting period, based on the Group's estimate of shares that will eventually vest.

The fair value of share options is measured by use of an appropriate financial model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

Financial instruments

Financial assets and financial liabilities are recognised on the Group's Balance Sheet when the Group becomes a party to the contractual provisions of the instrument.

• Trade receivables

Trade receivables do not carry any interest and are stated at their amortised cost as reduced by appropriate allowances for estimated irrecoverable amounts. A provision for impairment is established where there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. The amount of the provision is recognised in the income statement.

• Bank borrowings

Interest-bearing bank loans and overdrafts are recorded at the proceeds received, net of direct issue costs. Finance charges, including premiums payable on settlement or redemption and direct issue costs, are accounted for on an accrual basis in the income statement and are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they arise.

• Trade payables

Trade payables are not interest-bearing and are stated at their amortised cost.

• Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The key element of capital managed by the Group is its liquid cash resources and these are monitored on a daily basis.

The Group is subject to a number of restrictions from its lenders as to the amounts of cash that are held in certain jurisdictions and outside the security of the lender group.

Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's accounts in the period in which the dividends are approved by the Company's shareholders.

Project claims

Project claims can be made as a consequence of disputes or shortcomings in project delivery and could impact upon the results of the Group. It is embedded in the Group's culture that client relationships are developed so as to ensure client satisfaction. However, it is recognised that project claims are possible, and that these risks cannot completely be eliminated. In the event that such claims arise, in common with others operating in the sector, the Group has established professional indemnity insurance policies that are intended to protect against significant losses.

Significant judgements and key sources of estimation uncertainty

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

Areas of judgement and sources of estimation uncertainty that have the most significant effect on the amounts recognised in the financial statements are:

- Revenue recognition and the assessment of the percentage of contract completion achieved. The Group assesses contract progress and determines the proportion of contract work completed at the balance sheet date in relation to the total contract works.

- Review of asset carrying values and impairment charges. The Group performs impairment testing in accordance with the accounting policy described within the significant accounting policies in the notes to the accounts. The calculation of recoverable amounts requires the use of estimates and assumptions consistent with the most recent budgets and plans that have been formally approved by management (see [note 12](#) and [15](#)).
- Professional indemnity insurance. Provision is made on an assessment of claims and necessarily includes estimates as to the likely costs. An actuarial review of claims is performed annually. To the extent that actual claims differ from those projected, the provisions could vary significantly (see [note 20](#)).
- For the WYD defined benefit pension scheme, pension valuations have been performed using specialist advice obtained from independent qualified actuaries (see [note 31](#)).
- Work in progress and receivables valuation. The Group assess work in progress and trade receivables for exposure to losses. Provision is made in full for estimated losses (see [note 17](#) and [18](#)).
- Vacant leasehold properties. The Group has a number of vacant leasehold properties, the majority of which are held under head leases expiring within the next five years. Provision has been made for the residual lease commitments together with other outgoings, after taking into account assumptions relating to later periods of sub-lease (see [note 20](#)).

2. DETAILED CONSOLIDATED INCOME STATEMENT

	Before separately disclosed items 2014 £'000	Separately disclosed items 2014 £'000	Total 2014 £'000	Before separately disclosed items Restated 2013 £'000	Separately disclosed items 2013 £'000	Total Restated 2013 £'000
Revenue	126,914	-	126,914	125,744	-	125,744
Operating profit/(loss)	4,806	(2,452)	2,354	1,502	(4,007)	(2,505)
Profit/(loss) before tax	4,229	(2,452)	1,777	707	(4,007)	(3,300)

Details of separately disclosed items:

	2014 £'000	2013 £'000
Other credits/(costs)	2,384	(555)
Share option costs	(3,650)	(2,500)
Amortisation of acquired intangible assets	(1,186)	(952)
Separately disclosed items	(2,452)	(4,007)

The Group has incurred a number of material items in the year, whose significance is sufficient to warrant separate disclosure.

The key elements included within separately disclosed items are:

- Items included in other credits/(costs) relate to the release of unutilised restructuring and vacant leasehold provisions net of costs in relation to the bank refinancing and acquisition related costs. In the comparative period, the other costs relate to the net gain arising from the liquidation and re-acquisition of the Irish business, employee termination and additional legacy restructuring costs.
- Annual charge in relation to share option costs.
- Annual charge for the amortisation of acquired intangibles.

3. SEGMENTAL INFORMATION

Business segments

IFRS 8 requires segment reporting to be based on the internal financial information reported to the chief operating decision maker. The Group's chief operating decision maker is deemed to be the senior management team comprising Paul Hamer (Chief Executive Officer), Sean Cummins (Group Finance Director) and Graham Olver (Chief Operating Officer). Its primary responsibility is to manage the Group's day to day operations and analyse trading performance. The Group's segments are detailed below and are those segments reported in the Group's management accounts used by the senior management team as the primary means for analysing trading performance and allocating resources. The Executive Committee assesses profit performance using operating profit measured on a basis consistent with the disclosure in the Group accounts.

The Group's operations are managed and reported by key market segments:

- UK
- EAA (Europe, Africa and Asia)
- MENA (Middle East & North Africa including Turkey).

In prior year, Africa and Asia were reported in Rest of World. Comparative figures have been restated accordingly.

3. SEGMENTAL INFORMATION CONTINUED

The segment results for the year ended 31 March 2014 are as follows:

	UK 2014 £'000	EAA 2014 £'000	MENA 2014 £'000	Group 2014 £'000
Revenue				
External revenue	72,911	38,169	15,834	126,914
Operating profit excluding separately disclosed items	1,880	2,440	486	4,806
Separately disclosed items (note 2)	(1,636)	(422)	(394)	(2,452)
Operating profit				2,354
Finance costs				(577)
Profit before tax				1,777
Tax				284
Profit for the year				2,061
Profit attributable to non controlling interests				8
Profit attributable to owners of the parent				2,053
Other information				
Additions to property, plant and equipment and intangible assets	1,106	1,463	328	2,897
Depreciation and amortisation	2,604	159	36	2,799
	UK 2014 £'000	EAA 2014 £'000	MENA 2014 £'000	Group 2014 £'000
Balance sheet				
Assets				
Segment assets	37,178	19,005	7,752	63,935
Unallocated corporate assets				15,926
Group total assets				79,861
Liabilities				
Segment liabilities	(30,627)	(16,040)	(6,654)	(53,321)
Unallocated corporate liabilities				(6,453)
Group total liabilities				(59,774)

Unallocated corporate assets represent cash and cash equivalents, tax recoverable and deferred tax assets. Unallocated corporate liabilities represent financial liabilities, retirement benefit obligations, corporation tax and deferred tax liabilities.

3. SEGMENTAL INFORMATION CONTINUED

The segment results for the year ended 31 March 2013 are as follows:

	UK Restated 2013 £'000	EAA Restated 2013 £'000	MENA Restated 2013 £'000	Group Restated 2013 £'000
Revenue				
External revenue	74,921	33,726	17,097	125,744
Operating (loss)/profit excluding separately disclosed items	(235)	1,636	101	1,502
Separately disclosed items (note 2)	(3,571)	(247)	(189)	(4,007)
Operating loss				(2,505)
Finance costs				(795)
Loss before tax				(3,300)
Tax				(87)
Loss for the year				(3,387)
Loss attributable to non controlling interests				-
Loss attributable to the owners of the parent				(3,387)
Other information				
Additions to property, plant and equipment and intangible assets	1,085	133	49	1,267
Depreciation and amortisation	2,408	225	83	2,716
Balance sheet				
Assets				
Segment assets	41,107	17,062	7,592	65,761
Unallocated corporate assets				19,664
Group total assets				85,425
Liabilities				
Segment liabilities	(38,326)	(16,373)	(7,321)	(62,020)
Unallocated corporate liabilities				(6,967)
Group total liabilities				(68,987)

Unallocated corporate assets represent cash and cash equivalents, tax recoverable and deferred tax assets. Unallocated corporate liabilities represent financial liabilities, retirement benefit obligations, corporation tax and deferred tax liabilities.

4. OPERATING EXPENSES

	2014 £'000	2013 Restated £'000
Staff costs (note 5)	53,048	54,121
Other external and operating charges	68,713	71,412
Depreciation	1,205	1,331
Amortisation of intangible assets	1,594	1,385
	124,560	128,249

Operating profit/(loss) has been arrived at after charging:

	2014 £'000	2013 £'000
Depreciation of property, plant and equipment	1,205	1,331
Amortisation of intangible assets	1,594	1,385
Loss on disposal of property, plant, equipment and intangibles	16	344
Operating lease rentals – plant and machinery	901	1,072
Operating lease rentals – other	4,483	4,765

During the year, the Group (including its overseas subsidiaries) obtained the following services from the Company's auditor and its associates:

	2014 £'000	2013 Restated £'000
Fees payable to the Company's auditors for the audit of the parent company and consolidated accounts	20	20
Fees payable to the Company's auditors and its associates for other services:		
The audit of the Company's subsidiaries	127	201
Audit related assurance services	-	40
Tax advisory services	8	60
Other services relating to corporate finance	-	12
	155	333

On 24 October 2013, the Group appointed Deloitte LLP as its auditor. Prior to Deloitte LLP's appointment as auditor they were paid £33,000 in the year for tax advisory services.

Before their resignation, fees payable in the year to the previous auditor, PriceWaterhouseCoopers LLP, were £19,000 relating to tax advisory services.

5. STAFF COSTS

The average monthly number of employees was:

	Group	
	2014 Number	2013 Number
Technical	925	1,017
Administrative	305	289
	1,230	1,306

The actual number of employees at 31 March was:

	Group	
	2014 Number	2013 Number
Technical	950	992
Administrative	305	277
	1,255	1,269

Their aggregate remuneration comprised:

	£'000	£'000
Wages and salaries	41,183	43,106
Social security costs	5,604	5,886
Pension costs (note 31)	2,611	2,629
Share option costs (note 30)	3,650	2,500
	53,048	54,121

In addition to the above permanent staff, the Group utilises the services of agency and temporary contract staff as circumstances require.

Details of Directors' remuneration are given in the Directors' Remuneration Report. Only the information included within the Directors' remuneration table on [page 49](#) consisting of the emoluments, pension and benefits in kind has been audited and forms part of these financial statements

The Directors have identified 15 (2013: 20) key management personnel who are the three executive directors and senior operational management of the wider Group whose cost to the Group was as follows:

	Group	
	2014 £'000	2013 £'000
Short term employment benefits	2,260	2,655
Social security costs	267	391
Post employment benefits	207	252
	2,734	3,298

6. FINANCE COSTS

	2014 £'000	2013 Restated £'000
Interest on bank loans, guarantees and overdrafts	220	183
Interest on obligations under finance leases	-	1
Interest on bonds	339	579
Interest on defined benefit scheme liabilities	18	32
	577	795

7. TAX

	2014 £'000	2013 £'000
Current tax:		
Foreign taxes written off to the income statement	20	-
Adjustments in respect of prior years	100	-
Overseas tax on profits for the period	278	227
Total current tax	398	227
Deferred tax:		
Movement in deferred tax	(382)	(140)
Adjustment in respect of prior years	(300)	-
Total tax (credit)/charge	(284)	87

Tax for other jurisdictions is calculated at the rates prevailing in the respective jurisdictions.

7. TAX CONTINUED

Factors affecting the current tax charge for the period

The tax charge for the period is lower (2013: higher) than the standard rate of corporation tax in the UK when applied to reported profit/(loss). The differences are explained below:

	2014 £'000	2013 £'000
Profit/(loss) before tax	1,777	(3,300)
Profit/(loss) before tax multiplied by the standard rate of UK corporation tax rate of 23% (2013: 24%)	409	(792)
Enhanced expenditure	-	(72)
Short term timing differences	922	-
Fixed asset timing differences	(450)	(377)
Losses carried forward	(824)	3,526
Other permanent differences	123	(2,136)
Foreign taxes	118	76
Prior year current tax	100	-
Effect of different tax rates of subsidiaries operating in other jurisdictions	-	2
Total current tax charge	398	227
Prior year deferred tax – other	(300)	-
Current year deferred tax	(273)	(178)
Foreign deferred tax	(32)	-
Exchange differences	(2)	1
Effect of change in tax rate	(75)	37
Total tax (credit)/charge	(284)	87

Factors affecting current and future tax charges:

During the year, as a result of the change in the UK main corporation tax rate announced in the March 2013 Budget, the relevant deferred tax balances have been re-measured. The effect of the change is to reduce the rate to 21% from 1 April 2014, with a further reduction to 20% from 1 April 2015. These changes were substantively enacted in July 2013. Any rate changes that are not substantively enacted at the balance sheet date are not recognised in these financial statements.

8. EARNINGS /(LOSS) PER SHARE

The calculation of basic and diluted earnings per share is based on the following data:

	2014 £'000	2013 Restated £'000
Earnings for the purposes of basic and diluted earnings per share being profit/(loss) for the period	2,053	(3,387)
Adjustment relating to separately disclosed items (see note 2)	2,452	4,007
Earnings for the purposes of basic and diluted adjusted earnings per share	4,505	620

	2014 Number	2013 Number
Number of shares		
Weighted average number of shares for basic earnings per share	64,596,169	64,533,176
Effect of dilutive potential ordinary shares:		
Share options	6,316,301	-
Weighted average number of shares for diluted earnings per share	70,912,470	64,533,176
Earnings/(loss) per share		
Basic	3.2p	(5.2p)
Diluted	2.9p	(5.2p)
Adjusted earnings/(loss) per share		
Basic	7.0p	1.0p
Diluted	6.4p	0.9p

In the prior year, the number of shares used for the calculation of diluted adjusted earnings per share has been increased by 500,000 to reflect the impact of dilutive share options. For periods where the Group was loss making, dilution has no effect on loss per share.

9. DIVIDENDS

The directors propose a final dividend of 0.5p per share (2013: 0p).

The proposed final dividend of £323,000 is subject to approval by shareholders at the Annual General Meeting and has not been included as a liability in these financial statements.

10. HOLDING COMPANY INCOME STATEMENT

The directors have taken advantage of Section 408 of the Companies Act 2006 and have not prepared a separate income statement or statement of comprehensive income for the Company. The consolidated loss attributable to equity shareholders includes a loss of £312,000 (2013: £734,000 profit) attributable to the Company.

11. BUSINESS COMBINATIONS

In April 2013, Arndale 22 Limited, a 75% owned subsidiary of the Group, acquired the trade and certain of the assets of Upper Quartile LLP, a specialist consultancy practice based in Scotland for a consideration of £1m. Under the terms of the agreement, Upper Quartile LLP continue to be primarily responsible for the performance of its contracts with DFID. The fair value of net assets acquired was £0.6m, and goodwill of £0.4m arose on the acquisition.

In October 2013, the Group acquired the trade and certain of the assets of Higham & Co., a team of chartered planning and property advisers based in Manchester for a consideration of £0.2m. The fair value of the assets acquired was £0.2m

In March 2014 the Group acquired the entire share capital of Delta UK Ltd, an international consultancy for a consideration of £1m. The fair value of assets acquired was £0.3m, and goodwill of £0.7m arose on the acquisition.

The following table sets out the fair value of the net assets acquired and the resulting goodwill:

	Carrying value pre acquisition £'000	Fair value adjustments £'000	Total fair value £'000	Acquired fair value £'000
WIP	69	-	69	69
Trade and other receivables	532	-	532	484
Trade and other payables	(414)	-	(414)	(358)
Deferred tax	-	(299)	(299)	(299)
	187	(299)	(112)	(104)
Goodwill	-	1,151	1,151	1,151
Customer relationships	-	1,274	1,274	1,053
Order book	-	231	231	194
	187	2,357	2,544	2,294
Satisfied by:				
Cash				1,083
Contingent consideration				1,211
				2,294

Contingent consideration is dependent on the future performance of the business acquired. The amount included above is not expected to be materially different from the ultimate payment. Acquisition costs (included in operating expenses) amounted to £0.2m.

All assets and liabilities including tangible assets were recognised at their respective fair values. The residual excess over the net assets acquired is recognised as goodwill in the accounts. Since acquisition the operations of the businesses have been integrated into the Group's existing operations. As a result it is not possible to isolate the cash flows of the acquired businesses. The current year income statement includes revenue of £2.3m and an operating profit before separately disclosed items of £0.3m from the entities acquired in the year.

Had all the acquisitions been made at 1 April 2013, the Group's revenue and operating profit before separately disclosed items would have been reported as £129m and £5m respectively. This information is not necessarily indicative of the result of the operations that would have occurred or the future result of the combined entities.

12. GOODWILL

	£'000
Cost	
At 1 April 2012	108,708
Disposal of business	(45,325)
At 31 March 2013	63,383
Acquisition of businesses (note 11)	1,151
At 31 March 2014	64,534
Accumulated impairment losses	
At 1 April 2012	(97,063)
Disposal of business	45,325
Accumulated impairment losses at 31 March 2013, 31 March 2014	(51,738)
Net book value	
At 31 March 2014	12,796
At 31 March 2013	11,645

Goodwill is tested for impairment annually and whenever there are indications that it may have suffered an impairment. Goodwill is considered impaired to the extent that its carrying amount exceeds its recoverable amount, which is the higher of the value in use and the fair value less costs to sell of the cash generating unit (CGU) to which it is allocated. In the impairment tests of goodwill performed, the recoverable amount was determined based on the value in use calculations.

The value in use calculations are based on cash flow forecasts derived from the most recent twelve month financial plans approved by the Board.

