

SH01

Return of allotment of shares

BLUEPRINT

OneWorld

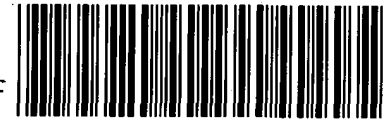


Go online to file this information
www.gov.uk/companieshouse

✓ **What this form is for**
You may use this form to give
notice of shares allotted following
incorporation.

✗ **What this form is NOT for**
You cannot use this form to give
notice of shares taken by special
resolution of the company
on formation of the company
for an allotment of a new class of
shares by an unlimited company.

SATURDAY



A05 *A7WIO5II* #294
05/01/2019
COMPANIES HOUSE

1 Company details

Company number 6 0 8 3 2 9 4

Company name in full Babcock (UK) Holdings Limited

→ **Filling in this form**
Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

2 Allotment dates ¹

From Date d 1 d 9 m 0 m 3 y 2 y 0 y 1 y 8
To Date d d m m y y y y

① **Allotment date**
If all shares were allotted on the
same day enter that date in the
'from date' box. If shares were
allotted over a period of time,
complete both 'from date' and 'to
date' boxes.

3 Shares allotted

Please give details of the shares allotted, including bonus shares.
(Please use a continuation page if necessary.)

② **Currency**
If currency details are not
completed we will assume currency
is in pound sterling.

Currency ²	Class of shares (E.g. Ordinary/Preference etc.)	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
GBP	Ordinary-B	900	0.10	1,188,522.71	0.00

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted.

Continuation page
Please use a continuation page if
necessary.

Details of non-cash
consideration.

If a PLC, please attach
valuation report (if
appropriate)

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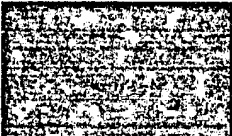
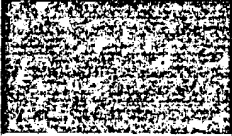
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Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A				
GBP	Ordinary..	51,521,078	£51,521,078.00	
GBP	Ordinary-B	900	£90.00	
Totals		51,521,978	£51,521,168.00	£0.00
Currency table B				
EUR	Preference C	100	€100.00	
Totals		100	€100.00	€0.00
Currency table C				
USD	Preference B	500,000,000	US\$500,000,000.00	
Totals		500,000,000	US\$500,000,000.00	US\$0.00
Totals (including continuation pages)		Total number of shares 551,522,078	Total aggregate nominal value ① £51,521,168.00 + €100.00 + US\$500,000,000.00	Total aggregate amount unpaid ① £0.00 + €0.00 + US\$0.00

① Please list total aggregate values in different currencies separately.
For example: £100 + €100 + \$10 etc.

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Statement of capital (prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in **Section 4**.

Class of share

Preference C

Prescribed particulars
❶

See attached schedule

❶ Prescribed particulars of rights attached to shares

The particulars are:

- a particulars of any voting rights, including rights that arise only in certain circumstances;
- b particulars of any rights, as respects dividends, to participate in a distribution;
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Continuation page

Please use a Statement of Capital continuation page if necessary.

Class of share

Ordinary

Prescribed particulars
❶

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 share

Ordinary-B

Prescribed particulars
❶

The shares have attached to them no voting rights; dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption.

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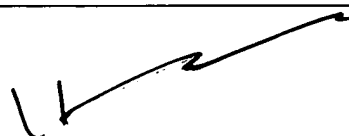
Signature

I am signing this form on behalf of the company.

Signature

Signature

X



X

This form may be signed by:

Director ❷, Secretary, Person authorised ❸, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

❷ Societas Europaea

If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.

❸ Person authorised

Under either section 270 or 274 of the Companies Act 2006.

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5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Preference C	
Prescribed particulars	<p>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.</p> <p>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.</p> <p>Distributions of Capital: Each holder is entitled to receive, prorata to his holding, a proportion of the assets of the Company on winding up, reduction of capital or any other return of capital to shareholders.</p> <p>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.</p>	

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5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Preference B	
Prescribed particulars	<p>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.</p> <p>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.</p> <p>Distributions of Capital: Each holder is entitled to receive, prorata 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.</p> <p>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.</p>	

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**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Eunice Payne

Company name

Address 33 Wigmore Street

Post town London

County/Region

Postcode W 1 U 1 Q X

Country United Kingdom

DX

Telephone 0207 355 5317

**Checklist**

We may return the forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in section 3.
- ☐ You have completed the relevant sections of the statement of capital.
- ☐ You have signed the form.

**Important information**

Please note that all information on this form will appear on the public record.

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

**Further information**

For further information please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse