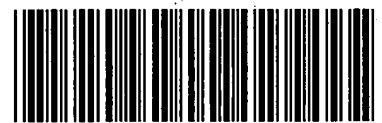


Tyneham Investments Limited
Annual report and Financial Statements
For the year ended 31 March 2016

Company registration number:

01064494

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The directors present their Directors' report and the audited financial statements of the Company for the financial year ended 31 March 2016.

Principal activities

The company has been dormant throughout the year.

Results and dividends

The result for the year is £nil (2015: £nil). The directors do not propose a dividend (2015: none).

Directors of the company

The directors who held office during the period and up to the date of signing the financial statements were as follows:

F Martinelli
I Urquhart

By order of the Board on 6 December 2016:

A handwritten signature in black ink, consisting of a stylized 'I' followed by a long, sweeping horizontal stroke that ends in a small upward hook.

I Urquhart
Director

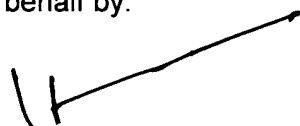
Tyneham Investments Limited
Balance Sheet
as at 31 March 2016

	Notes	2016 £	2015 £
Fixed asset investments	4	-	-
Current assets			
Debtors: amounts owed by group undertakings	5	560,000	560,000
Cash at bank and in hand		28	28
		<u>560,028</u>	<u>560,028</u>
Creditors: amounts falling due within one year	6	<u>(160,048)</u>	<u>(160,048)</u>
Net Assets		<u><u>399,980</u></u>	<u><u>399,980</u></u>
Capital and reserves			
Called up share capital	7	136	136
Profit and loss account	8	<u>399,844</u>	<u>399,844</u>
Total shareholder's funds		<u><u>399,980</u></u>	<u><u>399,980</u></u>

Directors' statement

- a. For the year ending 31 March 2016 the company was entitled to exemption from audit under Section 480 of the Companies Act 2006 relating to small companies.
- b. The Directors have not required the company to obtain an audit of its accounts for the year in question in accordance with Section 476.
- c.
 - i. The directors acknowledge their responsibilities for complying with requirements of the Act with respect to accounting records and preparation of accounts.
 - ii. The accounts give a true and fair view of the state of affairs of the company as at the end of the financial year in accordance with Section 393.
- d. These accounts have been prepared in accordance with the provision applicable to companies subject to the small companies regime.

The financial statements on pages 3-5 were approved by the board of directors and signed on its behalf by:



I Urquhart
 Director

6 December 2016

1. Accounting policies

The principal accounting policies are summarised below. They have all been applied consistently throughout the year.

Basis of preparation

These financial statements have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland" ("FRS 102") and the Companies Act 2006. On transition to preparing these accounts under Financial Reporting Standard 102 (FRS 102) the company has elected to retain its accounting policies for reported assets, liabilities and equity.

2. Profit on ordinary activities before taxation

Auditors' remuneration in respect of audit services is borne by Babcock International Group PLC in the current and prior years.

3. Staff costs and directors' remuneration

There were no staff employed by the company during the current or prior year and none (2015: none) of the directors received remuneration in respect of their services to the company.

4. Fixed asset investments

	£
Cost	
At 1 April 2015 and at 31 March 2016	8
Provision for Impairment	
At 1 April 2015 and at 31 March 2016	8
Net Book Value	
At 31 March 2016	-
At 31 March 2015	-

The Company has an investment in Birchill Investment Company Limited, which is registered in England and Wales.

5. Debtors

	2016 £	2015 £
Amounts owed by subsidiary undertakings	<u>560,000</u>	560,000

All amounts owed by subsidiary undertakings are non-interest bearing, and are repayable on demand.

6. Creditors – amounts falling due within one year

	2016	2015
	£	£
Amounts owed to subsidiary undertakings	<u>160,048</u>	<u>160,048</u>

All amounts owed to subsidiary undertakings are non-interest bearing and are repayable within one year.

