

**Babcock IP Management (Number Two) Limited**  
**Annual Report and Financial Statements**

**For the year ended 31 March 2022**

**Company registration number:**  
**09634282 (England and Wales)**



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**Babcock IP Management (Number Two) Limited**

**Directors and advisors**

**Current directors**

N Borrett  
S Doherty  
R Clark  
B Yelland

**Company secretary**

Babcock Corporate Secretaries Limited

**Registered office**

33 Wigmore Street  
London  
W1U 1QX  
United Kingdom

**Independent auditors**

Deloitte LLP  
1 New Street Square  
London  
EC4A 3HQ  
United Kingdom

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**Babcock IP Management (Number Two) Limited**

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## **Babcock IP Management (Number Two) Limited**

### **Strategic report for the year ended 31 March 2022**

The directors present their Strategic report on Babcock IP Management (Number Two) Limited (the Company) for the year ended 31 March 2022.

#### **Review of the business and principal activities**

The principal activity of the Company is to manage intellectual property (IP) within Babcock International Group PLC. Revenue and profit have increased by 1% from prior year in line with the increase in external revenue of entities charged for use of the Babcock name. The Company's net assets also increased in line with the profit for the year.

|                               | <b>2022</b>   | <b>2021</b> |
|-------------------------------|---------------|-------------|
|                               | <b>£000</b>   | <b>£000</b> |
| Revenue                       | <b>29,967</b> | 29,693      |
| Profit for the financial year | <b>18,313</b> | 18,075      |

#### **Principal risks and uncertainties**

The Company's ultimate controlling parent is Babcock International Group PLC. Risks are managed at a group level in accordance with the risk management framework of Babcock International Group PLC. The principal risks and uncertainties of Babcock International Group PLC are discussed in its Annual Report and Financial Statements for the year ended 31 March 2022.

Further discussion of these risks and uncertainties, in the context of the Group as a whole is provided on pages 76 to 87 of the Annual Report and Financial Statements of Babcock International Group PLC, which does not form part of this report.

#### **Key performance indicators**

The Company's activities are managed on a divisional basis. For this reason, the Company's directors believe that analysis using key performance indicators for the Company is not necessary or appropriate for an understanding of the development, performance or position of the Company. The growth and performance of the Company, a business of Babcock International Group PLC, is discussed in annual report of Babcock International Group PLC, which does not form part of this report.

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## **Babcock IP Management (Number Two) Limited**

### **Strategic report for the year ended 31 March 2022 *(continued)***

#### **S172(1) statement and stakeholder engagement**

This statement contains an overview of how the Directors have performed their duty to promote the success of the Company as set out in Section 172(1) of the Companies Act 2006. That section requires a director of a company to act in the way they consider, in good faith, would most likely promote the success of the Company for the benefit of the shareholders. In doing this, the director must have regard, amongst other matters, to:

- a) the likely consequences of any decision in the long term,
- b) the interests of the company's employees,
- c) the need to foster the company's business relationships with suppliers, customers and others,
- d) the impact of the company's operations on the community and the environment,
- e) the desirability of the company maintaining a reputation for high standards of business conduct, and
- f) the need to act fairly as between members of the company.

Point b) above is not relevant as the Company has no employees.

Stakeholder engagement is managed in accordance with Group policies and procedures which are discussed on pages 52, 53, and 101 of the annual report of Babcock International Group PLC, which does not form part of this report.

#### **The community and environment**

Sustainability is an integral part of our corporate strategy and how we do business, it underpins our Corporate Purpose: to create a safe and secure world, together. We have done a lot in the past year to drive our sustainability programme across the Group, ensure progress towards our corporate commitments and deliver our five ESG priorities shown below:

- a) We will reduce emissions and set science-based targets to get to net zero across our estate, assets and operations by 2040;
- b) We will integrate environmental sustainability into programme design to minimise waste and optimise resources;
- c) We will ensure the safety and wellbeing of all our people;
- d) We will make a positive difference to the communities we're proud to be part of and provide high-quality jobs that support local economies;

We will be a collaborative, trusted partner across the supply chain, helping to tackle common challenges.

This report was approved by the board on 30 November 2023 and signed on its behalf by:

S Doherty

**Director**



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## **Babcock IP Management (Number Two) Limited**

### **Directors' report for the year ended 31 March 2022**

The directors present their report and the audited financial statements of the Company for the year ended 31 March 2022.

