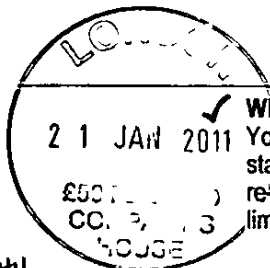


SH19

Statement of capital



What this form is for

You may use this form to complete a statement of capital for a company re-registering from unlimited to limited



What this form is NOT for

You cannot use this form to complete a statement of capital for a private company reducing its share capital

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21/01/2011

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COMPANIES HOUSE

1 Company details

Company number 1 7 7 7 7 7 7

Company name in full British Airways Plc

→ 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 on re-registration

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
A2	£0 75	£0 00	115077695	£ 28,769,423 75
A2	£0 25	£0 00	1	£ 0 25
				£
				£
Totals			115077696	£ 28,769,424 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	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					

- 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

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Statement of capital

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				

① Including both the nominal value and any share premium

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

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

② Total number of issued shares in this class

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 115077696

Total aggregate ④ nominal value £28,769,424 00

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 A2

Prescribed particulars ⑤ See attached continuation sheet for full details

The A2 shares carry the same rights as ordinary shares in respect of voting, dividends and capital distribution being
1) One vote per share;
2) rights to participate in dividend and any capital distribution *pari passu* with other ordinary and A2 shareholders

The shares are not redeemable

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

Prescribed particulars ⑤


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Statement of capital

Class of share		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 Please use a Statement of capital continuation page if necessary
Prescribed particulars 1		
Class of share		
Prescribed particulars 1		

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Signature

Signature	I am signing this form on behalf of the company		2 Person authorised Under either section 270 or 274 of the Companies Act 2006
	Signature	X  X	
This form may be signed by Director, Secretary, Person authorised 2			

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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 **Kulbinder Dosanjh**

Company name **British Airways Plc**

Address **Waterside (HBB3)**

PO Box 365

Post town **Harmondsworth**

County/Region

Postcode **U B 7 0 G B**

Country **UK**

DX

Telephone **02087387603**



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



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



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

SH19 - Continuation page

Statement of capital

5	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A2	
Prescribed particulars 1	<p>Article 5 (A) Subject to the provisions of Article 5(B) below, whenever the share capital of the Company is divided into different classes of shares, the special rights attached to any class may, subject to the provisions of the Statutes, be varied or abrogated either with the consent in writing of the holders of not less than three quarters in nominal value of the issued shares of the class (excluding any shares held as treasury shares) or with the sanction of a Special Resolution passed at a separate General Meeting of the holders of the shares of the class (but not otherwise) and may be so varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding-up. To every such separate General Meeting all the provisions of these Articles relating to General Meetings of the Company and to the proceedings thereat shall mutatis mutandis apply, except that the necessary quorum shall be at least two persons entitled to vote and holding or representing by proxy at least one-third in nominal value of the issued shares of that class held as treasury shares, (but so that at any adjourned meeting any holder of shares of the class present in person or by proxy shall be a quorum) and that any holder of shares of the class present in person or by proxy may demand a poll and that every such holder entitled to vote shall on a poll have one vote for every share of the class held by him. The foregoing provisions of this Article shall apply to the variation or abrogation of the special rights attached to some only of the shares of any class as if each group of shares of the class differently treated formed a separate class the special rights whereof are to be varied.</p> <p>Article 6A Save as set out in Article 128A(B) and Article 140A, the Ordinary Shares and the A2 Shares shall have the same rights, shall be subject to the same restrictions and shall rank <i>par passu</i> in all respects.</p> <p>Article 128A (A) Except as otherwise provided by paragraph (B) of this Article 128A, all dividends shall be apportioned and paid pro rata to each holder of Ordinary Shares or as the case may be A2 Shares according to the amounts paid up on such Ordinary Shares or A2 Shares (as the case may be) during any portion or portions of the period in respect of which the dividend is paid. (B) Where the aggregate amount of any dividend or distribution which is declared, paid or made by the Company is less than £1 00, the holders of A2 Shares shall not be entitled to receive any part of such dividend or distribution.</p> <p>Article 140A Notwithstanding Article 140 or any other provision in these Articles, neither the A2 Shares nor the Special Voting Share shall carry the right to participate in the capitalisations referred to in Clause 2 of the Scheme (as defined in (and for the purposes of) Article 156) of (i) the reserve arising in the Company's books of account created by the reduction of capital referred to in Clause 2.1 of the Scheme (as so defined) or (ii) the share premium account as referred to in Clause 2.3 of the Scheme (as so defined).</p>	
		<p>1 Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>