7. Called up share capital

	2016	2015
	£	£
Authorised		
200 (2015: 200) ordinary shares of £1 each	<u>200</u>	<u>200</u>
Allotted, called up and fully paid		
136 (2015: 136) ordinary shares of £1 each	<u>136</u>	<u>136</u>

8. Reconciliation of movement in Shareholders' funds

	2016	2015
	£	£
Opening Shareholders' funds	399,980	399,980
Profit for the year	-	-
Dividends paid	-	-
Closing Shareholders' funds	<u>399,980</u>	<u>399,980</u>

9. Related party disclosures

The Company, as a wholly owned subsidiary, has taken advantage of the exemption, granted under Financial Reporting Standard 8, Related Party Disclosures, from disclosing details of sales and purchases with other members of the group headed up by Babcock International Group PLC.

10. Related undertakings

The Company's directly owned subsidiary undertakings, all of which are wholly-owned unless otherwise stated are listed in note 5, all related undertakings are as follows:

Company Name	Country	Interest	Ultimate %	Direct %
Birchill Investment Co. Limited	United Kingdom	8 Ordinary shares	80.0000%	80.0000%
Babcock International Limited	United Kingdom	100,000,000 Ordinary shares, 5,000,000 Preference shares	100.0000%	80.0000%
Babcock Contractors Limited	United Kingdom	7,000,000 Ordinary shares	100.0000%	80.0000%
Babcock Nominees Limited	United Kingdom	700,000 Ordinary shares	100.0000%	80.0000%
Babcock Overseas Investments Limited	United Kingdom	1 Ordinary shares	0.0000%	0.0000%
Babcock Australia Holdings Pty Ltd	Australia	150,500,100 Ordinary shares	100.0000%	0.0000%
Babcock (NZ) Limited	New Zealand	2,000,000 Ordinary shares	100.0000%	0.0000%
Marine Industrial Design Limited	New Zealand	100 Ordinary shares	100.0000%	0.0000%
Babcock Defence & Security Pty Ltd	Australia	1 Ordinary shares	100.0000%	0.0000%
Babcock SSD (Australia) Pty Ltd	Australia	50 Ordinary shares	100.0000%	0.0000%
Bond Helicopters Australia Pty Limited	Australia	28,973,025 Ordinary shares	100.0000%	0.0000%
INAER Helicopter Australia Pty Ltd	Australia	100,824,631 Ordinary shares	100.0000%	0.0000%
AUH-Bidco Pty Limited	Australia	335,250 Ordinary shares	100.0000%	0.0000%
Australian Helicopters Pty Ltd	Australia	200,228 Ordinary shares	100.0000%	0.0000%
Babcock International Middle East Limited	United Kingdom	100 Ordinary shares	100.0000%	0.0000%
Babcock Oman LLC	Oman	990,000 Ordinary shares	99.0000%	0.0000%
Babcock Southern Holdings Limited	United Kingdom	1,438,710,403,785 Ordinary shares	100.0000%	0.0000%
AirTanker 1 Limited	United Kingdom	8 Ordinary shares	13.3333%	0.0000%
AirTanker Holdings Limited	United Kingdom	12,000 Ordinary shares	13.3333%	0.0000%
AirTanker Finance Limited	United Kingdom	50,000 Ordinary shares	100.0000%	0.0000%
AirTanker Limited	United Kingdom	45,629,001 Ordinary shares	100.0000%	0.0000%
AirTanker Services Limited	United Kingdom	22,378 Ordinary shares	22.3333%	0.0000%
Babcock Education & Training Holdings LLP	United Kingdom	Holding Company > Subsidiary Company	7.0000%	0.0000%
Babcock Education Holdings Limited	United Kingdom	Holding Company > Subsidiary Company	100.0000%	0.0000%
Babcock 4S Limited	United Kingdom	801 Ordinary-A shares	80.1000%	0.0000%
Babcock Learning and Development Partnership LLP	United Kingdom	Holding Company > Subsidiary Company	80.1000%	0.0000%
Babcock Careers Guidance Limited	United Kingdom	1,050 Ordinary shares	100.0000%	0.0000%
Babcock Careers Guidance (North) Limited	United Kingdom	166,000 Ordinary shares	100.0000%	0.0000%
Careers Yorkshire and the Humber Limited	United Kingdom	Guarantor > Guarantee	20.0000%	0.0000%
Guidance Services Limited	United Kingdom	2 Ordinary shares	100.0000%	0.0000%
Babcock Careers Guidance (South) Limited	United Kingdom	51 Ordinary-A shares, 49 Ordinary-B shares	100.0000%	0.0000%
Capital Careers Limited	United Kingdom	8,825 Ordinary shares	88.2500%	0.0000%
Babcock Skills Development and Training Limited	United Kingdom	111 Ordinary shares	100.0000%	0.0000%
HCTC Limited	United Kingdom	17,621,361 Ordinary shares	100.0000%	0.0000%
KML (UK) Limited	United Kingdom	10,526 Ordinary shares	95.6909%	0.0000%
Touchstone Learning & Skills Limited	United Kingdom	2 Ordinary shares	100.0000%	0.0000%
National Training Institute LLC	Oman	350,000 Ordinary shares	70.0000%	0.0000%