#### **Dividends**

An interim dividend of £nil was declared (2021: £nil) during the financial year. No final dividend was paid.

#### **Directors and their interests**

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

|            |                              |
|------------|------------------------------|
| N Borrett  |                              |
| S Doherty  | (appointed 31 May 2022)      |
| J Hall     | (resigned 1 July 2022)       |
| I Jewell   | (resigned 31 March 2022)     |
| I Urquhart | (resigned 31 May 2022)       |
| R Clark    | (appointed 3 February 2023)  |
| B Yelland  | (appointed 15 November 2023) |

The Board is not aware of any contract of significance in relation to the Company in which any Director has, or has had, a material interest.

#### **Future developments**

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

#### **Going concern**

The Company's business activities, together with the factors likely to affect its future development and financial position are set out within the Strategic Report. In addition, within the Directors' Report there are details of the financial risks that the Directors have highlighted as significant to the business.

As the Company is part of a larger group it participates in the group's centralised treasury arrangements and so shares banking arrangements with its parents and fellow subsidiaries. The Company is in a net current liabilities position of £26m, but is not expected to settle the intercompany amounts due to parent and group undertakings until the Company has sufficient liquidity to do so and the Company has received confirmation from the respective other group companies confirming this position. Additionally, the Company is expected to be in a position to obtain finance via intercompany loans to continue to operate for at least twelve months from when the financial statements are authorised for issue and the Company has received a letter of support from Babcock International Group PLC confirming this position. In completing this analysis, the Directors have considered the ability of Babcock International Group PLC to provide such finance.

Given the above assessment, the Directors are not aware of any material uncertainties related to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern. Thus, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

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**Babcock IP Management (Number Two) Limited****Directors' report for the year ended 31 March 2022 (continued)****Financial risk management**

The applicable financial risk management policies and exposure to financial risks including price, credit, liquidity and cash flows are discussed in detail within the Annual Report and Financial Statements for Babcock International Group PLC, which does not form part of this report.

**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.

**Post balance sheet events**

There have been no significant events since the balance sheet date which materially affect the position of the Company.

**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.

This confirmation is given and should be interpreted in accordance with the provisions of the s418 of the Companies Act 2006.

**Appointment of auditors**

At the 2022 Annual General meeting of Babcock International Group PLC, the Company's ultimate parent company, Deloitte LLP were reappointed as external auditor to the group. Pursuant to section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed to the Company and Deloitte LLP will, therefore, continue in office.

This report was approved by the board on 30 November 2023 and signed on its behalf by:

S Doherty  
Director



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## **Babcock IP Management (Number Two) Limited**

### **Statement of Directors' responsibilities**

The Directors are responsible for preparing the Strategic report, the Directors' report and the financial statements in accordance with applicable law and regulations.

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

In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; 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. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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

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## **Babcock IP Management (Number Two) Limited**

### **Independent Auditors' report to the members of Babcock IP Management (Number Two) Limited**

#### **Report on the audit of the financial statements**

##### **Opinion**

In our opinion the financial statements of Babcock IP Management (Number Two) Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 31 March 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the income statement;
- the statement of financial position;
- the statement of changes in equity;
- the related notes 1 to 15.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

##### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

##### **Conclusions relating to going concern**

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

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## **Babcock IP Management (Number Two) Limited**

### **Independent Auditors' report to the members of Babcock IP Management (Number Two) Limited** *(continued)*

#### **Other information**

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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 course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. 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 in this regard.

#### **Responsibilities of directors**

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, and for such internal control as the directors 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.

#### **Auditor's 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 auditor's 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](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

#### **Extent to which the audit was considered capable of detecting irregularities, including fraud**

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

We considered the nature of the company's industry and its control environment, and reviewed the company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management and the directors about their own identification and assessment of the risks of irregularities, including those that are specific to the Company's business sector.

We obtained an understanding of the legal and regulatory frameworks that the company operates in, and identified the key laws and regulations that:

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## **Babcock IP Management (Number Two) Limited**

### **Independent Auditors' report to the members of Babcock IP Management (Number Two) Limited** (continued)

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included the UK Companies Act and relevant tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the company's ability to operate or to avoid a material penalty.

We discussed among the audit engagement team including relevant internal specialists, such as IT specialists, regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management and in-house legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance and reviewing internal audit reports.

#### **Report on other legal and regulatory requirements**

##### **Opinions on other matters prescribed by the Companies Act 2006**

In our opinion, based on the work undertaken in the course of the audit:

- 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; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the directors' report.

