



Companies House

**CS01** (ef)

**Confirmation Statement**

Company Name: **Balfour Beatty plc**

Company Number: **00395826**



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Confirmation **10/05/2018**

Statement date:

# Statement of Capital (Share Capital)

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<b>Class of Shares:</b>	<b>1P</b>	Number allotted	<b>111839795</b>
	<b>CUMULATIVE</b>	Aggregate nominal value:	<b>1118397.95</b>
	<b>CONVERTIBLE</b>		
	<b>REDEEMABLE</b>		
	<b>PREFERENCE</b>		

Currency: **GBP**

Prescribed particulars

**HOLDERS OF PREFERENCE SHARES ARE NOT ENTITLED TO ATTEND, SPEAK OR VOTE AT ANY GENERAL MEETING UNLESS THE BUSINESS OF THE MEETING INCLUDES THE CONSIDERATION OF A RESOLUTION FOR THE WINDING UP OF THE COMPANY OR ANY RESOLUTION DIRECTLY AFFECTING THE RIGHTS AND PRIVILEGES ATTACHED TO ANY SUCH SHARES AND THEN IN SUCH CASE ONLY TO SPEAK TO AND VOTE UPON ANY SUCH RESOLUTION. HOWEVER, HOLDERS OF PREFERENCE SHARES HAVE THE RIGHT TO VOTE IN RESPECT OF ANY MATTER WHEN THE PREFERENTIAL DIVIDEND PAYABLE ON THEIR SHARES IS IN ARREARS FOR SIX MONTHS OR MORE AFTER ANY DATE FIXED FOR PAYMENT THEREOF. EACH PREFERENCE SHARE CONFERS THE RIGHT TO A PREFERENTIAL DIVIDEND AT SUCH A RATE PER ANNUM AS, WITH THE ADDITION OF ANY TAX CREDIT TO WHICH AN INDIVIDUAL RESIDENT IN THE UK FOR UK TAX PURPOSES WOULD BE ENTITLED IN HIS CAPACITY AS A RECIPIENT OF A DIVIDEND PAID AT SUCH A RATE, WOULD RESULT IN A GROSS DIVIDEND (INCLUSIVE OF SUCH TAX CREDIT) AT THE RATE PER ANNUM OF 1075 PER CENT OF THE REDEMPTION AMOUNT (BEING 100 PENCE IN RESPECT OF EACH PREFERENCE SHARE) FOR EACH PREFERENCE SHARE. THE PREFERENTIAL DIVIDEND IS PAYABLE HALF-YEARLY IN ARREAR ON 1 JANUARY AND 1 JULY IN EACH YEAR (THE "DIVIDEND PAYMENT DATES"). PAYMENTS OF THE PREFERENTIAL DIVIDEND SHALL BE MADE TO HOLDERS OF PREFERENTIAL SHARES ON THE REGISTER AT ANY DATE SELECTED BY THE DIRECTORS, SUCH DATE NOT BEING MORE THAN 42 DAYS PRIOR TO THE RELEVANT DIVIDEND PAYMENT DATE. THE PREFERENCE SHARES RANK FOR DIVIDEND PARI PASSU WITH EACH OTHER AND ANY SHARES EXPRESSED TO RANK, IN TERMS OF PARTICIPATION IN THE PROFITS OF THE COMPANY, PARI PASSU THEREWITH AND OTHERWISE IN PRIORITY TO DIVIDENDS PAYABLE ON THE ORDINARY SHARES AND ANY OTHER SHARE CAPITAL IN THE COMPANY. THE HOLDERS OF PREFERENTIAL SHARES ARE NOT ENTITLED TO ANY FURTHER RIGHT OF PARTICIPATION IN THE PROFITS OF THE COMPANY. ANY PREFERENCE SHARES STILL OUTSTANDING ARE REDEEMABLE ON 1 JULY 2020 AT**

£1 EACH, TOGETHER WITH ANY ARREARS OF ACCRUALS OF DIVIDEND , UNLESS THE HOLDER EXERCISES ANY OPTION GRANTED BY THE COMPANY TO EXTEND THE REDEMPTION DATE. ON A WINDING-UP OF THE COMPANY, HOLDERS ARE ENTITLED TO RECEIVE THE SUM OF £1 PER PREFERENCE SHARE, TOGETHER WITH ANY ARREARS OR ACCRUALS OF DIVIDEND, IN PRIORITY TO ANY PAYMENT ON ANY OTHER CLASS OF SHARES. THE COMPANY MAY ALSO CONVERT ALL OUTSTANDING CONVERTIBLE PREFERENCE SHARES INTO ORDINARY SHARES IF THERE ARE FEWER THAN 44,281,239 CONVERTIBLE PREFERENCE SHARES IN ISSUE OR IF THE AVERAGE OF THE CLOSING MID-MARKET PRICE FOR AN ORDINARY SHARE DURING A 30-DAY PERIOD EXCEEDS 200 PER CENT OF THE CONVERSION PRICE.