Cash flows for the periods beyond the twelve month financial plans for the CGUs to which significant amounts of goodwill were allocated were calculated as follows: cash flows from years two and thereafter were projected to remain constant per annum so prudently not exceeding the long term growth rates in the principal end markets in the UK.

Discount rates were applied to the resulting cash flow projections that reflect current market assessments of the time. Pre tax discount rates used in the annual impairment were 14% (2013: 14%).

Following the review at 31 March 2014, management concluded that no further impairment was necessary.

The remaining carrying values of goodwill relate to the UK statutory entities WYG Environment Planning and Transport Limited, WYG International Limited, Arndale 22 Limited and the acquisitions made during the period.

13. OTHER INTANGIBLE ASSETS

	Order books £'000	Customer relationships £'000	Total acquired intangibles £'000	Computer software £'000	Total £'000
Cost					
At 1 April 2012	5,312	12,730	18,042	4,113	22,155
Additions	-	-	-	405	405
Exchange differences	30	26	56	64	120
Disposals	-	-	-	(335)	(335)
Disposal of subsidiary undertaking	(2,177)	(1,886)	(4,063)	-	(4,063)
At 31 March 2013	3,165	10,870	14,035	4,247	18,282
Additions	231	1,274	1,505	279	1,784
Exchange differences	-	-	-	(76)	(76)
Disposals	-	-	-	(2,037)	(2,037)
At 31 March 2014	3,396	12,144	15,540	2,413	17,953
Accumulated amortisation					
At 1 April 2012	5,312	8,088	13,400	3,047	16,447
Charge for the period	-	952	952	433	1,385
Exchange differences	30	26	56	64	120
Disposals	-	-	-	(217)	(217)
Disposal of subsidiary undertaking	(2,177)	(1,886)	(4,063)	-	(4,063)
At 31 March 2013	3,165	7,180	10,345	3,327	13,672
Charge for the period	145	1,041	1,186	408	1,594
Exchange differences	-	-	-	(78)	(78)
Disposals	-	-	-	(2,037)	(2,037)
At 31 March 2014	3,310	8,221	11,531	1,620	13,151
Net book value					
At 31 March 2014	86	3,923	4,009	793	4,802
At 31 March 2013	-	3,690	3,690	920	4,610
At 31 March 2012	-	4,642	4,642	1,066	5,708

Where appropriate, intangible assets identified in business combinations have been recognised in accordance with the provisions of IFRS 3 (Business combinations) and IAS 38 (Intangible assets). Intangible assets have only been recognised where they have identifiable future economic benefits that are controlled by the entity, it is probable that these benefits will flow to the entity and their fair value can be measured reliably.

There were no intangible assets in the Company (2013: nil).

14. PROPERTY, PLANT AND EQUIPMENT

	Short leasehold improvements £'000	Motor vehicles £'000	Office furniture and equipment £'000	Total £'000
Cost				
At 1 April 2012	5,203	757	5,650	11,610
Additions	46	73	743	862
Exchange differences	9	28	96	133
Disposal of subsidiary undertaking	(667)	(187)	(1,639)	(2,493)
Disposals	-	(54)	(2,314)	(2,368)
Reclassifications	(264)	-	264	-
At 31 March 2013	4,327	617	2,800	7,744
Additions	52	131	930	1,113
Exchange differences	-	(32)	(95)	(127)
Disposals	(1,267)	(118)	(848)	(2,233)
At 31 March 2014	3,112	598	2,787	6,497
Accumulated depreciation				
At 1 April 2012	3,285	631	4,488	8,404
Charge for the period	573	93	665	1,331
Exchange differences	8	27	90	125
Disposal of subsidiary undertaking	(623)	(179)	(1,533)	(2,335)
Disposals	-	(54)	(2,088)	(2,142)
Reclassifications	(150)	-	150	-
At 31 March 2013	3,093	518	1,772	5,383
Charge for the period	498	45	662	1,205
Exchange differences	-	(29)	(87)	(116)
Disposals	(1,267)	(111)	(839)	(2,217)
At 31 March 2014	2,324	423	1,508	4,255
Net book value				
At 31 March 2014	788	175	1,279	2,242
At 31 March 2013	1,234	99	1,028	2,361
At 31 March 2012	1,918	126	1,162	3,206

The net book value of the Group's property, plant and equipment includes an amount of £nil (2013: nil) in respect of assets held under finance leases. Depreciation charged in the period on these assets amounted to £nil (2013: nil).

The Company had no property, plant and equipment at either year end.

15. INVESTMENTS AND JOINT ARRANGEMENTS

Investments

	Company investment in subsidiary undertakings		
	Cost £'000	Provision £'000	Value £'000
At 1 April 2012	161,796	(108,962)	52,834
Impairment	-	(100)	(100)
At 31 March 2013, 31 March 2014	161,796	(109,062)	52,734

The impairment of £100,000 at 31 March 2013 relates to the closure of the Company's captive insurance company during the prior year.

The Company's principal subsidiaries are:

Subsidiary	Country of incorporation	% Holding	Activity
WYG Group Limited	England and Wales	100	Multidisciplinary consultants
WYG Engineering Limited	England and Wales	100	Multidisciplinary consultants
WYG Environment Planning Transport Limited	England and Wales	100	Multidisciplinary consultants
WYG Management Services Limited	England and Wales	100	Multidisciplinary consultants
WYG International Limited	England and Wales	100	Multidisciplinary consultants
WYG Engineering (Northern Ireland) Limited	Northern Ireland	100	Multidisciplinary consultants
WYG Environmental & Planning (Northern Ireland) Limited	Northern Ireland	100	Multidisciplinary consultants
WYG Management Services (Northern Ireland) Limited	Northern Ireland	100	Multidisciplinary consultants
WYG International Danismanlik Limited Sirketi	Turkey	100	Multidisciplinary consultants
WYG International Sp.z.o.o.	Poland	100	Multidisciplinary consultants
Arndale 22 Limited	England and Wales	75	Multidisciplinary consultants

The investments in all of the above companies (excluding WYG Group Limited which is held directly) are held through subsidiary undertakings.

Joint arrangements

The significant arrangements over which the Group currently exercise joint control are shown below:

Joint arrangement	Nature	Activity	% control	Principal location
IPF 2	Unincorporated joint operation	Multidisciplinary consultants	50	EU
IPF 3	Unincorporated joint operation	Multidisciplinary consultants	40	EU
IMCGL JV	Unincorporated joint operation	Multidisciplinary consultants	50	Russia

The Group recognises its share of assets, liabilities, revenues and expenses relating to its involvement in the above operations.

16. DEFERRED TAX

The following are the principal deferred tax assets and liabilities recognised by the Group and movements thereon during the current year and prior period:

	Accelerated tax depreciation £'000	Share- based payments £'000	Tax deductible goodwill £'000	Retirement benefit obligations £'000	Intangible assets £'000	Other temporary differences £'000	Losses £'000	Deferred tax assets not recognised £'000	Total £'000
Deferred tax asset at 1 April 2012	2,054	583	789	665	-	87	16,962	(20,718)	422
Deferred tax liability at 1 April 2012	-	-	-	-	(1,114)	(938)	-	-	(2,052)
Credit / (charge) to income	395	415	(47)	200	228	357	(4,349)	2,904	103
Charge to equity	-	-	-	73	-	-	-	(73)	-
Effect of change in tax rates	(102)	(42)	(31)	(39)	37	(6)	(527)	747	37
As at 31 March 2013	2,347	956	711	899	(849)	(500)	12,086	(17,140)	(1,490)
Deferred tax asset at 1 April 2013	2,347	956	711	899	-	141	12,086	(17,140)	-
Deferred tax liability at 1 April 2013	-	-	-	-	(849)	(641)	-	-	(1,490)
Acquisitions	-	-	-	-	(299)	-	-	-	(299)
(Charge)/ credit to income	122	840	(47)	(179)	273	255	(1,105)	446	605
Charge to equity	-	-	-	40	-	-	-	(40)	-
Foreign exchange	-	-	-	-	-	2	-	-	2
Effect of change in tax rates	(322)	(234)	(87)	(99)	75	(9)	(1,436)	2,187	75
As at 31 March 2014	2,147	1,562	577	661	(800)	(252)	9,545	(14,547)	(1,107)

16. DEFERRED TAX CONTINUED

	Accelerated tax depreciation £'000	Share- based payments £'000	Tax deductible goodwill £'000	Retirement benefit obligations £'000	Intangible assets £'000	Other temporary differences £'000	Losses £'000	Deferred tax assets not recognised £'000	Total £'000
Deferred tax asset at 31 March 2014	2,147	1,562	577	661	-	55	9,545	(14,547)	-
Deferred tax liability at 31 March 2014	-	-	-	-	(800)	(307)	-	-	(1,107)
	2,147	1,562	577	661	(800)	(252)	9,545	(14,547)	(1,107)

The Company had no deferred tax assets or liabilities at either year end.

17. WORK IN PROGRESS

	Group		Company	
	2014 £'000	2013 £'000	2014 £'000	2013 £'000
Work-in-progress	23,435	21,646	-	-
Provision	(1,872)	(1,474)	-	-
Net work-in-progress	21,563	20,172	-	-

The value of work in progress comprises the costs incurred on a contract plus an appropriate proportion of overheads and attributable profit. Profit is recognised on a percentage completion basis when the outcome of a contract or project can be reasonably foreseen. Provision is made in full for estimated losses.

18. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2014 £'000	2013 Restated £'000	2014 £'000	2013 £'000
Amounts falling due within one year				
Amounts receivable on contracts	20,401	25,567	-	-
Less: provision for impairment of trade receivables	(1,901)	(2,538)	-	-
Trade receivables – net	18,500	23,029	-	-
Prepayments and accrued income	2,224	2,351	-	-
Amounts owed by subsidiary undertakings	-	-	2,387	37
Other receivables	1,808	1,593	-	-
	22,532	26,973	2,387	37

In the prior year credit balances of £1m, previously offset against Trade Receivables, have been reclassified to accruals.

At 31 March 2014 trade receivables of £1,916,000 (2013: £3,568,000) were considered for potential impairment. The amount provided for these balances was £1,901,000 (2013: £2,538,000). The allocation of the provision according to invoice due date is as follows:

	Group		Company	
	2014 £'000	2013 Restated £'000	2014 £'000	2013 £'000
Between 0 and 30 days	29	-	-	-
Between 31 and 60 days	248	3	-	-
Between 61 and 120 days	38	88	-	-
Between 121 and 150 days	81	85	-	-
Between 151 and 330 days	696	701	-	-
Greater than 330 days	809	1,661	-	-
	1,901	2,538	-	-

At 31 March 2014 trade receivables of £4.7m (2013: £8.1m) were past due but not impaired. These relate to a number of independent customers for whom there is no recent history of default. The ageing analysis of these trade receivables according to invoice due date is as follows:

	Group		Company	
	2014 £'000	2013 Restated £'000	2014 £'000	2013 £'000
Between 0 and 30 days	2,647	4,869	-	-
Between 31 and 60 days	1,119	1,198	-	-
Between 61 and 120 days	135	722	-	-
Between 121 and 150 days	730	839	-	-
Between 151 and 330 days	54	162	-	-
Greater than 330 days	-	336	-	-
	4,685	8,126	-	-

18. TRADE AND OTHER RECEIVABLES CONTINUED

At 31 March 2014 trade receivables of £13.8m (2013: £14.9m) were neither past due nor impaired. The carrying amounts of the Group's trade receivables are denominated in the following currencies:

	Group		Company	
	2014 £'000	2013 Restated £'000	2014 £'000	2013 £'000
Sterling	12,572	13,861	-	-
Euro	4,196	8,196	-	-
Polish Zloty	2,160	2,488	-	-
Other	1,473	1,022	-	-
	20,401	25,567	-	-

Movements on the Group provision for impairment of trade receivables are as follows:

	Group		Company	
	2014 £'000	2013 Restated £'000	2014 £'000	2013 £'000
At 1 April	2,538	3,761	-	-
Provision for receivables impairment	1,321	919	-	-
Utilised in the period	(1,941)	(954)	-	-
Disposal of Irish operations	-	(1,361)	-	-
Exchange differences	(17)	173	-	-
As at 31 March	1,901	2,538	-	-

The creation of provision for impaired receivables has been included in operating expenses in the income statement.

The other classes within trade and other receivables do not contain impaired assets. There is no material difference between the carrying value and the fair value of financial assets and financial liabilities at the balance sheet date.

The maximum exposure to credit risk at the reporting date is the fair value of each class of receivable mentioned above. The Group does not hold any collateral as security.

19. TRADE AND OTHER PAYABLES

	Group		Company	
	2014 £'000	2013 Restated £'000	2014 £'000	2013 £'000
Current				
Trade payables	8,743	5,158	-	-
Payments received on account	10,624	15,231	-	-
Social security and other taxes	4,618	3,454	-	-
Accruals and other payables	16,141	20,360	18,072	17,998
Deferred consideration (note 11)	1,211	-	-	-
	41,337	44,203	18,072	17,998

In the prior year credit balances of £1m, previously offset against Trade Receivables, have been reclassified to accruals.

Included in Payments received on account are £5.0m (2013: £9.0m) of amounts which are secured with an advance payment bond.

20. PROVISIONS, LIABILITIES AND OTHER CHARGES

	Claims £'000	Redundancy £'000	Vacant leasehold properties £'000	Total £'000
At 1 April 2012	7,014	1,583	17,502	26,099
Additional provisions	236	1,302	-	1,538
Net impact of disposal of Irish operations	(1,604)	-	(2,453)	(4,057)
Utilised during the period	(1,104)	(1,583)	(2,733)	(5,420)
Exchange impact	-	-	(343)	(343)
At 31 March 2013	4,542	1,302	11,973	17,817
Additional provisions	386	-	-	386
Utilised during the period	(533)	(1,302)	(1,934)	(3,769)
Release of provision	-	-	(2,450)	(2,450)
At 31 March 2014	4,395	-	7,589	11,984

Claims

Provisions are made for current and estimated obligations in respect of claims made by contractors and the general public relating to accident and other insurable risks arising as a result of the business activities of the Group.

Redundancy

Provision is made for current estimated future costs of redundancy and ex gratia payments to be made where this has been communicated to those employees concerned.

Vacant leasehold properties

The Group has a number of vacant leasehold properties, the majority of which are held under head leases expiring within the next five years. Provision has been made for the residual lease commitments together with other outgoings, after taking into account assumptions relating to later periods of sub-lease. The release of the provision in the year is due to the reassignment of the vacant leasehold liability following the signing of sub-lease agreements on certain of the Group's properties in the year.

21. FINANCIAL LIABILITIES

	Group		Company	
	2014 £'000	2013 £'000	2014 £'000	2013 £'000
Current				
Bank overdrafts (all payable on demand)	662	953	-	-
	662	953	-	-
Non-current				
Redemption liability	454	-	-	-
	454	-	-	-
Financial liabilities are repayable as follows:				
On demand or within one year	662	953	-	-
In the second year	454	-	-	-
	1,116	953	-	-

The redemption liability relates to the discounted fair value of an option to purchase the remaining 25% of Arndale 22 Limited (see [note 11](#)).

Analysis of financial liabilities by currency:

	Sterling £'000	Euros £'000	US Dollars £'000	Total £'000
31 March 2014				
Bank overdrafts	134	-	528	662
Redemption liability	454	-	-	454
	588	-	528	1,116
31 March 2013				
Bank overdrafts	314	-	639	953
	314	-	639	953

The Group has outstanding issued bonds and guarantees to the value of £10,444,000 (2013: £12,515,000). No liability is expected to arise from these bonds and guarantees.

22. FINANCIAL INSTRUMENTS

The Group is exposed to a number of different market risks in the normal course of business including foreign currency risks, credit risks and cash flow and interest rate risks.

Risk management is carried out by Group Treasury under policies approved by the Board of directors. These principles are embedded in the Group Treasury and Cash Management Operating Guidelines and Procedures. The Board provides written principles for overall risk management, as well as written policies covering specific areas, such as currency exposure management, interest rate risk, working capital control and investment of excess liquidity.

Foreign Currency Risk

The Group's overall risk management programme seeks to minimise potential adverse affects on the Group's financial performance. Policy is to manage centrally the Group's liquidity, funding and exposure to foreign currency risk in a manner which ensures straightforward administration, minimisation of risk and operational flexibility.

The Group is exposed to foreign currency risk on sales, purchases and borrowings that are denominated in currencies other than Sterling. The currency giving rise to this risk is primarily the Euro, though most of the Group's trading is denominated in the currencies relevant to the local subsidiaries, thus matching the currency with its cost base.

As a result the Group does not hedge everyday foreign currency transactions.

The table below shows the extent to which Group companies have monetary assets and liabilities in currencies other than the local functional currency:

	Functional currency of Group operations			
	Sterling 2014 £'000	Euro 2014 £'000	Sterling 2013 £'000	Euro 2013 £'000
Sterling	-	(379)	-	(40)
Euro	7,095	-	8,863	-
US Dollar	-	(215)	-	129
Polish Zloty	-	2,829	-	3,367
Turkish Lira	-	1,896	-	(2)
Russian Rouble	-	(292)	-	1,090
Other	-	(229)	-	244
	7,095	3,610	8,863	4,788

At 31 March 2014 if Sterling had weakened/strengthened by 10% against the Euro, with all other variables held constant, post-tax profit for the period would not have been affected significantly as there is typically minimal Euro invoicing performed by those entities which report in Sterling.

Credit Risk

Credit risk arises from deposits with banks and credit exposure to customers, including outstanding receivables and invoiced work performed for these parties.

The Group has a customer credit policy in place and the exposure to credit risk is monitored on an ongoing basis.

At 31 March 2014 there were no significant concentrations of credit risk. The maximum exposure to credit risk is the carrying amount of each financial asset included on the balance sheet.

Liquidity risk

Established procedures are in place to ensure that the operational and working capital requirements of the Group can be met at all times. These include:

- regular review, monitoring and forecasting of working capital requirements across Group companies
- use of short term, local bank facilities.

22. FINANCIAL INSTRUMENTS CONTINUED

Cash flow and interest rate risk

At 31 March 2014 the Group had committed bonding facilities of £23.0m (2013: £12.5m).

The table below analyses monetary liabilities between fixed and floating rates:

	Floating rate liabilities	Fixed rate liabilities	Total	Floating rate liabilities	Fixed rate liabilities	Total
	2014	2014	2014	2013	2013	2013
	£'000	£'000	£'000	£'000	£'000	£'000
Sterling	662	-	662	953	-	953

Overdrafts noted above are subject to an interest set off with positive cash balances.

Fair Values

The fair values of the financial assets and liabilities of the Group are considered to be materially equivalent to their book value.

23. SHARE CAPITAL

	2014	2013
	£'000	£'000
Issued and fully paid:		
Ordinary:		
64,705,797 new ordinary shares of 0.1p each	65	65
4,540,758 convertible shares of 0.1p each	5	5
	70	70

The ordinary shares have full voting rights and are entitled to participate in a return of capital or assets.

The convertible shares are subject to certain conditions, and have rights of conversion into ordinary shares. The convertible shares have no voting, economic or other rights save certain circumstances, and are not be entitled to participate in a return of capital or assets. The convertible shares are not listed on AIM or any other investment exchange and the holder is entitled to convert the convertible shares into ordinary shares at any time provided that:

- The Group's volume weighted average ordinary share price rises above £1.50 for a period of at least 25 consecutive trading days between the second and tenth anniversary following the placing in July 2011, or
- An offer is made to acquire the entire issued share capital of the Company which becomes unconditional in all respects (or, if conducted by way of a scheme of arrangement, such scheme of arrangement becomes effective), or
- The ordinary shares cease to be listed either on AIM or the main market of the London Stock Exchange.

The convertible shares have been recorded as equity as the holders do not have an unconditional right to require their redemption.

24. RESERVES

Group	2014			2013	
	Retained earnings £'000	Currency translation reserve £'000	Non controlling interest £'000	Restated retained earnings £'000	Currency translation reserve £'000
At 1 April	14,310	2,058	-	15,706	2,186
Retained profit/(loss) for the year	2,053	-	8	(3,387)	-
Remeasurement of net defined benefit pension liability	(175)	-	-	(310)	-
Currency translation differences		(680)	-	-	(128)
Share based payments		-	-	2,301	-
Arising on acquisition of subsidiary	(395)	-	250	-	-
At 31 March	18,381	1,378	258	14,310	2,058

Company	2014		2013	
	Retained earnings £'000	Currency translation reserve £'000	Retained earnings £'000	Currency translation reserve £'000
At 1 April	35,049	13	32,014	13
Retained (loss)/profit for the year	(312)	-	734	-
Share based payments	2,588	-	2,301	-
At 31 March	37,325	13	35,049	13

Retained earnings include shares held by the WYG plc Employee Benefit Trust ("EBT") and the QUEST. All costs relating to the EBT and the QUEST are dealt with in the income statement as they accrue and both have waived their rights to receive dividends on the shares they hold.

25. STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Group		Company	
	2014 £'000	2013 Restated £'000	2014 £'000	2013 £'000
Profit/(loss) attributable to the owners of the parent	2,053	(3,387)	(312)	734
Currency translation differences	(680)	(128)	-	-
Remeasurement of net defined benefit pension liability	(175)	(310)	-	-
Share-based payments charge	2,588	2,301	2,588	2,301
Arising on acquisition of subsidiary	(395)	-	-	-
Net addition/(reduction from) to shareholders' equity	3,391	(1,524)	2,276	3,035
Equity attributable to equity shareholders at beginning of year	16,438	17,962	35,132	32,097
Equity attributable to equity shareholders at end of year	19,829	16,438	37,408	35,132

26. CASH GENERATED FROM OPERATIONS

	Group		Company	
	2014	2013	2014	2013
	£'000	Restated £'000	£'000	£'000
Profit/(loss) from operations	2,354	(2,505)	(312)	707
Adjustments for:				
Depreciation of property, plant and equipment	1,205	1,331	-	-
Amortisation of intangible assets	1,594	1,385	-	-
Impairment of goodwill/investments	-	-	-	100
Gain on acquisition and disposal of subsidiary undertakings	-	(2,406)	-	-
Loss on disposal of property, plant and equipment	16	344	-	-
Share options charge	3,650	2,500	-	-
Operating cash flows before movements in working capital	8,819	649	(312)	807
(Increase)/decrease in work in progress	(1,666)	5,954	-	-
Decrease/(increase) in receivables	3,618	3,360	(2,349)	103
(Decrease)/increase in payables	(10,858)	(12,607)	2,661	(910)
Cash used in operations	(87)	(2,644)	-	-
Interest paid	(455)	(763)	-	-
Tax paid	(3)	(171)	-	-
Net cash used in operating activities	(545)	(3,578)	-	-

The presentation of the prior period has been restated for the adoption of the amended IAS19 Pensions and Employee Benefits (see [note 31](#)).

27. ANALYSIS OF CHANGES IN NET CASH

	At 1 April 2013 Restated £'000	Cash flows £'000	Other non-cash items £'000	At 31 March 2014 £'000
Cash and cash equivalents	18,644	(3,371)	(78)	15,195
Add back cash in restricted access accounts	(3,806)	1,464	(81)	(2,423)
Unrestricted net cash	14,838	(1,907)	(159)	12,772

Cash and cash equivalents includes £15,857,000 cash (2013: £19,597,000) and £662,000 overdrafts (2013: £953,000).

Restricted cash relates to restricted access accounts in WYG International Limited and cash held in joint operations.

Other non-cash movements represent currency exchange differences.

28. CONTINGENT LIABILITIES AND GUARANTEES

The Company and its subsidiary undertakings cross guarantee to the Group's principal bankers the overdrafts, if any, of each Company covered by the guarantee. At 31 March 2014 the Group's overdrafts amounted to £662,000 (2013: £953,000).

The Group has outstanding bonds and guarantees to the value of £10,444,000 (2013: £12,515,000) in the ordinary course of business. No liability is expected to arise from these bonds and guarantees.

29. FINANCIAL COMMITMENTS

At 31 March 2014, the Group and the Company had capital commitments outstanding of £nil (2013: £nil). The Company had no capital commitments at either year end.

At 31 March 2014, the Group had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	2014		2013	
	Land and buildings £'000	Other £'000	Land and buildings £'000	Other £'000
Within one year	3,911	800	4,090	558
In the second to fifth years inclusive	6,687	1,370	9,332	1,165
After five years	188	-	772	-
	10,786	2,170	14,194	1,723

The Company had no such commitments at either year end.

30. SHARE-BASED PAYMENTS

At 31 March 2014 outstanding options and awards to subscribe for ordinary shares in the Company, granted in accordance with the rules of the relevant share option schemes were as follows:

	Exercise price	At 1 April 2013	Awarded	Lapsed	At 31 March 2014	Exercisable at 31 March 2014
Transformation Incentive Plan	0.1p	16,284,292	4,529,398	(1,222,250)	19,591,440	-
Matching share awards	0.1p	500,000	-	-	500,000	-
		16,784,292	4,529,398	(1,222,250)	20,091,440	-

Transformation Incentive Plan (TIP)

On 12 July 2011 the Company established the TIP in order to incentivise the Company's most senior executives. The TIP operates as a standard long-term incentive plan under which share option awards are granted. The exercise price for awards is a nominal amount. Awards under the TIP will only vest on the achievement of the share price threshold targets for the Ordinary Shares (based on when the options were issued) shown in the table below:

Performance Threshold (ordinary share price level for 25 consecutive trading days)	Percentage of Award vesting
Range:	
£1.50; £1.60; £1.80	100%
£1.25; £1.35; £1.55	66.66%
£1.00; £1.10; £1.30	33.33%
Less than £1.00	Nil

Following the achievement of the above thresholds, award shares which have vested will only be released to participants after a further twelve months. As at 31 March 2014 5,816,301 of options had vested but had not yet been released to participants.

The options issued under the TIP attract a charge under IFRS. The fair value of these share options has been calculated using the Monte-Carlo pricing model. The key assumptions within the model are the risk free rate of interest (1%) and the company's share price volatility (30-65%).

Matching share award

In addition, on 12 July 2011, the Company established a separate share matching arrangement for the Chairman to ensure his continued retention within the business (the 'Matching Share Award'). Under the Matching Share Award, in consideration for the Chairman investing £100,000 to acquire new Ordinary Shares, the Chairman was granted a share option award of 2.5 matching Ordinary Shares for each new Ordinary Share so acquired, being a total of 500,000 Ordinary Shares ('Matching Shares'). The Matching Share Award has a nominal value exercise price. There are no performance conditions that apply to this award. The Matching Shares will vest on 12 July 2014 (being the third anniversary of the admission of the New Ordinary Shares to trading on AIM) provided that the Chairman is still a director of the Company and that he continues to hold all of the Ordinary Shares he acquired as described above.

The options outstanding at 31 March 2014 had a weighted average exercise price of 0p (2013: 0p) and a weighted average remaining contractual life of 2.5 years (2013: 3.5 years).

Employee Benefit Trust

At 31 March 2014 the EBT held 109,627 (2013: 172,608) ordinary shares with a cost of £673,187 (2013: £1,059,941) and a market value of £120,590 (2013: £128,593).

During the period the Group recognised total charges of £3,650,000 (2013: £2,500,000) in relation to share-based payment transactions.

31. RETIREMENT BENEFIT SCHEMES

Defined Contribution Schemes

The Group operates a defined contribution retirement benefit scheme for all UK qualifying employees with Scottish Equitable Plc. The assets of the schemes are held separately from those of the Group in funds under the control of trustees.

The total cost charged to income of £2,611,000 (2013: £2,629,000) represents contributions payable to these schemes by the Group at rates specified in the rules of the plan. As at 31 March 2014, contributions of £230,000 (2013: £nil) due in respect of the current reporting period had not been paid over to the scheme.

Defined Benefit Schemes

The White Young Consulting Group Limited Retirement Benefit Plan (1986) ("the 1986 Scheme") was a funded defined benefit scheme providing benefits based on final pensionable pay. The scheme was discontinued on 31 August 1996 and treated as paid up. In March 2013 the Group reached a full and final binding settlement with the representative beneficiary and independent trustee of the 1986 Scheme, concluding an issue that has been in dispute since 2008. Under the Court approved settlement, WYG will pay £3,200,000 into the 1986 Scheme in instalments over 12 years. WYG will have no further liability in the 1986 Scheme.

Group contributions to the 1986 Scheme in the year were £296,000 (March 2013: £nil). The liabilities of £2.9m as at 31 March 2014 represent the outstanding instalments in relation to the court approved settlement.

The WYD scheme is a funded defined benefit scheme that has been closed to new members for several years. The latest independent actuarial valuation for the WYD Pension Scheme was prepared at 1 July 2011, when the market value of the assets was £6.0m and the accrued liabilities totalled £8.4m. Group contributions to the WYD scheme in the period were £555,000 (2013: £712,000).

For the purposes of IAS 19 disclosures, the WYD scheme is disclosed based upon the most recent actuarial valuation at 1 July 2011, updated to take account of the requirements of IAS 19 in order to assess the assets and liabilities of the scheme at 31 March 2014.

Adoption of amended IAS19 – Employee Benefits

The revised standard IAS 19 – Employee Benefits has been adopted as of 1 April 2013. The standard has resulted in the following changes for the Group:

- the same interest rates for plan assets as for plan liabilities have been applied
- the credit arising from returns on investments has been reclassified from operating profit to finance costs

The revised standard has been applied retrospectively for the year to 31 March 2013.

The impact of the changes on the year ended 31 March 2013 is a £311,000 reduction in operating profit as a result of the requirement to reclassify investment income from operating costs to finance costs and a £7,000 increase in profit before tax due to the new requirement for the expected return on assets to be calculated by applying the corporate bond yield discount rate to the balance sheet pension-related assets.

31. RETIREMENT BENEFIT SCHEMES CONTINUED

The two schemes give rise to an overall net pension liability at 31 March 2014 of £3.3m (2013: £4.0m) as follows:

	2014 £'000	2013 £'000
Present value of defined benefit obligations (WYD Scheme)	(8,232)	(8,387)
Fair value of scheme assets (WYD Scheme)	7,849	7,665
Liability recognised in the balance sheet (WYD Scheme)	(383)	(722)
Other pension liabilities	(2,923)	(3,237)
	(3,306)	(3,959)

	2014 %	2013 %
Key assumptions used:		
Discount rate	4.2	4.1
Expected rate of salary increases	N/A	N/A
Future pension increases	3.1	3.2
Inflation – CPI	2.3	2.4
Inflation – RPI	3.1	3.2
Life expectancy at age 65:		
Men (years)	89.4	89.2
Women (years)	91.8	91.6

An analysis of the sensitivity to the principal assumptions of the present value if the defined benefit obligation:

	Change in assumption	Change in liabilities
Discount rate	Decrease of 0.25% p.a.	Increase by 2.9%
Rate of inflation	Increase of 0.25% p.a.	Increase by 1.3%
Rate of mortality	Increase in life expectancy of 1 year	Increase by 3.5%

Amounts recognised in income in respect of these defined benefit schemes are as follows:

	2014 £'000	2013 £'000
Interest cost	(18)	(32)

Actuarial gains and losses have been reported in the Consolidated Statement of Comprehensive Income.

Movements in the present value of defined benefit obligations in the current period were as follows:

	2014 £'000	2013 £'000
At 1 April	(8,387)	(7,625)
Interest cost	(337)	(343)
Actuarial gains/(losses)	135	(757)
Benefits paid	357	338
At 31 March	(8,232)	(8,387)

31. RETIREMENT BENEFIT SCHEMES CONTINUED

Movements in the present value of fair value of scheme assets in the current period were as follows:

	2014 £'000	2013 £'000
At 1 April	7,665	6,607
Interest income	319	311
Actuarial (losses)/gains	(310)	447
Contributions from the sponsoring companies	555	712
Benefits paid	(357)	(338)
Charges paid	(23)	(74)
At 31 March	7,849	7,665

The analysis of the scheme assets and the expected rate of return at the balance sheet date was as follows:

	Expected Return		Fair Value of Assets	
	2014 %	2013 %	2014 £'000	2013 £'000
Equity instruments	8.0	6.8	1,484	1,340
Fixed interest instruments	(3.2)	2.8	3,931	4,148
Other assets	2	4.1	2,434	2,177
	0.5	3.9	7,849	7,665

The overall expected rate of return is based on the weighted average return on each asset category out of the total assets held in each plan.

The five year history of experience adjustments is as follows:

	2014 £'000	2013 £'000	2012 £'000	2011 £'000	2010 £'000
Present value of defined benefit obligations	(8,232)	(8,387)	(7,625)	(6,966)	(7,117)
Fair value of scheme assets	7,849	7,665	6,607	5,725	5,044
Deficit in the schemes	(383)	(722)	(1,018)	(1,241)	(2,073)
Experience adjustments on scheme liabilities:					
Amount (£'000)	(1)	(58)	(146)	50	138
Percentage of scheme liabilities (%)	0%	0%	2%	1%	2%
Experience adjustments on scheme assets:					
Amount (£'000)	-	-	-	(6)	(11)
Percentage of scheme assets (%)	-	-	-	-	-

The estimated amounts of contributions expected to be paid to the WYD scheme during the current financial year is £600,000. The 1986 Plan is not included in the experience history as the liability disclosed at 31 March 2014 represents the remaining associated wind-up costs of the Plan.

32. RELATED PARTIES

There is no ultimate controlling party.

Company

Funds are transferred within the Group, dependent on the operational needs of individual companies. Balances owed by other Group undertakings are shown in [note 18](#) to the accounts. Investment income of £Nil (2013: £1,128,000) was received from a subsidiary company.

Notice of General Meeting

Notice is hereby given that the twenty-ninth Annual General Meeting of WYG plc (Company) will be held at the Company's registered office at Arndale Court, Otley Road, Headingley, Leeds LS6 2UJ on 23 September 2014 at 10:00 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive the accounts for the year ended 31 March 2014 together with the reports of the Directors and the auditor thereon
2. To declare a final dividend of 0.5p per Ordinary Share in respect of the year ended 31 March 2014 to the holders of Ordinary Shares of the Company whose names appear on the register of members of the Company at the close of business on 26 September 2014
3. To receive and approve the Directors' Remuneration Report for the year ended 31 March 2014
4. To re-elect Mike McTighe as a Director
5. To re-elect Sean Cummins as a Director
6. To appoint Deloitte LLP as auditor of the Company
7. To authorise the Directors to agree the remuneration of Deloitte LLP.

SPECIAL BUSINESS

As special business to consider and, if thought fit, pass resolution 8 as an ordinary resolution and resolutions 9 and 10 as special resolutions:

8. THAT, the Directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (Act) (in substitution for the authority to allot shares granted at the Company's annual general meeting held on 26 September 2013) to allot shares in the Company up to an aggregate nominal amount of £21,568 provided that such authority shall expire on the conclusion

of the next annual general meeting of the Company after the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require such shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry, and the board may allot shares and grant rights to subscribe or convert securities into shares to be granted after such expiry in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

9. THAT, subject to the passing of resolution 8 as set out in the notice of this meeting, the Directors be empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the said Act) for cash pursuant to the general authority conferred by resolution 8 as set out in the notice of this meeting and be empowered pursuant to section 573 of the Act to sell ordinary shares (as defined in section 560 of the Act) held by the Company as treasury shares (as defined in section 724 of the Act) for cash as if section 561(1) of the Act did not apply to such allotment or sale, provided that this power shall be limited to allotments of equity securities and the sale of treasury shares:

- (i) in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory, and

(ii) otherwise than pursuant to sub-paragraph (i) above, up to an aggregate nominal amount of £3,235, and such power shall expire on the conclusion of the next annual general meeting of the Company after the passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry, and the board may allot equity securities, or sell treasury shares in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

10. THAT, the Company be generally and unconditionally authorised to make market purchases (as defined in section 693(4) of the Companies Act 2006) of up to 6,470,579 Ordinary Shares of 0.1 pence each in the capital of the Company (being approximately 10 per cent of the current issued ordinary share capital of the Company) on such terms and in such manner as the Directors of the Company may from time to time determine, provided that:

- (i) the amount paid for each share (exclusive of expenses) shall not be more than the higher of (1) five per cent above the average market value for the five business days before the date on which the contract for the purchase is made, and (2) an amount equal to the higher of the price of the last independent trade and current independent bid as derived from the trading venue where the purchase was carried out or less than 0.1 pence per share, and
- (ii) the authority herein contained shall expire at the conclusion of the next Annual General Meeting of the Company or on 31 December 2015 whichever is earlier,

provided that the Company may, before such expiry, make a contract to purchase its own shares which would or might be executed wholly or partly after such expiry, and the Company may make a purchase of its own shares in pursuance of such contract as if the authority hereby conferred hereby had not expired.

By order of the Board:



Benjamin Whitworth
Secretary
Arndale Court
Otley Road
Headingley
Leeds LS6 2UJ
3 June 2014

Notes to notice of meeting

1. Entitlement to attend, vote and ask questions

Only those members registered on the Company's register of members at:

- 10:00am on 21 September 2014, or,
- if this Meeting is adjourned, at 6:00 pm on the day two days prior to the adjourned meeting, shall be entitled to attend and vote at the Meeting.

Any member attending the general meeting is entitled, pursuant to section 319A of the Companies Act 2006 to ask any question relating to the business being dealt with at the meeting. The Company will answer any such questions unless (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, or (ii) the answer has already been given on a website in the form of an answer to a question, or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

2. Appointment of proxies

A shareholder entitled to attend and vote may appoint another person, whether a shareholder or not, as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A form of proxy is enclosed with this notice for use in connection with the business set out on [pages 90 and 91](#). The form of proxy and any authority under which it is executed, to be valid, must be lodged at Capita Asset Services, Proxy Department, The Registry, Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time fixed for the meeting.

Completion and return of the form of proxy and any authority under which it is executed will not preclude a shareholder from attending and voting at the meeting should he or she subsequently decide to do so.

A proxy may also be appointed by registered shareholders by logging onto www.capitashareportal.com. Full details of the procedures are given on the website. In the case of CREST members, a proxy can be appointed by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

3. Appointment of proxies through CREST

CREST members who wish to appoint a proxy through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate actions on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message, (a "CREST Proxy Instruction") must be properly authenticated in order with Euroclear UK & Ireland Limited's (formerly CRESTCo's) specifications and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuers agent (ID RA10) by no later than 10:00am on 21 September 2014. No such message received through the CREST network after this time will be accepted. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the Crest Applications Host) from which the registrars are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed by CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK and Ireland Limited does not make special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST proxy instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s)), to procure that his CREST sponsor or voting service provider(s) takes(s) such action as shall be necessary to ensure that a message is transmitted by means to the CREST system by a particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system.

4. Nominated Persons

The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

5. Corporate representatives

A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

6. Issued shares and total voting rights

The total number of ordinary shares of 0.1 pence each in issue as at 30 June 2014, the last practicable day before printing this document was 64,705,797 ordinary shares and the total level of voting rights was 64,705,797.

7. Website publication of audit concerns

Pursuant to Chapter 5 of Part 16 of the Companies Act 2006 (sections 527 to 531), where requested by either a member or members having a right to vote at the meeting and holding at least 5% of total voting rights of the Company or at least 100 members have a right to vote at the meeting and holding, on average, at least £100 of paid up share capital, the Company must publish on its website, a statement setting out any matter that such member or members propose to raise at the Annual General Meeting relating to the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting.

Where the Company is required to publish such a statement on its website it may not require the members making the request to pay any expenses incurred by the Company in complying with the request, it must forward the statement to the Company's auditors no later than the time the statement is made available on the Company's website, and the statement may be dealt with as part of the business of the Annual General Meeting.

A member or members wishing to request publication of such a statement on the Company's website must send the request to the Company using one of the following methods:

- in hard copy form to the Company Secretary, Arndale Court, Otley Road, Headingley, Leeds LS6 2UJ – the request must be signed by a member, or
- by fax to 0113 278 3487 marked for the attention of the Company Secretary.

Whichever form of communication is chosen, the request must either set out the statement in full or, if supporting a statement sent by another member, clearly identify the statement which is being supported, and be received by the Company at least one week before the Annual General Meeting.

8. Documents on display

The following documents will be available for inspection at the registered office of the Company during normal business hours on any weekday (Saturday, Sunday and public holidays excepted) from the date of this notice until the conclusion of the meeting and on 23 September 2014 at the meeting venue for at least 15 minutes before the meeting until the conclusion of the meeting:

- (a) copies of the directors' service contracts and letters of appointment, and
- (b) the register of the directors' interests in the share capital of the Company.

Guidance for Shareholders

The AGM of WYG plc will be held at the Company's registered office at Arndale Court, Otley Road, Headingley, Leeds LS6 2UJ on 23 September 2014 at 10:00am. Voting for all resolutions will be conducted on a poll. As part of the Group's commitment to communicate clearly with shareholders, we have set out below explanations of the business to be dealt with at the AGM.

RESOLUTIONS 1 TO 7 ORDINARY BUSINESS

Resolutions 1 to 7 are proposed as ordinary resolutions. This means that for each of these resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Resolution 1: Report and Accounts

The directors are required to present to the meeting the accounts and Directors and Auditor's Reports for the year ended 31 March 2014.

Resolution 2: Dividend

The dividend proposed by the Directors is required to be approved at the AGM.

Resolution 3: Directors' Remuneration Report

The Directors have elected to present to the meeting the Directors' Remuneration Report for the year ended 31 March 2014.

Resolutions 4 and 5: Re-appointment of Directors

The Company's Articles of Association require one third of the Directors for the time being or, if their number is not three or a multiple of three, then the number nearest to but not more than one third, to retire from office at every annual general meeting. In accordance with this rule, Mike McTighe and Sean Cummins are retiring by rotation, and being eligible, are seeking re-election at this meeting. Profiles of Mike McTighe and Sean Cummins are provided in the Annual Report on [page 28](#).

Resolution 6: Re-appointment and Remuneration of the Auditor

The Company is required to appoint auditors at each meeting when accounts are presented. Resolution 6 proposes the appointment of Deloitte LLP.

Resolution 7: Remuneration of the Auditor

Resolution 7 follows standard practice in giving authority to the Board to agree the remuneration of the auditor.

RESOLUTIONS 8, 9 AND 10: SPECIAL BUSINESS

Resolution 8 is proposed as an ordinary resolution which means that for this resolution to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 9 and 10 are proposed as special resolutions. This means that for each of these resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 8: Authority to Allot Shares

The Companies Act (Act) provides that Directors shall only allot shares with the authority of shareholders in general meeting. The Company's authority to allot shares is due to expire at the AGM. As such, resolution 8 seeks shareholders' approval for the Directors to be authorised generally and unconditionally allot new ordinary shares in accordance with section 551 of the Act up to an aggregate nominal value of £21,568 representing one third of the issued share capital of the Company.

Resolution 9: Disapplication of Pre-emption Rights

The Act provides that any allotment of new shares for cash must be made pro rata to individual shareholder's holdings unless such provisions are disapplied under section 570 of the Act. Resolution 9 seeks shareholders' approval for the Directors to allot shares in the capital of the Company pursuant to the authority granted under resolution 8 above for cash without first offering them to shareholders pro rata to their holdings up to a maximum aggregate nominal value of £3,235 representing approximately five per cent of the current issued ordinary share capital of the Company. This authority also allows the Directors, within the same aggregate limit, to sell for cash shares that may be held by the Company in treasury. The Directors have no present intention of exercising this authority.