#### **Matters on which we are required to report by exception**

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

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

We have nothing to report in respect of these matters.

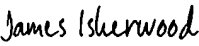
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## **Babcock IP Management (Number Two) Limited**

### **Independent Auditors' report to the members of Babcock IP Management (Number Two) Limited** *(continued)*

#### **Use of our report**

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.

DocuSigned by:  
  
19750BCA07604EA...

James Isherwood ACA (Senior statutory auditor)  
For and on behalf of Deloitte LLP  
Statutory Auditor  
Birmingham, United Kingdom  
30<sup>th</sup> November 2023

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**Babcock IP Management (Number Two) Limited****Income Statement***for the year ended 31 March 2022*

|                                      | Note | 2022<br>£000  | 2021<br>£000 |
|--------------------------------------|------|---------------|--------------|
| <b>Revenue</b>                       | 4    | <b>29,967</b> | 29,693       |
| Amortisation of intangible assets    | 8    | (11,579)      | (11,579)     |
| Administrative expenses              |      | -             | (27)         |
| <b>Operating profit</b>              | 5    | <b>18,388</b> | 18,087       |
| Finance costs                        | 6    | (75)          | (15)         |
| Finance Income                       | 6    | -             | 3            |
| <b>Profit before income tax</b>      |      | <b>18,313</b> | 18,075       |
| Income tax expense                   | 7    | -             | -            |
| <b>Profit for the financial year</b> |      | <b>18,313</b> | 18,075       |

All of the above results derive from continuing operations.

There have been no other comprehensive gains / losses during either the current or prior year other than as disclosed in the income statement and therefore no separate statement of comprehensive income has been presented.

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**Babcock IP Management (Number Two) Limited****Statement of Financial Position**  
*as at 31 March 2022*

|                                     |      | 2022<br>£000    | 2021<br>£000<br>*Restated |
|-------------------------------------|------|-----------------|---------------------------|
| <b>Non-current assets</b>           | Note |                 |                           |
| Intangible assets                   | 8    | 37,632          | 49,211                    |
| Trade and other receivables         | 9    | 176,194         | 152,392                   |
|                                     |      | <u>213,826</u>  | <u>201,603</u>            |
| <b>Current assets</b>               |      |                 |                           |
| Amounts due from Group undertakings | 9    | 41,902          | 29,929                    |
| <b>Current liabilities</b>          |      |                 |                           |
| Bank overdrafts                     |      | (11,453)        | (5,410)                   |
| Trade and other payables            | 10   | (56,254)        | (56,414)                  |
| <b>Net current liabilities</b>      |      | <u>(25,805)</u> | <u>(31,895)</u>           |
| <b>Net assets</b>                   |      | <u>188,021</u>  | <u>169,708</u>            |
| <b>Equity</b>                       |      |                 |                           |
| Called up share capital             | 11   | -               | -                         |
| Share premium account               |      | 115,790         | 115,790                   |
| Retained earnings                   |      | 72,231          | 53,918                    |
| <b>Total shareholders' funds</b>    |      | <u>188,021</u>  | <u>169,708</u>            |

\* In the year ended 31 March 2022, the Company restated the prior year financial information. Details of the restatement are contained in note 14.

The notes on pages 15 to 21 are an integral part of these financial statements.

The financial statements on pages 12 to 21 were approved and authorised for issue by the Board of Directors and signed on its behalf by:

S Doherty  
Director

30 November 2023



Registered number 09634282

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**Babcock IP Management (Number Two) Limited**

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**Babcock IP Management (Number Two) Limited****Statement of Changes in Equity**  
*for the year ended 31 March 2022*

|                                 | <b>Called up<br/>share capital<br/>£000</b> | <b>Share<br/>premium<br/>account<br/>£000</b> | <b>Retained<br/>earnings<br/>£000</b> | <b>Total<br/>share-<br/>holders'<br/>funds<br/>£000</b> |
|---------------------------------|---------------------------------------------|-----------------------------------------------|---------------------------------------|---------------------------------------------------------|
| <b>Balance at 1 April 2020</b>  | -                                           | 115,790                                       | 35,843                                | 151,633                                                 |
| Profit for the financial year   | -                                           | -                                             | 18,075                                | 18,075                                                  |
| <b>Balance at 31 March 2021</b> | -                                           | 115,790                                       | 53,918                                | 169,708                                                 |
| Profit for the financial year   | -                                           | -                                             | 18,313                                | 18,313                                                  |
| <b>Balance at 31 March 2022</b> | -                                           | 115,790                                       | 72,231                                | 188,021                                                 |

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## **Babcock IP Management (Number Two) Limited**

### **Notes to the financial statements**

#### **1 General information**

Babcock IP Management (Number Two) 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. 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 areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.