10. Related undertakings (continued)

Company Name	Country	Interest	Ultimate %	Direct %
Skills2Learn Ltd	United Kingdom	100 Ordinary shares	100.0000%	0.0000%
Babcock Environmental Services Limited	United Kingdom	1 Ordinary shares	100.0000%	0.0000%
Babcock Group International Limited	United Kingdom	2 Ordinary shares	100.0000%	0.0000%
Naiad Marine B.V	Netherlands	136,200 Ordinary shares	100.0000%	0.0000%
Saudi Vosper Thornycroft Company Limited	Saudi Arabia	980 Ordinary shares	49.0000%	0.0000%
Babcock Project Investments Limited	United Kingdom	5,000,000 Ordinary shares	100.0000%	0.0000%
Babcock Emergency Services Limited	United Kingdom	2 Ordinary shares	100.0000%	0.0000%
Babcock Fire Training (Avonmouth) Limited	United Kingdom	1 Ordinary shares	100.0000%	0.0000%
Babcock Support Services (Canada) Inc.	Canada	1 Common shares	100.0000%	0.0000%
Cura Classis Canada (Hold Co) Inc.	Canada	631,200 Common shares	48.0000%	0.0000%
Cura Classis (Canada) Inc.	Canada	1,315,000 Common shares	100.0000%	0.0000%
Cura Classis UK (Hold Co) Limited	United Kingdom	178,560 Ordinary shares	48.0000%	0.0000%
Cura Classis (UK) Limited	United Kingdom	372,000 Ordinary shares	100.0000%	0.0000%
Learning21 Limited	United Kingdom	1 Ordinary shares	100.0000%	0.0000%
Babcock2 Limited	United Kingdom	6,000,145 Ordinary shares	100.0000%	0.0000%
Armstrong Technology Associates Limited	United Kingdom	50,000 Ordinary shares	100.0000%	0.0000%
Babcock Defence Systems Limited	United Kingdom	10,000 Ordinary shares	100.0000%	0.0000%
Chepstow Insurance Limited	Guernsey	600,000 Ordinary shares	100.0000%	0.0002%
Vosper Thornycroft (UK) Limited	United Kingdom	23,391,575 Ordinary 20p shares	100.0000%	0.0000%
Babcock Brisco Limited	United Kingdom	2 Ordinary shares	100.0000%	0.0000%
Babcock Corporate Services Limited	United Kingdom	181,369,248 Ordinary shares	100.0000%	0.0000%
Babcock Finance Limited	United Kingdom	1 Ordinary shares	0.0100%	0.0000%
Babcock Critical Assets Holdings LLP	United Kingdom	Holding Company > Subsidiary Company	100.0000%	0.0000%
Babcock Airports Limited	United Kingdom	Holding Company > Subsidiary Company	100.0000%	0.0000%
Babcock B.V.	Netherlands	18,000 Ordinary shares	100.0000%	0.0000%
Babcock Critical Services Limited	United Kingdom	Holding Company > Subsidiary Company	100.0000%	0.0000%
Chart Services Limited	United Kingdom	6,345,292 Ordinary shares	100.0000%	0.0000%
Chart Storage & Transportation Limited	United Kingdom	1,108,960 Ordinary shares	100.0000%	0.0000%
Babcock Investments (Number Eight) Limited	United Kingdom	1 Ordinary shares	0.0000%	0.0000%
Chart Distribution Services Limited	United Kingdom	2,000 Ordinary shares	100.0000%	0.0000%
S.MacNeillie & Son Limited	United Kingdom	92 Ordinary-A shares, 108 Ordinary-B shares, 40 Ordinary-C shares, 4 Ordinary-D shares, 1 Ordinary-E shares, 1 Ordinary-F shares	100.0000%	0.0000%
Transfleet Distribution Limited	United Kingdom	20,000 Ordinary shares	100.0000%	0.0000%
Municipal Vehicle Hire Limited	United Kingdom	100 Ordinary shares	100.0000%	0.0000%
Transfleet Truck Rentals Limited	United Kingdom	2 Ordinary shares	100.0000%	0.0000%
Babcock Defence & Security Holdings LLP	United Kingdom	Holding Company > Subsidiary Company	100.0000%	0.0000%
Airwork Limited	United Kingdom	Holding Company > Subsidiary Company	100.0000%	0.0000%
Airwork Advanced Group Company LLC	UAE	98,000 Ordinary shares	49.0000%	0.0000%

