

RP04

Second filing of a document previously delivered



Companies House

✓ What this form is for

You can only use this form to file a second filing of a document delivered under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies.

A second filing of a document must only be filed where it is providing corrected information that has been properly delivered but inaccuracies still appear on the register.

✗ What this form is NOT for

You cannot use this form to file a second filing of a document delivered under the Companies Act 1985 or the Companies (Northern Ireland) Order 1986 regardless of when it was delivered.

A second filing cannot be filed if the information that is properly delivered is used in these circumstances.

For further information, please refer to our guidance at www.gov.uk/companieshouse



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COMPANIES HOUSE

1 Company details

Company number 2 9 5 5 5 0 2

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 *

2 Applicable documents

This form **only** applies to the following forms:

- AP01 Appointment of director
- AP02 Appointment of corporate director
- AP03 Appointment of secretary
- AP04 Appointment of corporate secretary
- CH01 Change of director's details
- CH02 Change of corporate director's details
- CH03 Change of secretary's details
- CH04 Change of corporate secretary's details
- TM01 Termination of appointment of director
- TM02 Termination of appointment of secretary
- SH01 Return of allotment of shares
- AR01 Annual Return
- CS01 Confirmation statement (Parts 1-4 only)
- PSC01 Notice of individual person with significant control (PSC)
- PSC02 Notice of relevant legal entity (RLE) with significant control
- PSC03 Notice of other registrable person (ORP) with significant control
- PSC04 Change of details of individual person with significant control (PSC)
- PSC05 Change of details of relevant legal entity (RLE) with significant control
- PSC06 Change of details of other registrable person (ORP) with significant control
- PSC07 Notice of ceasing to be a person with significant control (PSC), relevant legal entity (RLE), or other registrable person (ORP)
- PSC08 Notification of PSC statements
- PSC09 Update to PSC statements

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3 Description of the original document

Document type ①

Return of allotment of shares - SH01

① Description of the original document

Please enter the document type (e.g. a Return of allotment of shares—SH01) and any distinguishing information if more than one document of that type was filed on the same day.

Date of registration of the original document

^d 1 ^d 6

^m 0 ^m 1

^y 2 ^y 0 ^y 1 ^y 9

4 Section 243 or 790ZF Exemption ②

If you are applying for, or have been granted, exemption under section 243 or 790ZF of the Companies Act 2006 and the document(s) you are updating contain(s) your usual residential address, please post this form along with the updated document(s) to the address below:

The Registrar of Companies, PO BOX 4082, Cardiff, CF14 3WE.

② If you are currently in the process of applying for or have been granted a Section 243 or 790ZF exemption, you may wish to check that you have not entered your usual residential address as the service address in the accompanying form (e.g. AP01 or CH01).

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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	JANE DUNGATE
Company name	BABCOCK INTERNATIONAL
	GROUP PLC
Address	33 WIGMORE STREET
Post town	LONDON
County/Region	LONDON
Postcode	W 1 U 1 Q X
Country	UK
DX	
Telephone	020 8629 5079



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 can only use this form to file a second filing of a document delivered to the Registrar of Companies under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies.
- ☐ If you are updating a document where you have previously paid a fee, do not send a fee along with this form.
- ☐ You have enclosed the second filed document(s).
- ☐ If the company to which this document relates has signed up to the PROOF (PROtected Online Filing) scheme, you must also deliver with this form, and the second filed document(s), a PR03 form 'Consent for paper filing.'



Important information

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



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.

Section 243 or 790ZF exemption

If you are applying for or have been granted a section 243 or 790ZF exemption, please post this whole form to the different postal address below:

The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE.



Further information

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

SH01

Return of allotment of shares



Go online to file this information
www.gov.uk/companieshouse

✓ What this form is for
You may use this form to give
notice of shares allotted following
incorporation.

