

Babcock Group (US Investments) Limited

Annual Report

For the year ended 31 March 2018

Company registration number:

07445425



Babcock Group (US Investments) Limited

Directors and advisors

Current directors

I Urquhart
N Borrett
F Martinelli

Company secretary

Babcock Corporate Secretaries Limited

Registered office

33 Wigmore Street
London
W1U 1QX
United Kingdom

Independent auditors

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
1 Embankment Place
London
WC2N 6RH

Strategic report for the year ended 31 March 2018

The directors present their Strategic report on the Company for the year ended 31 March 2018.

Principal activities

The principal activity of the Company is that of an investment holding company.

The Company's financial statements are presented in United States Dollars being the Company's presentational and functional currency.

Review of the business

The loss for the financial year was \$11,000 (2017: \$6,889,000). Losses were materially lower following a conversion of the group interest bearing payable loan to Babcock US Investments No.2 LLC to equity.

On 1 April 2017, 120 shares were issued for \$120.00, at a nominal value of \$1.00 each. The share premium was \$144,655,043.00.

Principal risks and uncertainties

The management of the business and the execution of the Company's strategy are subject to a number of risks and uncertainties. These are managed through the operational review process supplemented at Group level by independent challenge and review by the Group Risk Manager and the Audit and Risk Committee.

Further discussion of these risks and uncertainties, in the context of the Group as a whole, is provided on pages 68 to 79 of the Annual Report of Babcock International Group PLC, which does not form part of this report.

Key performance indicators

Given the straightforward nature of the business, the Company's directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business.

On behalf of the Board



I Urquhart
Director

16 August 2018

Babcock Group (US Investments) Limited

Directors' report for the year ended 31 March 2018

The directors present their report and the audited financial statements of the Company for the year ended 31 March 2018.

Dividends

Dividends declared and paid in the current financial year were \$nil (2017: \$nil). There are no plans for a final dividend.

Future developments

There are no plans to alter significantly the business of the Company.

Going concern

The financial statements have been prepared on a going concern basis as Babcock (UK) Holdings Limited intends to support Babcock Group (US Investments) Limited to ensure it can meet its obligations as they fall due. The Directors have received confirmation that Babcock (UK) Holdings Limited intends to support the Company for at least one year after the financial statements were approved.

Financial risk management

All treasury transactions are carried out only with prime rated counter-parties. Financial Risk is managed in accordance with Group policies and procedures which are discussed on pages 26 to 29 and Note 2 of the Annual Report of Babcock International Group PLC, which does not form part of this report.

Directors

The directors who held office during the year and up to the date of signing the annual report were as follows:

F Martinelli
I Urquhart
N Borrett

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;

Babcock Group (US Investments) Limited

Directors' report for the year ended 31 March 2018 *(continued)*

Statement of directors' responsibilities in respect of the financial statements *(continued)*

- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006.

The directors are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In the case of each director in office at the date the Directors' Report is approved:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Qualifying third party indemnity provisions

Babcock International Group PLC provides protections for directors of companies within the Group against personal financial exposure they may incur in their capacity as such. These include qualifying third party indemnity provisions (as defined by Companies Act 2006) for the benefit of members of Babcock International Group PLC, including, where applicable, in their capacity as a director of the Company and other companies within the Group. These indemnities came into force in 2012 and remain in force.

Statement of disclosure of information to auditors

Each director, as at the date of this report, has confirmed that in so far as they are aware there is no relevant audit information of which the Company's auditors are unaware, and they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of this information.

Reappointment of auditors

PricewaterhouseCoopers LLP were reappointed as auditors at the Annual General Meeting.

On behalf of the Board



I Urquhart
Director

16 August 2018

Babcock Group (US Investments) Limited

Independent auditors' report to the members of Babcock Group (US Investments) Limited

Report on the audit of the financial statements

Opinion

In our opinion, Babcock Group (US Investments) Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report, which comprise: the Balance Sheet as at 31 March 2018; the Income Statement, the Statement of Comprehensive Income, the Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

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

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

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the Company's ability to continue as a going concern.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

Independent auditors' report to the members of Babcock Group (US Investments) Limited *(continued)*

Reporting on other information *(continued)*

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Strategic Report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 31 March 2018 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

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

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of Directors' Responsibilities set out on pages 3 and 4, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Babcock Group (US Investments) Limited

Independent auditors' report to the members of Babcock Group (US Investments) Limited *(continued)*

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

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

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.