10. Related undertakings (continued)

Company Name	Country	Interest	Ultimate %	Direct %
Airwork Technical Services & Partners LLC	Oman	127,500 Ordinary shares	51.0000%	0.0000%
Babcock Aerospace Limited	United Kingdom	Holding Company > Subsidiary Company	100.0000%	0.0000%
Babcock Defence and Security Investments Limited	United Kingdom	Holding Company > Subsidiary Company	100.0000%	0.0000%
ALC (Superholdco) Limited	United Kingdom	5,000 Ordinary shares	50.0000%	0.0000%
ALC (FMC) Limited	United Kingdom	1 Ordinary shares	100.0000%	0.0000%
ALC (Holdco) Limited	United Kingdom	10,000 Ordinary shares	100.0000%	0.0000%
ALC (SPC) Limited	United Kingdom	10,000 Ordinary shares	100.0000%	0.0000%
Ascent Flight Training (Holdings) Limited	United Kingdom	799,000 Ordinary shares	50.0000%	0.0000%
Advanced Jet Training Holdings Limited	United Kingdom	68,000 Ordinary shares	100.0000%	0.0000%
Advanced Jet Training Limited	United Kingdom	68,000 Ordinary shares	100.0000%	0.0000%
Ascent Flight Training (Management) Limited	United Kingdom	1,500,000 Ordinary shares	100.0000%	0.0000%
Ascent Flight Training (Services) Limited	United Kingdom	30,000 Ordinary shares	100.0000%	0.0000%
Rear Crew Training Holdings Limited	United Kingdom	1,000 Ordinary shares	100.0000%	0.0000%
Rear Crew Training Limited	United Kingdom	1,000 Ordinary shares	100.0000%	0.0000%
Defence Integrated Supply Chain Solutions Limited	United Kingdom	2 Ordinary shares	50.0000%	0.0000%
Holdfast Training Services Limited	United Kingdom	740 Ordinary shares	74.0000%	0.0000%
Babcock Fire Services Limited	United Kingdom	Holding Company > Subsidiary Company	100.0000%	0.0000%
Babcock Flagship Limited	United Kingdom	Holding Company > Subsidiary Company	100.0000%	0.0000%
Fast Holdings Limited	United Kingdom	54 Ordinary-B shares	4.9908%	0.0000%
Fast Training Services Limited	United Kingdom	2 Ordinary shares	100.0000%	0.0000%
Flagship Fire Fighting Training Limited	United Kingdom	100 Ordinary shares	100.0000%	0.0000%
Babcock Land Limited	United Kingdom	Holding Company > Subsidiary Company	100.0000%	0.0000%
Babcock Land (Whitefleet Management) Limited	United Kingdom	1 Ordinary shares	100.0000%	0.0000%
Whitefleet Limited	United Kingdom	25,000 Ordinary-B shares	50.0000%	0.0000%
Babcock Support Services Limited	United Kingdom	Holding Company > Subsidiary Company	100.0000%	0.0000%
Active Management Limited	United Kingdom	100 Ordinary-A shares, 1 Ordinary-B shares	100.0000%	0.0000%
Air Power International Limited	United Kingdom	93,840 Ordinary shares	100.0000%	0.0000%
Babcock Dyncorp Limited	United Kingdom	560 Ordinary-A shares	56.0000%	0.0000%
Babcock HSPS Trustees Limited	United Kingdom	2 Ordinary shares	100.0000%	0.0000%
Babcock Money Purchase Trustees Limited	United Kingdom	12 Ordinary shares	100.0000%	0.0000%
Babcock Partners No 2010 Limited	United Kingdom	50,000 Ordinary shares	100.0000%	0.0000%
Babcock Support Services s.r.l.	Italy	10,000 Ordinary shares	100.0000%	0.0000%
Debut Services (Contracts) Limited	United Kingdom	1 Ordinary shares	9.0909%	0.0000%
Debut Services (South West) Limited	United Kingdom	500 Ordinary shares	50.0000%	0.0000%
Debut Services Limited	United Kingdom	150 Ordinary shares	15.0000%	0.0000%
Devonport Management Limited	United Kingdom	2 Ordinary shares	100.0000%	0.0000%

