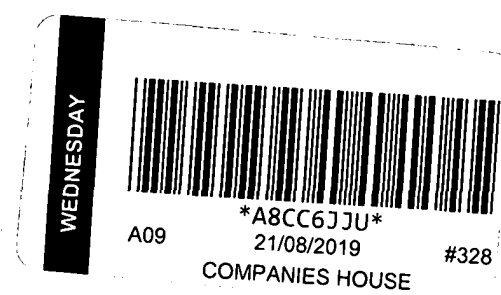


Registration number: 5357068

Boldon James Holdings Limited

Annual report and financial statements

for the year ended 31 March 2019



Boldon James Holdings Limited

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Year references (2019, 2018) refer to the Company's financial year ending 31 March

Boldon James Holdings Limited
Strategic report for the year ended 31 March 2019

The Directors present their strategic report for Boldon James Holdings Limited ('the Company') the year ended 31 March 2019.

Principal activity

The principal activity of the Company is to act as a holding company.

Business review

The profit before taxation was £nil (2018: £12,908,000) and net assets were £100 (2018: net assets of £257,000).

In the prior year ended 31 March 2018, as part of the restructuring of the Company's share capital, the Company issued 337,669 bonus shares of £1 each by way of capitalisation of the share premium account. These bonus shares and the existing share capital were subsequently cancelled to create positive retained earnings and to reduce the share capital to £100.

Key performance indicators ('KPI')

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

Approved by the Board on 12 August 2019 and signed on its behalf by:



Jon Messent
Company Secretary
Cody Technology Park
Ively Road
Farnborough
Hampshire
GU14 0LX

Boldon James Holdings Limited

Directors' report for the year ended 31 March 2019

The Directors present their report and the audited financial statements for the year ended 31 March 2019.

The Company is a private company limited by shares and is incorporated, registered and domiciled in United Kingdom, registered number 5357068. The address of the registered office is Cody Technology Park, Ively Road, Farnborough, Hampshire, GU14 0LX.

Directors' of the company

The directors, who held office during the year and up to the date of signing the financial statements were:

Martin Sugden

Martin Wood (resigned 31 May 2018)

John Haworth (appointed 31 May 2018)

James Willis

Future developments

The Company expects to continue operating with its principal activity as outlined in the Strategic Report for the foreseeable future.

Dividends

The Company paid dividends of £257,000 (2018: £8,537,000) to its parent undertaking, QinetiQ Holdings Limited. In the current year, the Company received dividends of £nil (2018: £12,895,000) from its subsidiary undertakings.

The directors have not recommended payment of final dividend in respect of the year ended 31 March 2019 (2018: £nil).

Research and development

The Company had no research and development activity in the year (2018: £nil).

Political and charitable contributions

The Company made no political or charitable contributions during the year (2018: £nil).

Employees

There were no persons employed by the Company (including Directors) during the year (2018: nil).

Financial risk management

The Company is exposed to limited financial risks, which include credit risk due to the nature of its operations. The Company is a subsidiary of QinetiQ Group plc and another Group company, QinetiQ Limited, has appropriate policies and procedures to allow it to manage credit risk and these are used to limit the financial exposures to the Company.

Credit risk

Credit risk arises in respect of amounts owed by fellow subsidiary undertakings. These are reviewed regularly and form part of the financing arrangements for the QinetiQ Group plc group.

The Directors will revisit the appropriateness of this approach to risk management should the Company's operations change in size or nature.

Boldon James Holdings Limited
Directors' report for the year ended 31 March 2019 (continued)

Independent Auditors

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and PricewaterhouseCoopers LLP will therefore continue in office.

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 elected to prepare 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 these financial statements, the Directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- 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; 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 also responsible for safeguarding the assets of the Company and hence taking reasonable steps for the prevention and detection of fraud and other irregularities.

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.

Directors' confirmations

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.

Approved by the Board on 12 August 2019 and signed on its behalf by:



Jon Messent
Company Secretary
Cody Technology Park
Ively Road
Farnborough
Hampshire
GU14 0LX

Independent auditors' report to the members of Boldon James Holdings Limited

Report on the audit of the financial statements

Opinion

In our opinion, Boldon James Holdings Limited's financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2019 and of its result 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 and financial statements (the 'Annual Report'), which comprise: the Balance sheet as at 31 March 2019; the Profit and loss account, 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

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.

We have nothing to report in respect of the above matters.

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. For example, the terms on which the United Kingdom may withdraw from the European Union are not clear, and it is difficult to evaluate all of the potential implications on the Company's trade, customers, suppliers and the wider economy.

Independent auditors' report to the members of Boldon James Holdings Limited (continued)

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.

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 2019 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.

