



Companies House

AR01 (ef)

Annual Return



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Company Name: **Babcock (UK) Holdings Limited**

Company Number: **06083294**

Date of this return: **05/02/2015**

SIC codes: **70100**

Company Type: **Private company limited by shares**

Situation of Registered Office: **33 WIGMORE STREET
LONDON
UNITED KINGDOM
W1U 1QX**

Officers of the company

Company Secretary 1

Type: **Corporate**
Name: **BABCOCK CORPORATE SECRETARIES LIMITED**

*Registered or
principal address:* **33 WIGMORE STREET
LONDON
UNITED KINGDOM
W1U 1QX**

European Economic Area (EEA) Company

Register Location: **UNITED KINGDOM**
Registration Number: **3133134**

Company Director **1**

Type: **Person**

Full forename(s): **FRANCO**

Surname: **MARTINELLI**

Former names:

Service Address: **C/O BABCOCK INTERNATIONAL GROUP PLC 33 WIGMORE
STREET
LONDON
UNITED KINGDOM
W1U 1QX**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **16/10/1960** *Nationality:* **BRITISH**

Occupation: **CHARTERED ACCOUNTANT**

Company Director 2

Type: **Person**

Full forename(s): **MR PETER LLOYD**

Surname: **ROGERS**

Former names:

Service Address: **C/O BABCOCK INTERNATIONAL GROUP PLC 33 WIGMORE
STREET
LONDON
ENGLAND
ENGLAND
W1U 1QX**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **29/12/1947**

Nationality: **BRITISH**

Occupation: **CHIEF EXECUTIVE**

Company Director **3**

Type: **Person**
Full forename(s): **IAIN STUART**

Surname: **URQUHART**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **SCOTLAND**

Date of Birth: **21/07/1965** *Nationality:* **BRITISH**

Occupation: **DIRECTOR**

Statement of Capital (Share Capital)

Class of shares	PREFERENCE C	<i>Number allotted</i>	100
		<i>Aggregate nominal value</i>	100
<i>Currency</i>	EUR	<i>Amount paid</i>	1375162.15
		<i>Amount unpaid</i>	0

Prescribed particulars

VOTING: NON-VOTING UNLESS (I) THE DIVIDEND ON THE PREFERENCE SHARES IS SIX MONTHS IN ARREARS; OR (II) THE RESOLUTION BEING PROPOSED RELATES TO THE WINDING UP OF THE COMPANY, THE APPOINTMENT OF AN ADMINISTRATOR OR THE APPROVAL OF A VOLUNTARY ARRANGEMENT FOR A REDUCTION IN THE CAPITAL OF THE COMPANY OR ANY RESOLUTION DIRECTLY OR ADVERSELY MODIFYING OR ABROGATING ANY OF THE SPECIAL RIGHTS OR PRIVILEGES OF THE PREFERENCE SHARES OF THE COMPANY. DIVIDENDS: EACH HOLDER IS ENTITLED TO A CUMULATIVE PREFERENTIAL DIVIDEND ON THE CAPITAL AT EURIBOR PLUS 4% P.A. UNTIL 27 MARCH 2015 OR SUCH LATER DATE AS THE BRIDGE FACILITY IS EXTENDED (THE "C PREFERRED DIVIDEND"), PAYABLE HALF-YEARLY ON 17 MARCH AND 17 SEPTEMBER EACH YEAR. DISTRIBUTIONS OF CAPITAL: EACH HOLDER IS ENTITLED TO RECEIVE, PRO RATA TO HIS HOLDING, A PROPORTION OF THE ASSETS OF THE COMPANY ON A WINDING UP, REDUCTION OF CAPITAL OR ANY OTHER RETURN OF CAPITAL TO SHAREHOLDERS. REDEMPTION: EACH HOLDER IS ENTITLED TO REDEEM HIS C PREFERENCE SHARES ON, OR IMMEDIATELY PRIOR TO, ANY PREPAYMENT OR REPAYMENT OF ALL, OR A PROPORTION OF, THE LOANS OUTSTANDING UNDER THE BRIDGE FACILITIES AGREEMENT DATED 27 MARCH 2014 ENTERED INTO BY, AMONG OTHERS, BABCOCK INTERNATIONAL GROUP PLC (THE "BRIDGE FACILITIES AGREEMENT") IN WHICH CASE ALL, OR THE RELEVANT PROPORTION, OF THE C PREFERENCE SHARES SHALL BE REDEEMED. THE C PREFERENCE SHARES SHALL BE REDEEMED AT THE OPTION OF THE COMPANY WITH THREE BUSINESS DAYS' PRIOR NOTICE. THE ENTIRETY OF THE C PREFERENCE SHARES THEN IN ISSUE SHALL BE REDEEMED ON 27 MARCH 2015 OR ON SUCH LATER DATE AS THE BRIDGE FACILITIES AGREEMENT IS EXTENDED. ON ANY REDEMPTION OF THE C PREFERENCE SHARES THE AMOUNT PAYABLE TO THE HOLDERS OF THE C PREFERENCE SHARES SHALL BE ALL ACCRUED AND UNPAID C PREFERRED DIVIDEND AND THE AMOUNT PAID UP FOR SUCH SHARES.

Class of shares	ORDINARY	<i>Number allotted</i>	51521078
		<i>Aggregate nominal value</i>	51521078
<i>Currency</i>	GBP	<i>Amount paid per share</i>	41.98
		<i>Amount unpaid per share</i>	0

Prescribed particulars

THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Class of shares	PREFERENCE A	<i>Number allotted</i>	150000000
		<i>Aggregate nominal value</i>	150000000
<i>Currency</i>	USD	<i>Amount paid per share</i>	1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

VOTING: NON-VOTING UNLESS (I) THE DIVIDEND ON THE PREFERENCE SHARES IS SIX MONTHS IN ARREARS; OR (II) THE RESOLUTION BEING PROPOSED RELATES TO THE WINDING UP OF THE COMPANY, THE APPOINTMENT OF AN ADMINISTRATOR OR THE APPROVAL OF A VOLUNTARY ARRANGEMENT FOR A REDUCTION IN THE CAPITAL OF THE COMPANY OR ANY RESOLUTION DIRECTLY OR ADVERSELY MODIFYING OR ABROGATING ANY OF THE SPECIAL RIGHTS OR PRIVILEGES OF THE PREFERENCE SHARES OF THE COMPANY. DIVIDENDS: EACH HOLDER IS ENTITLED TO A FIXED CUMULATIVE PREFERENTIAL DIVIDEND ON THE CAPITAL AT A RATE OF 4.94% P.A. UNTIL 17 MARCH 2018, PAYABLE HALF-YEARLY ON 17 MARCH AND 17 SEPTEMBER EACH YEAR. DISTRIBUTIONS OF CAPITAL: EACH HOLDER IS ENTITLED TO RECEIVE, PRO RATA TO HIS HOLDING, A PROPORTION OF THE ASSETS OF THE COMPANY ON A WINDING UP, REDUCTION OF CAPITAL OR ANY OTHER RETURN OF CAPITAL TO SHAREHOLDERS. REDEMPTION: EACH HOLDER IS ENTITLED TO REDEEM HIS A PREFERENCE SHARES ON, OR IMMEDIATELY PRIOR TO, ANY PREPAYMENT OR REPAYMENT OF ALL, OR A PROPORTION OF, THE 4.94% SERIES A SENIOR LOAN NOTES DUE 17 MARCH 2018 ISSUED AND SOLD BY BABCOCK INTERNATIONAL GROUP PLC (THE "SERIES A SENIOR NOTES") IN WHICH CASE ALL, OR THE RELEVANT PROPORTION, OF THE A PREFERENCE SHARES SHALL BE REDEEMED. THE ENTIRETY OF THE A PREFERENCE SHARES THEN IN ISSUE SHALL BE REDEEMED ON 17 MARCH 2018. ON ANY REDEMPTION OF THE A PREFERENCE SHARES THE AMOUNT PAYABLE TO THE HOLDERS OF THE A PREFERENCE SHARES SHALL BE A SUM EQUAL TO THE AMOUNT PAYABLE TO THE HOLDERS OF THE SERIES A SENIOR NOTES ON OR AROUND THAT DATE PURSUANT TO THE TERMS OF THE SERIES A SENIOR NOTES.