10. Related undertakings (continued)

Company Name	Country	Interest	Ultimate %	Direct %
Hiberna FM Limited	United Kingdom	2 Ordinary shares	100.0000%	0.0000%
Mouchel Babcock Education Investments Limited	United Kingdom	1 Ordinary shares	50.0000%	0.0000%
Hackney Schools for the Future Limited	United Kingdom	40,000 Ordinary shares	80.0000%	0.0000%
Mouchel Babcock Education Services Limited	United Kingdom	1 Ordinary shares	50.0000%	0.0000%
Peterhouse GmbH	Germany	25,600 Ordinary shares	100.0000%	0.0000%
Babcock Support Services GmbH	Germany	25,000 Ordinary shares	100.0000%	0.0000%
Babcock Engine Controls Limited	United Kingdom	7,000,000 Ordinary shares	100.0000%	0.0000%
Babcock Engineering Limited	United Kingdom	2,500,000 Ordinary shares	100.0000%	0.0000%
Babcock Fire Services (SW) Limited	United Kingdom	50,000 Ordinary shares	100.0000%	0.0000%
Babcock Infrastructure Holdings LLP	United Kingdom	Holding Company > Subsidiary Company	100.0000%	0.0000%
Babcock Civil Infrastructure Limited	United Kingdom	Holding Company > Subsidiary Company	100.0000%	0.0000%
Babcock International Support Services Limited	United Kingdom	26,250,000 Ordinary shares	100.0000%	0.0000%
Babcock Careers Management Limited	United Kingdom	43,100 A Ordinary shares, 43,100 B Ordinary shares, 16,300 C Ordinary shares	100.0000%	0.0000%
Babcock Career Progressions Limited	United Kingdom	1,200 Ordinary shares	100.0000%	0.0000%
Babcock Lifeskills Limited	United Kingdom	10,000 Ordinary shares	100.0000%	0.0000%
Surrey Careers Services Limited	United Kingdom	18,613 Ordinary shares	75.0857%	0.0000%
Sussex Advice and Skills Limited	United Kingdom	Guarantor > Guarantee	50.0000%	0.0000%
Babcock Education and Skills Limited	United Kingdom	2 Ordinary shares	100.0000%	0.0000%
Babcock Training Limited	United Kingdom	1 Ordinary shares	100.0000%	0.0000%
Babcock Project Services Limited	United Kingdom	25,000 Ordinary-A shares, 25,000 Ordinary-B shares	100.0000%	0.0000%
Babcock Southern Careers Limited	United Kingdom	15,020 Ordinary-A shares, 3,980 Ordinary-B shares, 1,000 Ordinary-C shares	100.0000%	0.0000%
Babcock Technical Services Limited	United Kingdom	2 Ordinary shares	100.0000%	0.0000%
Babcock West Sussex Careers Limited	United Kingdom	80,100 Ordinary-A shares	80.1000%	0.0000%
Vosper ManTech Limited	United Kingdom	30,000 Ordinary-A shares, 20,000 Ordinary-B shares	100.0000%	0.0000%
Westminster Education Consultants Limited	United Kingdom	10,000 Ordinary shares	100.0000%	0.0000%
Babcock Investments (Fire Services) Limited	United Kingdom	1 Ordinary shares	100.0000%	0.0000%
Babcock Leaseco Limited	United Kingdom	1 Ordinary shares	100.0000%	0.0000%
Babcock Malta Limited	Jersey	141 Ordinary shares	100.0000%	0.0000%
Babcock Marine Products Limited	United Kingdom	5,500,000 Ordinary shares	100.0000%	0.0000%
Form Land Support Limited	United Kingdom	191,287 Ordinary shares	100.0000%	0.0000%
Babcock Partner No 6 Limited	United Kingdom	45,309,880 Ordinary shares	100.0000%	0.0000%
Babcock Partner No 7 Limited	United Kingdom	500,000 Ordinary shares	100.0000%	0.0000%
Babcock Porchester Limited	United Kingdom	1 Ordinary shares	100.0000%	0.0000%
Babcock Trustees Limited	United Kingdom	2 Ordinary shares	100.0000%	0.0000%
Vosper Thornycroft (Malaysia) Sdn Bhd	Malaysia	9 Ordinary shares	100.0000%	0.0000%
VT Insurance Services Limited	Guernsey	20,999,999 Ordinary shares	100.0000%	0.0000%
Babcock US Investments Limited	United Kingdom	2,610 Ordinary shares	100.0000%	0.0000%