<b>Class of Shares:</b>	<b>50P</b>	<b>Number allotted</b>	<b>689739619</b>
	<b>ORDINARY</b>	<b>Aggregate nominal value:</b>	<b>344869809.5</b>
<b>Currency:</b>	<b>GBP</b>		

Prescribed particulars

ON A SHOW OF HANDS AT A GENERAL MEETING, EVERY HOLDER OF ORDINARY SHARES PRESENT IN PERSON OR BY PROXY AND ENTITLED TO VOTE SHALL HAVE ONE VOTE. ON A POLL, EVERY HOLDER OF ORDINARY SHARES PRESENT IN PERSON OR BY PROXY AND ENTITLED TO VOTE SHALL HAVE ONE VOTE FOR EVERY SHARE HELD. VOTING RIGHTS MAY NOT BE EXERCISED BY A MEMBER WHO HAS BEEN SERVED WITH A RESTRICTION NOTICE AFTER FAILURE TO PROVIDE THE COMPANY WITH INFORMATION CONCERNING INTERESTS IN SHARES TO BE PROVIDED UNDER UK LAW. IN ADDITION, NO MEMBER SHALL, UNLESS THE DIRECTORS OTHERWISE DETERMINE, BE ENTITLED IN RESPECT OF ANY SHARE HELD BY HIM TO VOTE EITHER PERSONALLY OR BY PROXY AT A GENERAL MEETING OR TO EXERCISE ANY OTHER RIGHT CONFERRED BY MEMBERSHIP IN RELATION TO GENERAL MEETINGS IF ANY CALL OR OTHER SUM PRESENTLY PAYABLE BY HIM TO THE COMPANY IN RESPECT OF THAT SHARE REMAINS UNPAID. INCOME AND CAPITAL RIGHTS ATTACHING TO THE ORDINARY SHARES SHALL BE AS FOLLOWS: (A) INCOME: THE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR OR OTHER PERIOD FOR WHICH ITS ACCOUNTS ARE MADE UP SHALL, SUBJECT TO THE SPECIAL RIGHTS ATTACHED TO THE PREFERENCE SHARES (AS THE SAME MAY BE MODIFIED FROM TIME TO TIME IN ACCORDANCE WITH THE ARTICLES) AND TO ANY SPECIAL RIGHTS WHICH MAY FOR THE TIME BEING BE ATTACHED TO ANY SHARES HEREAFTER CREATED OR ISSUED, BE DISTRIBUTED AMONG THE HOLDERS OF THE ORDINARY SHARES ACCORDING TO THE AMOUNTS PAID UP ON THE ORDINARY SHARES HELD BY THEM RESPECTIVELY; AND (B)

**CAPITAL: ON A RETURN OF ASSETS ON LIQUIDATION OR OTHERWISE (OTHER THAN ON CONVERSION OR REDEMPTION OF ANY PREFERENCE SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL, SUBJECT TO THE SPECIAL RIGHTS ATTACHED TO THE PREFERENCE SHARES (AS THE SAME MAY BE MODIFIED FROM TIME TO TIME IN ACCORDANCE WITH THESE ARTICLES) AND TO ANY SPECIAL RIGHTS WHICH MAY FOR THE TIME BEING BE ATTACHED TO ANY SHARES HEREAFTER CREATED OR ISSUED, BELONG TO AND BE DISTRIBUTED AMONG THE HOLDERS OF THE ORDINARY SHARES IN PROPORTION TO THE NUMBER OF ORDINARY SHARES HELD BY THEM RESPECTIVELY.**

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## **Statement of Capital (Totals)**

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Currency:	<b>GBP</b>	Total number of shares:	<b>801579414</b>
		Total aggregate nominal value:	<b>345988207.45</b>
		Total aggregate amount unpaid:	<b>0</b>

# Confirmation Statement

I confirm that all information required to be delivered by the company to the registrar in relation to the confirmation period concerned either has been delivered or is being delivered at the same time as the confirmation statement

# Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager,  
Judicial Factor