Class of shares	PREFERENCE B	<i>Number allotted</i>	500000000
		<i>Aggregate nominal value</i>	500000000
<i>Currency</i>	USD	<i>Amount paid per share</i>	1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

VOTING: NON-VOTING UNLESS (I) THE DIVIDEND ON THE PREFERENCE SHARES IS SIX MONTHS IN ARREARS; OR (II) THE RESOLUTION BEING PROPOSED RELATES TO THE WINDING UP OF THE COMPANY, THE APPOINTMENT OF AN ADMINISTRATOR OR THE APPROVAL OF A VOLUNTARY ARRANGEMENT FOR A REDUCTION IN THE CAPITAL OF THE COMPANY OR ANY RESOLUTION DIRECTLY OR ADVERSELY MODIFYING OR ABROGATING ANY OF THE SPECIAL RIGHTS OR PRIVILEGES OF THE PREFERENCE SHARES OF THE COMPANY. DIVIDENDS: EACH HOLDER IS ENTITLED TO A FIXED CUMULATIVE PREFERENTIAL DIVIDEND ON THE CAPITAL AT A RATE OF 5.64% P.A. UNTIL 17 MARCH 2021, PAYABLE HALF-YEARLY ON 17 MARCH AND 17 SEPTEMBER EACH YEAR. DISTRIBUTIONS OF CAPITAL: EACH HOLDER IS ENTITLED TO RECEIVE, PRO RATA TO HIS HOLDING, A PROPORTION OF THE ASSETS OF THE COMPANY ON A WINDING UP, REDUCTION OF CAPITAL OR ANY OTHER RETURN OF CAPITAL TO SHAREHOLDERS. REDEMPTION: EACH HOLDER IS ENTITLED TO REDEEM HIS B PREFERENCE SHARES ON, OR IMMEDIATELY PRIOR TO, ANY PREPAYMENT OR REPAYMENT OF ALL, OR A PROPORTION OF, THE 5.64% SERIES B SENIOR LOAN NOTES DUE 17 MARCH 2021 ISSUED AND SOLD BY BABCOCK INTERNATIONAL GROUP PLC (THE "SERIES B SENIOR NOTES") IN WHICH CASE ALL, OR THE RELEVANT PROPORTION, OF THE B PREFERENCE SHARES SHALL BE REDEEMED. THE ENTIRETY OF THE B PREFERENCE SHARES THEN IN ISSUE SHALL BE REDEEMED ON 17 MARCH 2021. ON ANY REDEMPTION OF THE B PREFERENCE SHARES THE AMOUNT PAYABLE TO THE HOLDERS OF THE B PREFERENCE SHARES SHALL BE A SUM EQUAL TO THE AMOUNT PAYABLE TO THE HOLDERS OF THE SERIES B SENIOR NOTES ON OR AROUND THAT DATE PURSUANT TO THE TERMS OF THE SERIES B SENIOR NOTES.

Statement of Capital (Totals)

<i>Currency</i>	EUR	<i>Total number of shares</i>	100
		<i>Total aggregate nominal value</i>	100
<i>Currency</i>	GBP	<i>Total number of shares</i>	51521078
		<i>Total aggregate nominal value</i>	51521078
<i>Currency</i>	USD	<i>Total number of shares</i>	650000000
		<i>Total aggregate nominal value</i>	650000000

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 05/02/2015 or that had ceased to be shareholders since the made up date of the previous Annual Return

A full list of shareholders for the company are shown below

<i>Shareholding 1</i>	: 100 PREFERENCE C shares held as at the date of this return
<i>Name:</i>	BABCOCK INTERNATIONAL GROUP PLC
<i>Shareholding 2</i>	: 51521078 ORDINARY shares held as at the date of this return
<i>Name:</i>	BABCOCK INTERNATIONAL GROUP PLC
<i>Shareholding 3</i>	: 150000000 PREFERENCE A shares held as at the date of this return
<i>Name:</i>	BABCOCK INTERNATIONAL GROUP PLC
<i>Shareholding 4</i>	: 500000000 PREFERENCE B shares held as at the date of this return
<i>Name:</i>	BABCOCK INTERNATIONAL GROUP PLC

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor.