Plo 01670077/40

In accordance with Section 853A of the Companies Act 2006 **CS01**

Confirmation statement

BLUEPRINT

OneWorld



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

A fee may be payable Please see 'How to pay'

You cannot use this form of changes to the compa

registered office address,

alternative inspection ad (SAIL) information

X What this form is NOT

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26/08/2016 COMPANIES HOUSE

✓ What this form is for

You may use this form to confirm that the company has filed up to date You must file a confirmation statement at least once every year

Before you start

You can check your company details for free on our online service www.beta companieshouse gov uk

Change to your company information

If you need to make any changes to

- Part 1 Principal business activities or standard industrial classification (SIC)
- · Part 2 Statement of capital
- Part 3 Trading status of shares
- Part 4 Shareholder information
- Part 5 Information about people with significant control (PSC) Use the additional parts of this form to do this

Other changes

If you need to make any changes to

- registered office address
- single alternative inspection address (SAIL) and company records
- officer appointments
 You must do this separately
 before or at the same time as this confirmation statement

1	Company details	
Company number	0 1 7 7 7 7 7 7	→ Filling in this form Please complete in typescript or in
Company name in full	British Airways Plc	bold black capitals.
2	Confirmation date	• Check when your confirmation
	Please give the confirmation statement date. You must deliver this form within 14 days of this date. Please check your company records for the date of your confirmation period.	statement is due To check your confirmation statement date www.beta.companieshouse.gov.uk
Confirmation date •	$ \begin{array}{c ccccccccccccccccccccccccccccccccccc$	You can make a statement at any time during the confirmation period. This will change your next confirmation date.
3	Confirmation statement	
Signature	I confirm that all information required to be delivered by the company pursuant to section 853A(1)(a) of the Companies Act 2006 in relation to the confirmation period ending on the confirmation date above either has been delivered or is being delivered with this statement	O Societas Europaea If the form is being filed on behalf of a Societas Europaea (SE) please defete 'director' and insert details of which organ of the SE the person signing has membership
	X X	O Person authorised Under either section 270 or 274 of the Companies Act 2006
	This form may be signed by Director , Secretary, Person authorised , Chanty commission receiver and manager, CIC manager, Judicial factor	

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	Courtney Adams		
Company name	Company Secretariat,		
	British Airways Plc		
Address	Waterside (HBA3)		
	PO BOX 365		
Post town	Harmondsworth		
County/Region			
Postcode	U B 7 0 G B		
Country	United Kingdom		
DX			
Telephone			

✓ 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 checked the company information that we hold
- You have shown any relevant changes made to your information on the additional parts to this form or filed the appropriate form before or at the same time as this confirmation statement
- You have signed the form
- ☐ You have enclosed the correct fee if appropriate

£ How to pay

You must include a £40 fee with the first Confirmation Statement you file each year. Further Confirmation Statements made in the same year don't require a fee

Make cheques or postal orders payable to 'Companies House'

Important information

All information on this form will appear on the public record, apart from information relating to usual residential addresses and day of birth

✓ 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 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

In accordance with Section 853D of the Companies Act 2006

CS01- additional information page Confirmation statement

Part 2	Statement of capital ch	nange		
	Complete this part in full if there has liprescribed particulars since the last st		•	
•	✓ This part must be sent at the same time as your confirmation wit statement	t required for companies hout share capital	refer to ou	rinformation, please ir guidance at uk/companieshouse
	You must complete both sections B1 and B2			
B1	Share capital			<u> </u>
	Complete the table(s) below to show the issi	ued share capital	Continua	tion pages
	Complete a separate table for each curr add pound sterling in 'Currency table A' and		For example, Use a stat	ement of capital on page if necessary
Currency	Class of shares			Total aggregate amount
Complete a separate table for each currency	E.g. Ordinary/Preference etc		(£, €, \$, etc) Number of shares issued	unpaid, if any (£, €, \$, etc) Including both the nominal
				value and any share premium
Currency table A GB-GBP	See attached schedule	[
- GB GB1	See decading Benedate			
		<u> </u>		
		<u> </u>		
	iotais			
Currency table B		[
		<u> </u>		
	Totals			
	iotais			
Currency table C				
				1
	Totals			
		Total number of shares	Total aggregate nominal value •	Total aggregate amount unpaid •
	Totals (including continuation	2,143,971		
	pages)	2,143,9/1		1
		 Please list total aggreent For example £100 + € 	regate values in differer 100 + \$10 etc	it currencies separately
			CHEPOIO	
		For example £100 + €	100 + \$10 etc 	

In accordance with Section 8530 of the Companies Act 2006

CS01- additional information page Confirmation statement

Statement of capital

Complete the table below to show the issued share capital Complete a separate table for each currency