The Company is a wholly-owned subsidiary of Babcock Integration LLP and is included in the consolidated financial statements of Babcock International Group PLC which are publicly available.

The company meets the definition of a qualifying entity under Financial Reporting Standard 100 (FRS 100) issued by the Financial Reporting Council. Accordingly, these financial statements have been prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' (FRS 101). In preparing these financial statements, the company applies the recognition and measurement requirements of International Financial Reporting Standards (IFRS) as adopted by the UK, but makes amendments where necessary in order to comply with the Companies Act 2006 and sets out below where advantage of the FRS 101 disclosure exemptions has been taken:

- a) 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);
- b) 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 118(e) of IAS 38 Intangible assets (reconciliations between the carrying amount at the beginning and end of the period);
- c) The following paragraphs of IAS 1, 'Presentation of financial statements':
  - 10(d), 10(f), 16, 38, 40, 111, and 134-136;
- d) IAS 7, 'Statement of cash flows';
- e) Paragraph 30 and 31 of IAS 8 'Accounting policies, changes in accounting estimates and errors';
- f) Paragraph 17 of IAS 24, 'Related party transactions' in respect of key management compensation;
- g) The requirements of IAS 24, 'Related party disclosures' to disclose related party transactions entered into between two or more members of a group.

The Company intends to continue to prepare its financial statements in accordance with FRS 101.

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## **Babcock IP Management (Number Two) Limited**

### **Notes to the financial statements *(continued)***

#### **2 Summary of significant accounting policies *(continued)***

##### **Going concern**

The Company's business activities, together with the factors likely to affect its future development and financial position are set out within the Strategic Report. In addition, within the Directors' Report there are details of the financial risks that the Directors have highlighted as significant to the business.

As the Company is part of a larger group it participates in the group's centralised treasury arrangements and so shares banking arrangements with its parents and fellow subsidiaries. The Company is in a net current liabilities position of £26m, but is not expected to settle the intercompany amounts due to parent and group undertakings until the Company has sufficient liquidity to do so and the Company has received confirmation from the respective other group companies confirming this position. Additionally, the Company is expected to be in a position to obtain finance via intercompany loans to continue to operate for at least twelve months from when the financial statements are authorised for issue and the Company has received a letter of support from Babcock International Group PLC confirming this position. In completing this analysis, the Directors have considered the ability of Babcock International Group PLC to provide such finance.

Given the above assessment, the Directors are not aware of any material uncertainties related to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern. Thus, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

##### **Revenue**

Revenue recognised represents income derived from contracts with customers for the provision of goods and services in the ordinary course of business. Revenue is recognised in line with IFRS 15, Revenue from Contracts with Customers. IFRS 15 requires the identification of performance obligations in contracts, allocation of the contract price to the performance obligations and recognition of revenue as performance obligations are satisfied.

##### **(a) Performance obligations**

Contracts are assessed to identify each promise to transfer either a distinct good or service or a series of distinct goods or services that are substantially the same and have the same pattern of transfer to the customer. All revenue generated by the Company is in the form of royalties due from Intellectual Property, as such the performance obligation is identical for all contracts.

##### **(b) Allocation of contract price to performance obligations**

The contract price represents the amount of consideration which the Company expects to receive in exchange for delivering the promised goods or services to the customer. Given the nature of many of the services the Company provides, stand-alone selling prices are generally not available. In these circumstances, the Company allocates a percentage to each customer based on their external revenue generated in the financial year.

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## **Babcock IP Management (Number Two) Limited**

### **2 Summary of significant accounting policies *(continued)***

#### **Revenue *(continued)***

##### **c) Revenue and profit recognition**

Performance obligations are satisfied, and revenue recognised, as control of goods and services is transferred to the customer. Control can be transferred at a point in time or over time and the Company determines, for each performance obligation, whether it is satisfied over time or at a point in time. Performance obligations are satisfied over time if any of the following criteria are satisfied:

- the customer simultaneously receives and consumes the benefits of the company's performance as it performs; or
- the company's performance does not create an asset with an alternative use to the company and the company has an enforceable right to payment for work done; or
- the company's performance creates or enhances an asset controlled by the customer.