10. Related undertakings (continued)

Company Name	Country	Interest	Ultimate %	Direct %
Babcock US Investments Inc.	United States	100 Ordinary-A shares, 100 Ordinary-B shares	100.0000%	0.0000%
Babcock US Investments (Number Two) LLC	United States	100 Ordinary-A shares, 100 Ordinary-B shares	100.0000%	0.0000%
Babcock Group (US Investments) Limited	United Kingdom	2,000 Ordinary shares	100.0000%	0.0000%
Babcock International US Inc	United States	1,000 Ordinary shares	100.0000%	0.0000%
Vosper Thornycroft Controls Inc	United States	1,000 Ordinary shares	100.0000%	0.0000%
VT Maritime Dynamics, Inc	United States	325,500 Ordinary shares	100.0000%	0.0000%
Babcock Holdings (USA) Incorporated	United States	5,292 Redeemable Preference shares, 3,712 Common shares	100.0000%	0.0000%
Babcock Support Services (USA) LLC	United States	1 Ordinary shares	100.0000%	0.0000%
Context Information Security LLC	United States	50 Ordinary-A shares, 50 Ordinary-B shares	100.0000%	0.0000%
Cura Classis (US) Hold Co LLC	United States	1 Ordinary shares	100.0000%	0.0000%
Cura Classis (US) LLC	United States	1 Ordinary shares	100.0000%	0.0000%
Gibraltar Investments (No. 7) Limited	United Kingdom	1,000 Ordinary shares, 1,000,000 Ordinary-B shares	100.0000%	0.0000%
Babcock International Guarantee Company	United Kingdom	100,000 Ordinary shares	100.0000%	0.0000%
Tyneham Investments Limited	United Kingdom	36 Ordinary shares	26.4706%	100.0000%
PHG Insurance Limited	Guernsey	99,999 Ordinary shares	99.9990%	0.0000%
Babcock UK Finance	United Kingdom	10 Ordinary shares	0.0025%	0.0020%
Babcock Woodall-Duckham (Overseas) Limited	United Kingdom	108,485 'B' Ordinary shares, 51,515 Ordinary shares, 180,000 6% Cumulative Preference shares	99.9990%	79.9992%
Babcock-Moxey Limited	United Kingdom	20,447 Ordinary shares	100.0000%	80.0000%
BMH (2002) Limited	United Kingdom	129,572 Ordinary shares	100.0000%	80.0000%
Hiberna Contract Services Limited	United Kingdom	8,614,327 Ordinary shares	100.0000%	80.0000%
Hiberna Limited	United Kingdom	100 Ordinary shares	100.0000%	80.0000%
St Helen's Securities Limited	United Kingdom	11,361,934 Ordinary shares	100.0000%	80.0000%
The Stirling Boiler Company Limited	United Kingdom	15,000 Ordinary shares	100.0000%	80.0000%

11. Parent undertakings

The Company's immediate parent company is Babcock Support Services (Investments) Limited, a company registered in England and Wales. 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