

# SH19

## Statement of capital

ashurst



A fee is payable with this form  
Please see 'How to pay' on the last page

**What this form is for**  
You may use this form as a statement of capital for a private limited company reducing its capital supported by a solvency statement, or for a private or public limited company reducing its capital supported by a court order

**What this form is NOT for**  
You cannot use this form to complete a statement of capital for a company re-registering from unlimited to limited

THURSDAY



\*L43J71KZ\*

LD1 19/03/2015

#65

COMPANIES HOUSE

### 1 Company details

Company number 02955502

Company name in full BABCOCK HOLDINGS LIMITED

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

All fields are mandatory unless specified or indicated by \*

### Statement of capital

Section 2 (also Section 3 and Section 4 if appropriate) should reflect the company's share capital as reduced by the resolution

### 2 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show any class of shares held in pound sterling  
If all your issued capital is in sterling, only complete Section 2 and then go to Section 5

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
ORDINARY	£54.52	£0.00	34574605	£ 34,574,605.00
				£
				£
				£
Totals			34574605	£ 34,574,605.00

### 3 Statement of capital (Share capital in other currencies)

Please complete the table below to show any class of shares held in other currencies  
Please complete a separate table for each currency

Currency USD

Class of shares (E.g. Ordinary / Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
PREFERENCE A	1.00	0.00	150000000	150,000,000.00
PREFERENCE B	1.00	0.00	500000000	500,000,000.00
Totals			650000000	650,000,000.00

① Including both the nominal value and any share premium

③ Number of shares issued multiplied by nominal value of each share

② Total number of issued shares in this class

#### Continuation pages

Please use a Statement of Capital continuation page if necessary

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## Statement of capital

Currency	EUR			
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
PREFERENCE C	1375162.15	0.00	100	100.00
<b>Totals</b>			100	100.00

- ① Including both the nominal value and any share premium  
② Total number of issued shares in this class

- ③ Number of shares issued multiplied by nominal value of each share

**Continuation pages**  
Please use a Statement of Capital continuation page if necessary

### 4 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares 684574705

Total aggregate ④ nominal value £34,574,605 + US\$650,000,000 + EUR100

- ④ Total aggregate nominal value  
Please list total aggregate values in different currencies separately  
For example: £100 + €100 + \$10 etc

### 5 Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Section 2** and **Section 3**

Class of share ORDINARY

Prescribed particulars ⑤ The shares have attached to them full voting, dividend and capital distribution (including on winding up) rights, they do not confer any rights of redemption

- ⑤ Prescribed particulars of rights attached to shares  
The particulars are  
a. particulars of any voting rights, including rights that arise only in certain circumstances  
b. particulars of any rights, as respects dividends, to participate in a distribution,  
c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up) and  
d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Please use a Statement of capital continuation page if necessary

Class of share PREFERENCE A

Prescribed particulars ⑤ Please see continuation page

# SH19 - Continuation page

## Statement of capital

5	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	PREFERENCE A	<p><b>1 Prescribed particulars of rights attached to shares</b></p> <p>The particulars are</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights including rights that arise only in certain circumstances</li> <li>b. particulars of any rights as respects dividends, to participate in a distribution,</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up) and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.</li> </ul> <p>A separate table must be used for each class of share</p>
Prescribed particulars <b>1</b>	<p><b>Voting</b> Non-voting unless (i) the dividend on the preference shares is six months in arrears, or (ii) the resolution being proposed relates to the winding up of the Company, the appointment of an administrator or the approval of a voluntary arrangement for a reduction in the capital of the Company or any resolution directly or adversely modifying or abrogating any of the special rights or privileges of the preference shares of the Company</p> <p><b>Dividends</b> Each holder is entitled to a fixed cumulative preferential dividend on the capital at a rate of 4.94% p.a. until 17 March 2018, payable half-yearly on 17 March and 17 September each year</p> <p><b>Distributions of Capital</b> Each holder is entitled to receive, pro rata to his holding, a proportion of the assets of the Company on a winding up, reduction of capital or any other return of capital to shareholders</p> <p><b>Redemption</b> Each holder is entitled to redeem his A Preference Shares on, or immediately prior to, any prepayment or repayment of all, or a proportion of, the 4.94% series A senior loan notes due 17 March 2018 issued and sold by Babcock International Group plc (the "<b>Series A Senior Notes</b>") in which case all, or the relevant proportion, of the A Preference Shares shall be redeemed. The entirety of the A Preference Shares then in issue shall be redeemed on 17 March 2018. On any redemption of the A Preference Shares the amount payable to the holders of the A Preference Shares shall be a sum equal to the amount payable to the holders of the Series A Senior Notes on or around that date pursuant to the terms of the Series A Senior Notes</p>	