All of the Company's contracts meet the requirements to satisfy performance obligations and recognise revenue over time because the customer simultaneously receives and consumes the benefits of the Company's performance.

#### **Intangible assets**

Intangible assets are stated at cost less accumulated amortisation. The intangible assets are amortised on a straight-line basis as follows:

##### **a) *Intellectual property***

The intangible assets refer to the intellectual property, which are held on the statement of financial position at cost. The carrying value of the intellectual property is amortised straight-line over a useful life of 10 years.

The Company performs impairment testing where indicators of impairment are identified. Impairment testing is performed at the individual asset level. Where an asset does not generate cashflows that are separately identifiable from other assets, the Company estimates the recoverable amount of the CGU to which the asset belongs.

#### **Trade and other receivables**

Trade and other receivables (including amounts due from group undertakings) are stated at their cost less expected credit losses. A provision for expected credit losses is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables.

#### **Trade payables**

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are initially recognised at fair value, which is usually original invoice amount and are subsequently held at amortised cost using the EIR method (although, in practice, the discount is often immaterial). If payment is due within one year or less payables are classified as current liabilities. If not, they are presented as non-current liabilities.

#### **Taxation**

##### **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 statement of financial position date.

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## Babcock IP Management (Number Two) Limited

### Notes to the financial statements *(continued)*

#### 3 Critical accounting estimates and judgements

In the course of preparation of the financial statements no judgements have been made in applying the Company's accounting policies, other than those involving estimates, that have had a material effect on the amounts recognised in the financial statements. The application of the Company's accounting policies requires the use of estimates and the inherent uncertainty in forward looking estimates may result in a material adjustment to the carrying amount of assets and liabilities in the next financial year. Critical accounting estimates are subject to continuing evaluation and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable in light of known circumstances. No critical accounting judgements or key sources of estimation uncertainty have been identified.

#### 4 Revenue

|                       | 2022<br>£000 | 2021<br>£000 |
|-----------------------|--------------|--------------|
| Group royalty revenue | 29,967       | 29,693       |

Revenue for both years originated in the United Kingdom.

#### 5 Operating profit

Operating profit is stated after charging:

|                                   | 2022<br>£000 | 2021<br>£000 |
|-----------------------------------|--------------|--------------|
| Amortisation of intangible assets | (11,579)     | (11,579)     |

The fee payable to the parent Company's auditors in respect of the audit of the Company's financial statements was £10,166 (2021: £4,100) and was borne by Babcock International Limited.

There were no staff employed by the Company during the current or prior year. All Directors emoluments are paid by Babcock International Limited and amounts for services to the Company are immaterial.

#### 6 Finance income and finance costs

|                        | 2022<br>£000 | 2021<br>£000 |
|------------------------|--------------|--------------|
| <b>Finance income:</b> |              |              |
| Bank interest          | -            | 3            |
| <b>Finance costs:</b>  |              |              |
| Bank interest          | (75)         | (15)         |

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**Babcock IP Management (Number Two) Limited****Notes to the financial statements (continued)****7 Income tax expense**

|                                            | <b>2022</b> | <b>2021</b> |
|--------------------------------------------|-------------|-------------|
|                                            | <b>£000</b> | <b>£000</b> |
| <b>Current tax:</b>                        |             |             |
| UK Corporation tax on profits for the year | -           | -           |
| <b>Tax on profit</b>                       | -           | -           |

Tax expense for the year is lower (2021: lower) than the standard rate of corporation tax in the UK for the year ended 31 March 2022 of 19% (2021: 19%). The differences are explained below:

|                                                                                            | <b>2022</b>    | <b>2021</b>    |
|--------------------------------------------------------------------------------------------|----------------|----------------|
|                                                                                            | <b>£000</b>    | <b>£000</b>    |
| <b>Profit before taxation</b>                                                              | <b>18,313</b>  | <b>18,075</b>  |
| Profit before income tax multiplied by standard UK corporation tax rate of 19% (2021: 19%) | <b>3,479</b>   | <b>3,434</b>   |
| Effects of:                                                                                |                |                |
| Expenses not deductible for tax purposes                                                   | <b>2,200</b>   | <b>2,200</b>   |
| Group relief for nil consideration                                                         | <b>(5,679)</b> | <b>(5,634)</b> |
| <b>Total tax charge for the financial year</b>                                             | <b>-</b>       | <b>-</b>       |

On 24 May 2022, the Finance Act 2022 was substantively enacted, increasing the main rate of UK corporation tax from 19% to 25% with effect from 1 April 2023.