	Complete a separate table for		,		
Currency	Class of shares		Number of shares	Aggregate nominal value	Total aggregate amount
Complete a separate table for each currency	ach currency N		(£, €, \$, etc) Number of shares issued multiplied by nominal value	unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium	
Pounds Sterling	Al		896,700	£259,771,984 0014	
Pounds Sterling	A2		99,308	£28,769,423 7497	
Pounds Sterling	В		1,000,000	£1,000,000 00	,
Pounds Sterling	C Ordinary		147,963	£147,963 00	
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	·	Totals	2,143.971	£289,689,370 7511	£0 00

Confirmation statement

B2 Prescribed particulars

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 B1**

Class of share

A1

Prescribed particulars

45 Dividends and other distributions general

Where the company makes any dividend or other distribution of profits within the meaning of section 829 of the Companies Act 2006, the B Shareholder(s) shall be entitled to that portion of such dividend or distribution as is equal to one per cent of the aggregate amount of such dividend or distribution, provided that the aggregate amount of dividends and distributions that the B Shares shall be entitled to in aggregate at any time after the Merger Effective Date shall be capped at £1 per B Share Such dividend or distribution shall be paid to the B Shareholder(s) pro rata to the number of B Shares held by them The A1 Shareholder(s), the A2 Shareholder(s) and the C Shareholder(s) shall, together, be entitled to the remaining portion of such dividend or distribution. such dividend or distribution to be paid pro rata to the number of A1 Shares, A2 Shares or C Shares (as the case may be) held by them, provided that where the aggregate amount of any dividend or distribution which is made by the company is less than £1, the holders of the A2 Shares shall not be entitled to receive any amount of such dividend

53 Return of capital

On a return of capital, whether by way of liquidation, capital reduction, or otherwise, the Surplus Assets shall be applied in the following manner and in the following priority

- (a) first to the A1 Shareholder(s), the A2 Shareholder(s) and the C Shareholder(s) pro rata to the number of A1 Shares, A2 Shares, or C Shares (as the case may be) held by them until the aggregate amount of the Surplus Assets so distributed is equal to the aggregate nominal value of the A1 Shares, A2 Shares and C Shares then in issue.
- (b) thereafter, to the extent any Surplus Assets remain, they shall be distributed to the B Shareholder(s) pro rata to the number of B Shares held by them, until the aggregate amount of the Surplus Assets so distributed is equal to the aggregate nominal value of the B Shares then in issue, and

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

Confirmation statement

В2

Prescribed particulars

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 B1**

Class of share

A1

Prescribed particulars

53 Return of Capital (continued)

(c) thereafter, to the extent any Surplus Assets remain, to the A1 Shareholder(s), A2 Shareholders and C Shareholder(s) pro rata to the number of A1 Shares, A2 Shares or C Shares (as the case may be) held by them, save that this article shall not apply to any redemption or repurchase of B Shares (whether out of share capital or distributable profits)

55 Convening General Meetings

(1) None of the Directors, the company, the A1 Shareholder, the A2 Shareholder, the B Shareholder or the C Shareholder shall convene or hold any general meeting of the shareholders or propose any written resolution of the shareholders (or the executing of any other document or the taking of any other steps which would have a similar effect) or take any steps to procure any of the foregoing unless, in each case, they are required by applicable law to do so, in which case the only resolutions which shall be put to the shareholders at such meeting or by way of written resolution shall be those which are required by applicable law to be so put (2) Where the company proposes to put a resolution to the vote at a general meeting, the company shall circulate to the shareholders in advance of that meeting all information that is required to be so circulated by applicable law as well as such information as the company considers reasonably necessary in order for the shareholders to be properly informed about the subject matter of the proposed resolution

• 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

B2	Prescribed particulars	
	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 B1	OPrescribed particulars of rights attached to shares
Class of share	A1	The particulars are a particulars of any voting rights,
Prescribed particulars O	(1) All resolutions put to the vote of a general meeting shall be decided on a poll rather than on a show of hands (2) The A1 Shareholder, the A2 Shareholder and the B Shareholder at any general meeting of the company at which they are present in person or by proxy, shall, on a poll, have one vote for each A1 Share, A2 Share or B Share (as the case may be) held by them in the capital of the company (1) (4) The A2 Shareholder shall vote as directed by the A1 Shareholder in respect of all shareholders' resolutions 67 Class meetings The provisions of the articles relating to general meetings shall apply, with any necessary modifications, to any separate general meeting of the holders of shares of a class	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 distribution (including on windin 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

Confirmation statement

B2

Prescribed particulars

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 B1**

Class of share

A2

Prescribed particulars

45 Dividends and other distributions general

Where the company makes any dividend or other distribution of profits within the meaning of section 829 of the Companies Act 2006, the B Shareholder(s) shall be entitled to that portion of such dividend or distribution as is equal to one per cent of the aggregate amount of such dividend or distribution, provided that the aggregate amount of dividends and distributions that the B Shares shall be entitled to in aggregate at any time after the Merger Effective Date shall be capped at £1 per B Share Such dividend or distribution shall be paid to the B Shareholder(s) pro rata to the number of B Shares held by them The A1 Shareholder(s), the A2 Shareholder(s) and the C Shareholder(s) shall, together, be entitled to the remaining portion of such dividend or distribution, such dividend or distribution to be paid pro rata to the number of A1 Shares, A2 Shares or C Shares (as the case may be) held by them, provided that where the aggregate amount of any dividend or distribution which is made by the company is less than £1, the holders of the A2 Shares shall not be entitled to receive any amount of such dividend

53 Return of capital

On a return of capital, whether by way of liquidation, capital reduction, or otherwise, the Surplus Assets shall be applied in the following manner and in the following priority

- (a) first to the A1 Shareholder(s), the A2 Shareholder(s) and the C Shareholder(s) pro rata to the number of A1 Shares, A2 Shares, or C Shares (as the case may be) held by them until the aggregate amount of the Surplus Assets so distributed is equal to the aggregate nominal value of the A1 Shares, A2 Shares and C Shares then in issue.
- (b) thereafter, to the extent any Surplus Assets remain, they shall be distributed to the B Shareholder(s) pro rata to the number of B Shares held by them, until the aggregate amount of the Surplus Assets so distributed is equal to the aggregate nominal value of the B Shares then in issue, and

• Prescribed particulars of rights attached to shares

The particulars are

- 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,
- 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

Confirmation statement

Prescribed particulars

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 B1**

Class of share

A2

Prescribed particulars

53 Return of Capital (continued)

(c) thereafter, to the extent any Surplus Assets remain, to the A1 Shareholder(s), A2 Shareholders and C Shareholder(s) pro rata to the number of A1 Shares, A2 Shares or C Shares (as the case may be) held by them, save that this article shall not apply to any redemption or repurchase of B Shares (whether out of share capital or distributable profits)

55 Convening General Meetings

(1) None of the Directors, the company, the A1 Shareholder, the A2 Shareholder, the B Shareholder or the C Shareholder shall convene or hold any general meeting of the shareholders or propose any written resolution of the shareholders (or the executing of any other document or the taking of any other steps which would have a similar effect) or take any steps to procure any of the foregoing unless, in each case, they are required by applicable law to do so, in which case the only resolutions which shall be put to the shareholders at such meeting or by way of written resolution shall be those which are required by applicable law to be so put (2) Where the company proposes to put a resolution to the vote at a general meeting, the company shall circulate to the shareholders in advance of that meeting all information that is required to be so circulated by applicable law as well as such information as the company considers reasonably necessary in order for the shareholders to be properly informed about the subject matter of the proposed resolution

Prescribed particulars of rights attached to shares

The particulars are

- 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

B2	Prescribed particulars	-
	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 B1	OPrescribed particulars of rights attached to shares
Class of share	A2	The particulars are a particulars of any voting rights,
Prescribed particulars •	61 Voting general (1) All resolutions put to the vote of a general meeting shall be decided on a poll rather than on a show of hands (2) The A1 Shareholder, the A2 Shareholder and the B Shareholder at any general meeting of the company at which they are present in person or by proxy, shall, on a poll, have one vote for each A1 Share, A2 Share or B Share (as the case may be) held by them in the capital of the company (1) (4) The A2 Shareholder shall vote as directed by the A1 Shareholder in respect of all shareholders' resolutions 67 Class meetings The provisions of the articles relating to general meetings shall apply, with any necessary modifications, to any separate general meeting of the holders of shares of a class	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

B2	Prescribed particulars	cribed particulars			
	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 B1	OPrescribed particulars of rights attached to shares			
Class of share	В	The particulars are a particulars of any voting rights.			
Prescribed particulars	(1) The B Shareholder shall be entitled, at any time, to require the company, by notice in writing (a "B Shareholder Redemption Notice"), to redeem the B Shares for an amount equal to the nominal value of such shares in the event that a B Shareholder Redemption Notice is served on the company by the B Shareholder, the company shall redeem the B Shares for an amount equal to the nominal value of such shares no later than two Business Days following the date of such notice, subject to the company being lawfully able to redeem such shares (2) Subject to article 38(3) and article 38(4), at any time following the expiry of the Initial Period or, prior to the expiry of the Initial Period, at any time when the B Shareholder is in material breach of its obligations under the Subscription Agreement, the Trust Deed or these articles, the A1 Shareholder may () () () (b) serve notice (an "A Shareholder Redemption Notice") in writing on the company requiring it to redeem the B Shares held by the B Shareholder, such redemption to be made in accordance with article 40 and subject to applicable law ()	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 distribution (including on windin 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			