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## Statement of capital

5	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	PREFERENCE B	
Prescribed particulars 1	<p><b>Voting</b> Non-voting unless (i) the dividend on the preference shares is six months in arrears, or (ii) the resolution being proposed relates to the winding up of the Company, the appointment of an administrator or the approval of a voluntary arrangement for a reduction in the capital of the Company or any resolution directly or adversely modifying or abrogating any of the special rights or privileges of the preference shares of the Company</p> <p><b>Dividends</b> Each holder is entitled to a fixed cumulative preferential dividend on the capital at a rate of 5.64% p.a. until 17 March 2021, payable half-yearly on 17 March and 17 September each year</p> <p><b>Distributions of Capital</b> Each holder is entitled to receive, pro rata to his holding, a proportion of the assets of the Company on a winding up, reduction of capital or any other return of capital to shareholders</p> <p><b>Redemption</b> Each holder is entitled to redeem his B Preference Shares on, or immediately prior to, any prepayment or repayment of all, or a proportion of, the 5.64% series B senior loan notes due 17 March 2021 issued and sold by Babcock International Group plc (the "<b>Series B Senior Notes</b>") in which case all, or the relevant proportion, of the B Preference Shares shall be redeemed. The entirety of the B Preference Shares then in issue shall be redeemed on 17 March 2021. On any redemption of the B Preference Shares the amount payable to the holders of the B Preference Shares shall be a sum equal to the amount payable to the holders of the Series B Senior Notes on or around that date pursuant to the terms of the Series B Senior Notes</p>	
		<p><b>1 Prescribed particulars of rights attached to shares</b></p> <p>The particulars are</p> <ol style="list-style-type: none"> <li>particulars of any voting rights including rights that arise only in certain circumstances,</li> <li>particulars of any rights as respects dividends, to participate in a distribution</li> <li>particulars of any rights as respects capital, to participate in a distribution (including on winding up), and</li> <li>whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares</li> </ol> <p>A separate table must be used for each class of share.</p>

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## Statement of capital


5	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	PREFERENCE C	
Prescribed particulars 1	<p><b>Voting</b> Non-voting unless (i) the dividend on the preference shares is six months in arrears, or (ii) the resolution being proposed relates to the winding up of the Company, the appointment of an administrator or the approval of a voluntary arrangement for a reduction in the capital of the Company or any resolution directly or adversely modifying or abrogating any of the special rights or privileges of the preference shares of the Company</p> <p><b>Dividends</b> Each holder is entitled to a cumulative preferential dividend on the capital at EURIBOR plus 4% p a until 27 March 2015 (the "<b>C Preferred Dividend</b>"), payable half-yearly on 17 March and 17 September each year</p> <p><b>Distributions of Capital</b> Each holder is entitled to receive, pro rata to his holding, a proportion of the assets of the Company on a winding up, reduction of capital or any other return of capital to shareholders</p> <p><b>Redemption</b> Each holder is entitled to redeem his C Preference Shares on, or immediately prior to, any prepayment or repayment of all, or a proportion of, the intra-group loan between the Company and Avinics Mission Critical Services Holdings, SLU dated 22 May 2014 (the "<b>Intra-group Loan Agreement</b>") in which case all, or the relevant proportion, of the C Preference Shares shall be redeemed. The C Preference Shares shall be redeemed immediately at the option of either the Company or the holder. The entirety of the C Preference Shares then in issue shall be redeemed on 27 March 2015. On any redemption of the C Preference Shares the amount payable to the holders of the C Preference Shares shall be a sum equal to all accrued and unpaid C Preferred Dividend plus the amount paid up for the C Preference Shares</p>	
		<p><b>1 Prescribed particulars of rights attached to shares</b></p> <p>The particulars are</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights including rights that arise only in certain circumstances</li> <li>b. particulars of any rights, as respects dividends to participate in a distribution</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up) and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares</li> </ul> <p>A separate table must be used for each class of share</p>

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## Statement of capital

Class of share	PREFERENCE B	<b>1 Prescribed particulars of rights attached to shares</b> The particulars are a. particulars of any voting rights including rights that arise only in certain circumstances b. particulars of any rights as respects dividends to participate in a distribution, c. particulars of any rights as respects capital to participate in a distribution (including on winding up), and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares  A separate table must be used for each class of share  Please use a Statement of capital continuation page if necessary
Prescribed particulars <b>1</b>	Please see continuation page	
Class of share	PREFERENCE C	<b>1 Prescribed particulars of rights attached to shares</b> The particulars are a. particulars of any voting rights including rights that arise only in certain circumstances b. particulars of any rights as respects dividends to participate in a distribution, c. particulars of any rights as respects capital to participate in a distribution (including on winding up), and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares  A separate table must be used for each class of share  Please use a Statement of capital continuation page if necessary
Prescribed particulars <b>1</b>	Please see continuation page	

**6****Signature**

I am signing this form on behalf of the company		<b>2 Societas Europaea</b> If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership  <b>3 Person authorised</b> Under either section 270 or 274 of the Companies Act 2006
Signature	Signature 	
This form may be signed by Director <b>2</b> , Secretary, Person authorised <b>3</b> , CIC manager		

SH19  
Statement of capital



**Presenter information**

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

Contact name **Francesca Witney**

Company name **Ashurst LLP**

Address **Broadwalk House**

**5 Appold Street**

Post town **London**

County/Region

Postcode **E C 2 A 2 H A**

Country **England**

DX **639 London City**

Telephone **+44 (0)20 7638 1111**



**Checklist**

**We may return forms completed incorrectly or with information missing**

**Please make sure you have remembered the following**

- ☐ The company name and number match the information held on the public Register
- ☐ You have completed the relevant sections of the statement of capital
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



**Important information**

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



**How to pay**

**A fee of £10 is payable to Companies House to reduce the share capital by Court Order or by Solvency Statement**

Make cheques or postal orders payable to 'Companies House'



**Where to send**

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

**For companies registered in England and Wales**  
The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ  
DX 33050 Cardiff

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

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



**Further information**

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)