**8 Intangible assets**

|                                                |                |                |
|------------------------------------------------|----------------|----------------|
| <b>Intellectual property</b>                   | <b>2022</b>    | <b>2021</b>    |
|                                                | <b>£000</b>    | <b>£000</b>    |
| <b>Cost</b>                                    |                |                |
| At 1 April and 31 March                        | <b>115,790</b> | <b>115,790</b> |
| <b>Accumulated amortisation and impairment</b> |                |                |
| At 1 April                                     | <b>66,579</b>  | <b>55,000</b>  |
| Amortisation                                   | <b>11,579</b>  | <b>11,579</b>  |
| <b>At 31 March</b>                             | <b>78,158</b>  | <b>66,579</b>  |
| <b>Net book value at 31 March</b>              | <b>37,632</b>  | <b>49,211</b>  |

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**Babcock IP Management (Number Two) Limited****Notes to the financial statements (continued)****9 Trade and other receivables**

|                                     | 2022<br>£000  | 2021<br>£000<br>*Restated |
|-------------------------------------|---------------|---------------------------|
| <b>Non-current</b>                  |               |                           |
| Amounts due from group undertakings | 176,194       | 152,392                   |
| <b>Current</b>                      |               |                           |
| VAT receivable                      | 237           | 236                       |
| Group royalty revenue receivable    | 29,665        | 29,693                    |
| Amounts due from group undertakings | 12,000        | -                         |
|                                     | <u>41,902</u> | <u>29,929</u>             |

\* In the year ended 31 March 2022, the Company restated the prior year financial information. Details of the restatement are contained in note 14. Corporation tax receivable was reclassified to Amounts due from group undertakings as the tax was received by Babcock Support Services Limited on behalf of the Company.

Amounts due from group undertakings are unsecured, interest free and repayable on demand.

**10 Trade and other payables**

|                                   | 2022<br>£000  | 2021<br>£000  |
|-----------------------------------|---------------|---------------|
| Amounts due to group undertakings | <u>56,254</u> | <u>56,414</u> |

Amounts due to group undertakings are unsecured, interest free and repayable on demand.

**11 Called up share capital**

|                                                     | 2022<br>£000 | 2021<br>£000 |
|-----------------------------------------------------|--------------|--------------|
| <b>Allotted and fully paid</b>                      |              |              |
| 10,001 (2021: 10,001) ordinary shares of £0.01 each | <u>-</u>     | <u>-</u>     |

**12 Dividends**

Dividends declared and paid during the financial year were £nil (2021: £nil). No further dividends were paid.

**13 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.

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## Babcock IP Management (Number Two) Limited

### Notes to the financial statements *(continued)*

#### 14 Restatement

In the year ended 31 March 2022, the Company restated the prior year financial information. The restatements are summarised below:

#### Impact on the statement of financial position for the year ending 31 March 2021

##### 31 March 2021 – Statement of financial position (extract)

|                             | Previously<br>Published<br>2021<br>£000 | Group<br>Receivables<br>Reclassification<br>£000 | Restated<br>2021<br>£000 |
|-----------------------------|-----------------------------------------|--------------------------------------------------|--------------------------|
| <b>Non-current assets</b>   |                                         |                                                  |                          |
| Trade and other receivables | -                                       | 152,392                                          | <b>152,392</b>           |
| <b>Current assets</b>       |                                         |                                                  |                          |
| Trade and other receivables | 182,321                                 | (152,392)                                        | <b>29,929</b>            |

\*The table above includes only those financial statement line items which have been restated. The total non-current assets, current assets, may not therefore represent the sum of the line items presented above.

#### Group Receivables Reclassification

In the prior year, amounts due by group undertakings were presented as falling due within one year and classified within current assets. Based on the underlying terms of the agreement and considering the fact that these assets are not expected to be settled within the next 12 months the classification has been reassessed, and the amounts due by group undertakings presented within non-current assets. The statement of financial position and applicable note in the comparative period have been restated accordingly.

#### 15 Immediate and ultimate parent undertakings

The Company's immediate parent company is Babcock Integration LLP, a limited liability partnership registered in England and Wales. The Company's ultimate parent undertaking and 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