

SH01

Return of allotment of shares

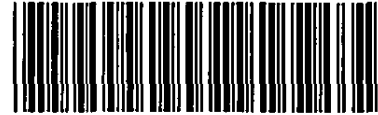


You can use the WebFiling service to file this form online
Please go to www.companieshouse.gov.uk

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 on
formation of the company
for an allotment of a new
share by an unlimited

WEDNESDAY



A13 *A9LL7LAR* 299
30/06/2010
COMPANIES HOUSE

1 Company details

Company number 0 3 9 7 5 9 9 9

Company name in full BNS Nuclear Services Limited

→ **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 d 0 4 m 0 6 y 2 0 1 0
To Date d d m m y y y y

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

② **Currency**
If currency details are not
completed we will assume currency
is in pound sterling

| Class of shares (E.g. Ordinary/Preference etc.) | Currency ② | Number of shares allotted | Nominal value of each share | Amount paid (including share premium) | Amount (if any) unpaid (including share premium) |
|--|------------|------------------------------|--------------------------------|---|--|
| Preference Shares | GBP | 50,000 | 1 00 | | 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

Details of non-cash
consideration

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

BNS Nuclear Services Limited (the "Company") capitalised £50,000 of the Company's
distributable reserves by way of a bonus issue of 50,000 preference shares in the capital of the
Company, to the Company's direct parent company, Babcock Services Group Limited ("BSGL")
pursuant to BSGL's election to receive the preference shares

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Return of allotment of shares

Statement of capital

Section 4 (also Section 5 and Section 6, if appropriate) should reflect the company's issued capital at the date of this return

4 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete Section 4 and the go to Section 7.

| 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 Shares | £1 00 | £0 00 | 11 | £ 11 00 |
| Preference Shares | £1 00 | £0 00 | 50000 | £ 50,000 00 |
| | | | | £ |
| | | | | £ 0 00 |
| Totals | | | 50011 | £ 50,011 00 |

5 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 | | | | |
|--|-----------------------------------|---|--------------------|---------------------------|
| 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 |
| | | | | |
| | | | | |
| Totals | | | | |

| Currency | | | | |
|--|-----------------------------------|---|--------------------|---------------------------|
| 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 |
| | | | | |
| | | | | |
| Totals | | | | |

6 Statement of capital (Totals)

| | | |
|--|--|--|
| Please give the total number of shares and total aggregate nominal value of issued share capital | | ④ Total aggregate nominal value Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc. |
| Total number of shares | | |
| Total aggregate nominal value ④ | | |

① Including both the nominal value and any share premium

③ E.g. 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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7 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 4** and **Section 5**

1 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

Continuation page

Please use a Statement of Capital continuation page if necessary

Class of share: Ordinary

Prescribed particulars **1**
Voting rights: One vote per share.
Income rights: The ordinary shares and preference shares shall not rank pari passu in relation to receiving any dividends or other similar distributions. For as long as any amount of loan principal remains to be repaid under the Loan Agreement, no dividend or other distribution shall be paid or made to holders of the ordinary shares and during this period the Company shall not initiate any other action that will deplete the distributable reserves of the Company below £19,000,000
 (Continued on continuation page 1)

Class of share: Preference

Prescribed particulars **1**
Voting rights: One vote per share.
Income rights: The ordinary shares and preference shares shall not rank pari passu in relation to receiving any dividends or other similar distributions. Out of the profits available for distribution the holders of the preference shares shall be entitled to be paid a dividend equal in amount to the amount of loan principal (if any) repaid by Babcock (UK) Holdings Limited to the Company under the loan agreement between the Company and Babcock (UK) Holdings Limited entered into on 26 March 2009 (the "Loan Agreement") (Continued on continuation page 2)

Class of share:

Prescribed particulars **1**

8 Signature

I am signing this form on behalf of the company

Signature

Signature

X  X

2 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

3 Person authorised

Under either section 270 or 274 of the Companies Act 2006

This form may be signed by
 Director **2**, Secretary, Person authorised **3**, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager

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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 James Riseam

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

Telephone +44 (0)20 7638 1111

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 appropriate sections of the Statement of Capital
- You have signed the form

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,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS
DX 481 N R Belfast 1

Further information

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

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

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7 Statement of capital (Prescribed particulars of rights attached to shares)

| Class of share | Preference | |
|------------------------|---|--|
| Prescribed particulars | <p>Redemption rights: None.</p> <p>Capital rights: On a return of capital, liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be applied in the following manner and order of priority:</p> <p>(a) first, in paying to the holders of preference shares a sum equal to any unpaid dividend due to them,</p> <p>(b) secondly, in paying to the holders of ordinary shares and preference shares (as if one class) an amount equal to the amount paid up or deemed to be paid up on the shares, and</p> <p>(c) thirdly, in distributing the surplus assets of the Company (if any) remaining to the holders of ordinary shares.</p> | |

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| 7 Statement of capital (Prescribed particulars of rights attached to shares) | |
|--|---|
| Class of share | Ordinary |
| Prescribed particulars | <p>Redemption rights: None.</p> <p>Capital rights: On a return of capital, liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be applied in the following manner and order of priority</p> <p>(a) first, in paying to the holders of preference shares a sum equal to any unpaid dividend due to them,</p> <p>(b) secondly, in paying to the holders of ordinary shares and preference shares (as if one class) an amount equal to the amount paid up or deemed to be paid up on the shares, and</p> <p>(c) thirdly, in distributing the surplus assets of the Company (if any) remaining to the holders of ordinary shares</p> |