Resolution 10: Market Purchase of Own Shares

The Directors consider that it would be appropriate for the Company to renew its authority to allow the use of the Company's available cash resources to acquire its Ordinary Shares in the market for cancellation. This authority is granted pursuant to section 701 of the Act. Accordingly, a special resolution is proposed to authorise purchases in the market of up to 10 per cent of the issued Ordinary Shares in the capital of the Company. The minimum price and the method of determining the maximum price which may be paid for an ordinary share is set out in the resolution.

The Directors would only consider making purchases if they believed that such purchases would be in the best interests of shareholders generally, having regard to the effect on earnings per share. When suitable opportunities arise, it is the Board's intention to exercise this authority, but only after taking into consideration these principles and so that no purchases will be made which would effectively alter the control of the Company without the prior approval of shareholders in general meeting. The Directors have no present intention of exercising this authority.

Companies are permitted to retain any of their own shares which they have purchased as treasury stock with a view to possible re-issue at a future date, rather than cancelling them. The Company will consider holding any of its own shares that it purchases pursuant to the authority conferred by this resolution as treasury stock. This would give the Company the ability to re-issue treasury shares quickly and cost-effectively, and would provide the Company with additional flexibility in the management of its capital base.

ACTION TO BE TAKEN

Enclosed is a form of proxy for use at the AGM. If you do not intend to be present at the AGM, please complete, sign and return the proxy form as soon as possible. In order for it to be valid, it must be received by the Registrars no later than 10:00am on 21 September 2014. Any alterations made to this form should be initialled. A proxy may also be appointed by registering electronically by logging onto www.capitashareportal.com. Full details of the procedures are given on that website.

If you are appointing more than one proxy you must indicate the number of shares in respect of which you are

making this appointment, you should include the number in the box provided for your first named proxy and either obtain (an) additional proxy form(s) from the Registrars (+44 (0) 870 162 3100) or you may photocopy the proxy form. Please return all the forms together and tick the box to indicate each form is one of multiple instructions being given. Please take care when completing the number of shares – if the total number of shares exceeds the total held by the member, all appointments may be invalid.

The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the Companies Act 2006 (nominated persons). Nominated persons may have the right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

If two or more valid forms of proxy are delivered in respect of the same share, the one which was delivered last (regardless of its date or the date of its execution) will be valid.

Shareholders who return completed proxy voting forms may still attend the meeting instead of their proxies, and vote in person if they wish. In the event of a poll in which the shareholder votes in person, any proxy votes lodged with the Company by or on behalf of such shareholder will be excluded.

CREST members who wish to appoint a proxy through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previous appointed proxy, must, in order to be valid, be transmitted so as to be received by Capita Asset Services (ID RA10) by no later than 10:00am on 21 September 2014. Please refer to the [notes to the notice of the meeting](#) for further information on proxy appointment through CREST.

Financial Summary

Consolidated Income Statement

	IFRS				
	2014	2013	2012	2011	2010
		Restated ⁴		Restated ²	Restated
	£'000	£'000	£'000	£'000	£'000
Results					
Revenue	126,914	125,744	139,864	121,487	220,620
Operating profit/(loss) ^{1 3 4}	4,806	1,502	(3,467)	140	8,033
Profit/(loss) before tax ^{1 3}	4,229	707	(5,806)	(3,717)	2,301
Profit/(loss) attributable to the owners of the parent	2,053	(3,387)	11,388	(28,173)	(20,716)
Dividend per ordinary share:					
Final 2014 – proposed	0.5p	-	-	-	-
Share price at 31 March, 30 June	110p	74.5p	53.3p	18.3p	37.5p

¹ Before separately disclosed items.

² 2011 figures are for the nine month period to 31 March 2011: the other years are for 12 month periods.

³ Operating profit/(loss) in 2011 and prior years has been restated for the reclassification of bond interest from operating expenses to finance costs, and the inclusion of share option costs in separately disclosed items.

⁴ Operating profit/(loss) in 2013 has been restated for the adoption of the amended IAS19 Pensions and Employee Benefits.

Consolidated Balance Sheet

	IFRS				
	2014	2013	2012	2011	2010
		Restated ⁶	Restated ⁵		
	£'000	£'000	£'000	£'000	£'000
Goodwill and other intangibles	17,598	16,255	17,353	32,992	47,191
Property, plant and equipment	2,242	2,361	3,206	3,771	6,276
Work in progress	21,563	20,172	26,853	25,836	30,146
Receivables	22,601	27,040	31,317	30,858	44,059
Payables	(58,658)	(68,034)	(84,944)	(90,866)	(92,670)
	5,346	(2,206)	(6,215)	2,591	35,002
Shareholders' equity/(deficit)	20,087	16,438	17,962	(26,620)	1,124
Net financial (assets)/liabilities	(14,741)	(18,644)	(24,177)	29,211	33,878
	5,346	(2,206)	(6,215)	2,591	35,002

⁵ The 2012 balance sheet was restated for the Group early adopting IFRS 11 'Joint Arrangements' in 2013.

⁶ The 2013 balance sheet was restated for the reclassification of credit balances between receivables and payables.

Information for Shareholders

Financial Calendar

AGM	23 September 2014
Ex-dividend date for final dividend	24 September 2014
Final dividend record date	26 September 2014
Final dividend payment date (subject to shareholder approval)	3 November 2014
Half Year Report	2 December 2014
Trading Update	March 2015
Preliminary Results 2015	June 2015

Annual General Meeting

The AGM will be held at the Company's registered office at Arndale Court, Otley Road, Headingley, Leeds LS6 2UJ on 23 September 2014 at 10:00am. Formal notice of the AGM, including details of special business, is enclosed on [page 90](#) and is available on the Company's website at www.wyg.com.

Share Price

Information on our share price is available on the Company's website, www.wyg.com, numerous other websites and is also listed in some daily newspapers.

Registrar

All matters relating to the administration of shareholdings should be directed to Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, telephone: 0871 664 0300 (calls cost 10p per minute plus network extras, lines are open 9:00am-5:30pm Monday to Friday for UK callers or if calling from overseas +44 (0) 20 8639 3399).

You can register for electronic communications and access your personal shareholding at www.capitashareportal.com. If you have not previously registered for this service you will require your investor code which is printed on your share certificate or statement of holding.

Electronic Communications

Shareholder communications can be received electronically rather than receiving hard copies by post. This offers shareholders an opportunity to receive company documentation quickly and in a user-friendly format while reducing costs and the consumption of natural resources.

Please note that all notices of meetings, the Annual Report & Accounts and other shareholder documents, are published on the Company website at www.wyg.com.

Website

The WYG website, www.wyg.com, includes a section for investors that provides a wide range of information about the Company, including the latest regulatory news and downloadable copies of the report and accounts.

Unsolicited Email

The Company is obliged by law to make its share register available to third parties who may then use it for a mailing list. If you are a UK shareholder and you wish to limit receipt of unsolicited email you may do so by registering with the Mailing Preference Service (MPS). Registration can be made online at www.mpsonline.org.uk or via telephone on 0845 703 4599.

ShareGift

If you have only a small number of shares which would cost more for you to sell than they are worth, you may wish to consider donating them to the charity ShareGift (Registered Charity 1052686) which specialises in accepting such shares as donations. The relevant stock transfer form may be obtained from the Company's Registrars. There are no implications for Capital Gains Tax purposes (no gain or loss) on gifts of shares to charity and it is also possible to obtain income tax relief. Further information about ShareGift may be obtained on: +44 20 7930 3737 or from www.sharegift.org.

Warning to shareholders

Many companies are now aware that shareholders have received unsolicited telephone calls or correspondence regarding investment matters, typically from overseas-based 'brokers'. They often target UK shareholders offering to buy shares at a discount or to sell what turn out to be worthless or high-risk investments. These are commonly known as 'boiler-room scams'. Such 'brokers' can be very persistent and very persuasive. The following advice is provided:

- Make sure you get the name of the person calling and their organisation.
- Only ever deal with companies authorised by the FCA at www.fca.org.uk/firms/systems-reporting/register
- Report the matter to the FCA by completing their online form at <http://www.fca.org.uk/consumers/scams/investment-scams/share-fraud-and-boiler-room-scams/reporting-form> or call the FCA Consumer Helpline on (UK): 0800 111 6768.
- Callers may be persistent so hang up the phone if they continue to contact you.

Please be aware that if you deal with an unauthorised firm you will not be eligible to receive payment under the Financial Services Compensation Scheme.

The all new www.wyg.com



Rounding off the financial year WYG saw the launch of a brand new global website, a comprehensive web of information bringing together key resources for all site visitors with an interest in WYG. This includes who we are, where we operate, our services, sectors and markets as well as news, careers and investor information.

The functionality the new website embraces the very best in website development and incorporates the latest responsive technology. This allows the site to be viewed across all platforms including desktop, tablet and mobile devices greatly improving the overall visitor experience.



To see our new site and find out more about WYG visit www.wyg.com



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WYG plc
Arndale Court
Otley Road
Headingley
Leeds LS6 2UJ
T: 0113 278 7111
F: 0113 278 3487
E: info@wyg.com
W: www.wyg.com