Stuart Macdougall (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

17 August 2018

Babcock Group (US Investments) Limited**Income statement***for the year ended 31 March 2018*

	Note	2018 \$000	2017 \$000
Administrative expenses		(11)	7
Operating profit / (loss)	4	<u>(11)</u>	<u>7</u>
Finance costs	5	<u>-</u>	<u>(6,896)</u>
Loss before income tax		(11)	(6,889)
Tax on loss	7	<u>-</u>	<u>-</u>
Loss for the financial year		<u>(11)</u>	<u>(6,889)</u>

All of the above results derive from continuing operations.

Statement of comprehensive income*for the year ended 31 March 2018*

	2018 \$000	2017 \$000
Loss for the financial year	<u>(11)</u>	<u>(6,889)</u>
Total comprehensive loss for the year	<u>(11)</u>	<u>(6,889)</u>

Babcock Group (US Investments) Limited

Balance sheet

as at 31 March 2018

	Note	2018 \$000	2017 \$000
Non-Current assets			
Investments	8	-	-
Current assets			
Cash at Bank		1	-
Current liabilities			
Trade and other payables - amounts falling due within one year	9	(95)	(34,419)
Total assets less current liabilities		(94)	(34,419)
Trade and other payables – amounts falling due after more than one year	10	-	(110,320)
Net liabilities		(94)	(144,739)
Equity			
Called up share capital	11	2	2
Share premium account		181,836	37,180
Accumulated losses		(181,932)	(181,921)
Total shareholders' deficit		(94)	(144,739)

The notes on pages 11 to 16 are an integral part of these financial statements.

The financial statements on pages 8 to 16 were approved by the Board of directors and signed on its behalf by:



I Urquhart
Director

16 August 2018

Babcock Group (US Investments) Limited**Statement of changes in equity**
for the year ended 31 March 2018

	Called-up share capital \$000	Share premium account \$000	Retained earnings \$000	Total shareholders' deficit \$000
Balance at 1 April 2016	2	37,180	(175,032)	(137,850)
Loss for the financial year	-	-	(6,889)	(6,889)
Balance at 31 March 2017	2	37,180	(181,921)	(144,739)
Loss for the financial year	-	-	(11)	(11)
Issue of Shares	-	144,656	-	144,656
Balance at 31 March 2018	2	181,836	(181,932)	(94)

Notes to the financial statements**1 General information**

Babcock Group (US Investments) Limited is a private company which is incorporated and domiciled in the UK. The address of the registered Office is 33 Wigmore Street, London W1U 1QX.

2 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented.

Basis of preparation

The financial statements have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101). These financial statements are prepared on a going concern basis, under the historical cost convention, as modified by the revaluation of land and buildings and certain financial assets and liabilities measured at fair value through profit and loss. The financial statements are prepared in sterling which is the functional currency of the company and rounded to the nearest \$'000.

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies.

The Company is a wholly-owned subsidiary of Babcock US Investments (Number Two) LLC and is included in the consolidated financial statements of Babcock International Group PLC which are publicly available. Consequently, the Company has taken advantage of the exemption from preparing consolidated financial statements under the terms of section 400 of the Companies Act 2006.

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- a) Paragraphs 45(b) and 46 to 52 of IFRS 2, 'Share based payments'
- b) IFRS 7, 'Financial instruments: Disclosures'
- c) Paragraphs 91 to 99 of IFRS 13 'Fair value measurement' (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities)
- d) Paragraph 38 of IAS 1, 'Presentation of financial statements' comparative information in respect of:
 - paragraph 79(a) (iv) of IAS 1 Share capital and reserves;
 - paragraph 73(e) of IAS 16 Property, plant and equipment; and
 - paragraph 118(e) of IAS 38 Intangible assets (reconciliations between the carrying amount at the beginning and end of the period)
- e) The following paragraphs of IAS 1, 'Presentation of financial statements':
 - 10(d), 10(f), 16, 38, 40, 111, and 134-136
- f) IAS 7, 'Statement of cash flows'
- g) Paragraph 30 and 31 of IAS 8 'Accounting policies, changes in accounting estimates and errors'
- h) Paragraph 17 of IAS 24, 'Related party transactions' in respect of key management compensation
- i) The requirements of IAS 24, 'Related party disclosures' to disclose related party transactions entered into between two or more members of a group.

Babcock Group (US Investments) Limited

Notes to the financial statements *(continued)*

2 Summary of significant accounting policies *(continued)*

Basis of preparation *(continued)*

The financial statements have been prepared on a going concern basis as Babcock (UK) Holdings Limited intends to support Babcock Group (US Investments) Limited to ensure it can meet its obligations as they fall due. The Directors have received confirmation that Babcock (UK) Holdings Limited intends to support the Company for at least one year after the financial statements were approved.

Taxation

(a) Current income tax

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date.

(b) Deferred income tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax basis of assets and liabilities and their carrying amounts in the consolidated financial statements. However, if the deferred income tax arises from initial recognition of an asset or liability in a transaction, other than a business combination, that at the time of the transaction affects neither accounting nor taxable profit or loss, it is not accounted for.

Deferred income tax is determined using tax rates (and laws) that have been enacted, or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled. Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised. Tax is recognised in the income statement except to the extent that it relates to items recognised directly in either other comprehensive income or in equity.

Foreign currencies

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated into the local currency at the year end exchange rates.

Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at exchange rates ruling at the balance sheet date of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

Investments

Fixed asset investments are stated at cost less provision for impairment in value.

Notes to the financial statements *(continued)***3 Critical accounting estimates and judgements**

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

4 Operating loss

Operating loss is stated after (charging) / crediting:

	2018	2017
	\$000	\$000
Audit fees	-	(2)
Foreign exchange gain /(loss)	(11)	11

The fee payable to the auditors in respect of the audit of the company's financial statements was £2,033 (2017:£2,000) and was borne by Babcock International Limited (2017: the Company).

5 Finance costs

	2018	2017
	\$000	\$000
Loan interest payable to group undertakings	-	(6,896)

6 Staff costs

There were no staff employed during the current or prior year and none (2017: none) of the directors received remuneration in respect of their services to the Company.

Babcock Group (US Investments) Limited

Notes to the financial statements (*continued*)

7 Tax on loss

Tax assessed for the year is higher (2017: higher) than the standard effective rate of corporation tax in the UK for the year ended 31 March 2018 of 19% (2017: 20%). The differences are explained below:

	2018 \$000	2017 \$000
Loss before income tax	(11)	(6,889)
Loss before taxation multiplied by standard UK corporation tax rate of 19% (2017: 20%)	(2)	(1,378)
Effects of:		
Group relief for nil consideration	2	1,378
Total tax charge for the year	-	-

It was announced in the 2018 UK Budget that the UK corporation tax rate will be reduced to 17% from April 2020. As a result of this change, UK deferred tax balances have been remeasured at 17% as this is the tax rate that will apply on reversal.

8 Investments

Shares in group undertakings	2018 \$000	2017 \$000
Cost		
At 1 April and 31 March	189,180	189,180
Provision for impairment		
At 1 April and 31 March	(189,180)	(189,180)
Net book value		
At 31 March	-	-

The Company owns 80.4% of the share capital of its only directly held subsidiary Babcock International US Inc., which is incorporated in the United States of America and is an investment holding company. The investment is fully impaired.

The directors believe that the carrying value of the investments is supported by their underlying net assets. No dividends were received for the year ended 31 March 2018 (2017: \$nil). A full list of related undertakings for the Company have been disclosed in note 13.

Babcock Group (US Investments) Limited

Notes to the financial statements (*continued*)

9 Trade and other payables - amounts falling due within one year

	2018 \$000	2017 \$000
Accruals	-	3
Amounts due to parent and group undertakings	95	34,416
	<u>95</u>	<u>34,419</u>

The amounts due to fellow group undertakings are repayable on demand and are non-interest bearing.

10 Trade and other payables – amounts falling due after more than one year

	2018 \$000	2017 \$000
Amounts due to parent and group undertakings	-	110,320

11 Called up share capital

	2018 \$000	2017 \$000
Allotted, called up and fully paid		
2,120 (2017: 2,000) ordinary shares of \$1 each	<u>2</u>	<u>2</u>

On 1 April 2017, 120 shares were issued for \$120.00, at a nominal value of \$1.00 each.

12 Related party disclosures

The Company has taken advantage of the exemptions within FRS 101 not to disclose transactions and balances with Babcock International Group PLC and its wholly owned subsidiaries, on the grounds that the Company itself is a wholly owned subsidiary of Babcock International Group PLC, for which the consolidated financial statements are publicly available.

13 Related undertakings

All related undertakings for the Company are as listed below:

Company Name	Registered Address	Incorporated	Interest	Direct %	Ultimate%
Babcock International US Inc	21001 Great Mills Road, Lexington Park, Maryland DE 20653, United States	United States	804 Ordinary shares	80.4%	80.4%

Notes to the financial statements (*continued*)

14 Immediate and Ultimate parent undertakings

The Company's immediate parent undertaking is Babcock US Investments (Number Two) LLC. The Company's ultimate parent company and ultimate controlling party is Babcock International Group PLC, a company registered in England and Wales. The only Group in which the results of the Company are consolidated is that headed by Babcock International Group PLC.

Copies of Babcock International Group PLC Financial Statements are available from the following address:

The Company Secretary
Babcock International Group PLC
33 Wigmore Street
London W1U 1QX