Independent auditors' report to the members of Boldon James Holdings Limited (continued)

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 page 3, 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.

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.

**Independent auditors' report to the members of Boldon James Holdings Limited
(continued)**

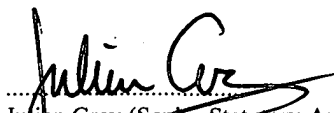
Other required reporting

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.


.....
Julian Gray (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP,
Chartered Accountant and Statutory Auditors
Southampton

Date: 13 August 2019

Boldon James Holdings Limited
Profit and loss account for the year ended 31 March

	Note	2019 £ 000	2018 £ 000
Operating expenses		-	-
Operating result	3	-	-
Income from shares in Group undertakings		-	12,895
Finance income		-	13
Profit before taxation		-	12,908
Tax on profit	4	-	-
Profit for the financial year and total comprehensive income		-	12,908

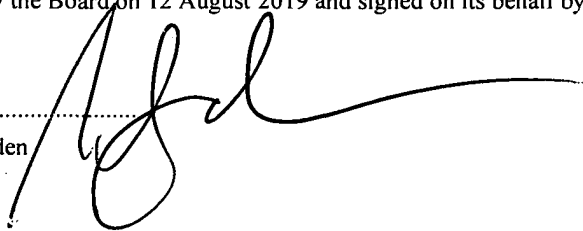
All amounts derive from continuing operations.

Boldon James Holdings Limited
Balance sheet as at 31 March

	Note	2019 £ 000	2018 £ 000
Fixed assets			
Investments	5	-	-
Current assets			
Debtors	6	-	257
Net assets		-	257
Capital and reserves			
Called up share capital	7	-	-
Retained earnings		-	257
Total shareholders' funds		-	257

The financial statements of Boldon James Holdings Limited (company number 5357068) on pages 8 to 14 were approved by the Board on 12 August 2019 and signed on its behalf by:

.....
Martin Sugden
Director



Boldon James Holdings Limited
Statement of changes in equity for the year ended 31 March

	Share capital £ 000	Share premium £ 000	Accumulated losses/ Retained earnings £ 000	Total £ 000
At 1 April 2017	11	338	(4,463)	(4,114)
Profit for the financial year and total comprehensive income	-	-	12,908	12,908
Dividends	-	-	(8,537)	(8,537)
Issue of bonus shares	338	(338)	-	-
Capital reduction	(349)	-	349	-
At 31 March 2018	-	-	257	257
	Share capital £ 000	Share premium £ 000	Retained earnings £ 000	Total £ 000
At 1 April 2018	-	-	257	257
Dividends	-	-	(257)	(257)
At 31 March 2019	-	-	-	-

The only transactions with owners in the period is the payment of the dividends to its parent undertaking, QinetiQ Holdings Limited.

Boldon James Holdings Limited

Notes to the financial statements

1 Basis of preparation and accounting policies

The following accounting policies have been applied consistently to all periods presented in dealing with items which are considered material in relation to the financial statements.

Basis of preparation

The financial statements have been prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' ('FRS 101'). The financial statements have been prepared on the historical cost basis and in accordance with the Companies Act 2006 as applicable to companies using FRS 101.

In these financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- a cash flow statement and related notes;
- disclosures in respect of transactions with wholly owned subsidiaries;
- disclosures in respect of capital management;
- the effects of new but not yet effective IFRSs; and
- disclosures in respect of the compensation of key management personnel.

As the consolidated financial statements of QinetiQ Group plc include the equivalent disclosures, the Company has also taken the exemptions under FRS101 available in respect of the following disclosures:

- the disclosures required by IFRS 7 and IFRS 13 regarding financial instrument disclosures have not been provided apart from those which are relevant for the financial instruments which are held at fair value and are not either held as part of trading portfolio or derivatives.

The Company has taken the exemption under s400 of the Companies Act 2006 from the requirement to prepare group financial statements on the grounds that the ultimate parent undertaking includes the Company in its own published consolidated financial statements. Accordingly, these financial statements present information about the Company as an individual undertaking and not as a group.

Going concern

After making enquiries, the Directors have reasonable expectations that the Company has adequate resources to continue in operational exercise for the foreseeable future. Accordingly, they will adopt the going concern basis in preparing the financial statements.

Investments

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

Taxation

The taxation charge is based on the taxable profit for the year and takes into account taxation deferred because of temporary differences between the treatment of certain items for taxation and accounting purposes. Current tax and deferred tax are charged or credited to the profit and loss account, except where they relate to items charged or credited to equity, in which case the relevant tax is charged or credited to equity. Any changes in the tax rates are recognised in the profit and loss account unless related to items directly recognised in equity.