✗ What this form is NOT for
You cannot use this form to give
notice of shares taken by subscribers
on formation of the company or
for an allotment of a new class of
shares by an unlimited company.

For further information, please
refer to our guidance at
www.gov.uk/companieshouse

1 Company details

Company number

Company name in full

→ Filing in this form

Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

2 Allotment dates ¹

From Date

To Date

① Allotment date

If all shares were allotted on the
same day enter that date in the
'from date' box. If shares were
allotted over a period of time,
complete both 'from date' and 'to
date' boxes.

3 Shares allotted

Please give details of the shares allotted, including bonus shares.
(Please use a continuation page if necessary.)

② Currency

If currency details are not
completed we will assume currency
is in pound sterling.

Currency ²	Class of shares (E.g. Ordinary/Preference etc.)	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
GBP	Ordinary-B	900	0.10	1,188,522.71	0.00

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted.

Continuation page

Please use a continuation page if
necessary.

Details of non-cash
consideration.

If a PLC, please attach
valuation report (if
appropriate)

SH01

Return of allotment of shares

4

Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A				
GBP	Ordinary	34,574,605	£34,574,605.00	
GBP	Ordinary-B	900	£90.00	
Totals		34,575,505	£34,574,695.00	£0.00

Currency table B				
EUR	Preference C	100	€100.00	
Totals		100	€100.00	€0.00

Currency table C				
USD	Preference B	500,000,000	US\$500,000,000.00	
Totals		500,000,000	US\$500,000,000.00	US\$0.00

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❷
534,575,605	£34,574,695.00 + €100.00 + US\$500,000,000.00	£0.00 + €0.00 + US\$0.00

❶ Please list total aggregate values in different currencies separately.
For example: £100 + €100 + \$10 etc.

SH01

Return of allotment of shares

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 share capital tables in **Section 4**.

Class of share

Preference C

Prescribed particulars
❶

See attached schedule

Class of share

Ordinary

Prescribed particulars
❶

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.

Class of share

Ordinary-B

Prescribed particulars
❶

The shares have attached to them no voting rights; dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption.

❶ 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.

A separate table must be used for each class of share.

Continuation page


Please use a Statement of Capital continuation page if necessary.

6 Signature

I am signing this form on behalf of the company.

Signature

Signature

x  x
FOR AND ON BEHALF OF
BABCOCK CORPORATE SECRETARIES LIMITED

This form may be signed by:

Director ❷, Secretary, Person authorised ❸, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

❷ Societas Europaea

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.

❸ Person authorised

Under either section 270 or 274 of the Companies Act 2006.

SH01 - continuation page

Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Preference C	
Prescribed particulars	<p>Voting: 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. Dividends: Each holder is entitled to a fixed cumulative preferential dividend on the capital at EURIBOR plus 4% p.a. until 29 July 2019 (the "C Preferred Dividend"), payable half-yearly on 17 March and 17 September each year. Distributions of Capital: Each holder is entitled to receive, prorata 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. Redemption: The C Preference Shares shall be redeemed immediately at the option of either the Company or the holder of the C Preference Shares. The entirety of the C Preference Shares then in issue shall be redeemed on 29 July 2019. 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>	

SH01 - continuation page

Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Preference B	
Prescribed particulars	<p>Voting: 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. Dividends: 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. Distributions of Capital: Each holder is entitled to receive, prorata 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. Redemption: 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 "Series B Senior Notes") 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>	

SH01

Return of allotment of shares

**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	Jane Dungate
Company name	Babcock International
	Group PLC
Address	33 Wigmore Street
Post town	London
County/Region	
Postcode	W 1 U 1 Q X
Country	United Kingdom
DX	
Telephone	020 8629 5079

**Checklist**

We may return the 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 shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in section 3.
- ☐ You have completed the relevant sections of the statement of capital.
- ☐ You have signed the form.

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or LP - 4 Edinburgh 2 (Legal Post).

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DX 481 N.R. Belfast 1.

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