Dividend income

Dividends received are shown on the face of the profit and loss account as income from shares in Group undertakings. Dividend income is recognised when the right to receive the payment is established.

Boldon James Holdings Limited
Notes to the financial statements (continued)

1 Basis of preparation and accounting policies (continued)

Dividend distribution

Dividend distribution to the company's shareholders is recognised as a liability in the company's financial statements in the period in which the dividends are approved by the Company's shareholders. Dividends paid are shown as a movement in reserves.

Trade and other receivables

Trade and other receivables are stated net of provisions for doubtful debts.

Financial instruments

Finance assets and financial liabilities are recognised on the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument. The de-recognition of a financial instrument takes place when the Company no longer controls the contractual rights that comprise the financial instrument, when the instrument expires, or when the instrument is sold, terminated or exercised.

Critical accounting estimates and judgements in applying accounting policies

Given the straightforward nature of the Company, the Directors are of the opinion that there are no critical accounting estimates and judgements in applying accounting policies applicable to the Company.

2 Directors and employees

None of the Directors received any emoluments from the Company for their services during the year (2018: £nil). All Directors' fees or emoluments were paid by another Group companies, Boldon James Limited and QinetiQ Limited and the amount attributable to the qualifying services by the Directors are incidental to their wider role in the group. The Company has no employees (2018: none).

3 Operating result

The Company incurred an audit charge of £2,000 (2018: £2,000), paid by another Group company, Boldon James Limited. The amount paid to the Company's auditors for non-audit fees during the year was £nil (2018: £nil).

4 Tax on profit

(a) Analysis of tax charge in the year

	2019 £ 000	2018 £ 000
Current taxation		
Current tax charge for the year	-	-
Total current tax	-	-

Boldon James Holdings Limited
Notes to the financial statements (continued)

4 Tax on profit (continued)

(b) Tax charge reconciliation

	2019 £ 000	2018 £ 000
Profit before taxation	-	12,908
Tax calculated at UK standard rate of corporate tax at 19% (2018: 19%)	-	2,453
Effects of:		
Group relief for nil consideration	-	(3)
Non-taxable dividend income	-	(2,450)
Total tax charge for the year	-	-

There is no tax charge for the year. In the prior year the effective tax rate was below the UK statutory rate of 19% primarily as a result of non-taxable dividend income.

(c) Factors affecting future tax charges

Changes to the UK corporation tax rates were substantively enacted as part of Finance Bill 2016 (on 6 September 2016). These include reductions to the main rate, to reduce the rate to 17% from 1 April 2020.

5 Investments

	2019 £ 000	2018 £ 000
Cost		
At the beginning of the financial year (1 April)	-	5,422
Transfers	-	(5,422)
At the end of the financial year (31 March)	-	-
Provision for impairment		
At the beginning of the financial year (1 April)	-	(2,547)
Transfers	-	2,547
At the end of the financial year (31 March)	-	-
Net book value	-	-

Boldon James Holdings Limited has investments in the following subsidiary undertakings.

Subsidiaries undertaking	Country of incorporation	Registered office¹
Leading Technology Limited*	England and Wales	Farnborough
BJ Trustee Limited*	England and Wales	Farnborough

¹ The Farnborough registered office address is Cody Technology Park, Ively Road, Farnborough, Hampshire, GU14 0LX.

* As at 31 March 2019 the Company owned 100% of the ordinary shares of the subsidiary undertakings.

Boldon James Holdings Limited
Notes to the financial statements (continued)

6 Debtors

	2019 £ 000	2018 £ 000
Amounts owed by fellow subsidiary undertakings	-	257
	<u>-</u>	<u>257</u>

7 Called up share capital

	2019 £	2018 £
1,000,000 ordinary shares of £0.0001 each (2018: 1,000,000 ordinary shares of £0.0001 each)	100	100
	<u>100</u>	<u>100</u>

8 Dividends

	2019 £ 000	2018 £ 000
Interim dividend of £0.257 (2018: £8.537) per ordinary share	257	8,537
	<u>257</u>	<u>8,537</u>

In the current year, the Directors approved payment of an interim dividend of £0.257 (2018: £8.537) per ordinary share totalling £257,000 (2018: £8,537,000).

9 Parent undertaking and controlling party

The ultimate parent undertaking and controlling party is QinetiQ Group plc, a company registered in England and Wales. The immediate parent undertaking is QinetiQ Holdings Limited, a company registered in England and Wales. The financial statements of Boldon James Holdings Limited are consolidated in the financial statements of QinetiQ Group plc, the only company in the Group which prepares consolidated financial statements. Copies of the consolidated financial statements of QinetiQ Group plc are available from the Company Secretary, QinetiQ Group plc, Cody Technology Park, Ively Road, Farnborough, Hampshire, GU14 0LX.