B2	Prescribed particulars	
	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 B1	OPrescribed particulars of rights attached to shares
Class of share	В	The particulars are a particulars of any voting rights,
Prescribed particulars	(4) In the event that the A1 Shareholder exercises its right under article 38(2)(b) to require the company to redeem the B Shares held by the B Shareholder prior to the expiry of the Initial Period, the relevant Redemption Notice must contain the names and registered addresses of the persons to whom an equivalent number of B Shares (carrying equivalent rights to the B Shares which are to be redeemed) are to be issued following the relevant redemption (the "New B Shareholders") The A1 Shareholder must not nominate any person as a New B Shareholder where the issue of B Shares to such person would, if effected, result in the corporate structure of the company no longer meeting the requirements of the National Control Structure. The company will issue B Shares to the New B Shareholders in accordance with the relevant Redemption Notice subject to receipt by the company of the relevant subscription monies from the New B Shareholders immediately prior to, simultaneously with, or as soon as reasonably practicable following, the completion of the relevant redemption of B Shares. In addition, no such redemption of B Shares shall be effected until the New B Shareholders have agreed in writing to enter into a Deed of Adherence upon the relevant B Shares being issued to them (5) The provisions (1) of article 38(4) do not apply in the event that the A1 Shareholder exercises its right under article 38(2)(b) following the expiry of the Initial Period provided, in each case, that the I Opco National Control Structure has previously been terminated or is to terminate at substantially the same time as the National Control Structure	including rights that arise only in certain circumstances, biparticulars of any rights, as respects dividends, to participate in a distribution, circulars of any rights, as respects capital, to participate in distribution (including on winding), and distribution (including on winding), and distribution the company of the company of the company of the shareholder. A separate table must be used for each class of share.

B2	Prescribed particulars	
	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 B1	OPrescribed particulars of rights attached to shares
Class of share	В	The particulars are a particulars of any voting rights,
Prescribed particulars	39 Obligations on transfer or redemption of B Shares (1) Where the A1 Shareholder or the B Shareholder exercise its respective right to require the company to redeem any B Shares in accordance with article 38(2)(b), the company and the B Shareholder shall take all actions as may be reasonably necessary to effect such redemption of any B Shares in accordance with article 38 (2)(b) and these articles and shall execute such documentation as may be reasonably requested by the A1 Shareholder in respect of such redemption () (3) In the event that the B Shareholder fails or refuses to execute any documentation required to be executed by it pursuant to article 39(1) () (a) the company shall by written notice authorise any director to execute and deliver, on the B Shareholder's behalf, such documentation as is reasonably necessary to effect the redemption, () of the relevant B Shares, and (b) the company shall hold the () redemption proceeds, in trust for the B Shareholder () Once () a redemption of B Shares, has taken place in purported exercise of the power contained in this article 39(3), the validity of such transfer or redemption shall not be questioned by any person	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 distribution (including on windin 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

B2	Prescribed particulars	
	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 B1	OPrescribed particulars of rights attached to shares
Class of share	В	The particulars are a particulars of any voting rights,
Prescribed particulars	(1) The B Shares may be redeemed by the company only once it has received either an A Shareholder Redemption Notice or a B Shareholder Redemption Notice subject to the company being lawfully able to redeem such shares The B Shares shall be redeemed for an amount equal to the nominal value of such shares (the "Redemption Amount") (2) Within five Business Days following the receipt of any A Shareholder Redemption Notice, the company shall notify the B Shareholder in writing that the B Shares are to be redeemed. Such notice by the company shall specify the date on which such redemption is to occur, which date shall be not less than two Business Days following the date of the notice and, on that date, the company shall redeem the B Shares subject to the company being lawfully able to redeem such B Shares (3) In respect of any redemption of the B Shares, the B Shareholder shall deliver the share certificate(s) representing the B Shares to the company on or prior to the date of redemption and, subject to the payment of the Redemption Amount, from the date of redemption, such share certificate(s) shall cease to be valid (4) In the event that the B Shareholder exercises its right to require the redemption of the B Shares pursuant to article 38(1) of the articles, but the company is not able to fund the redemption out of distributable profits, the A1 Shareholder shall, on the date on which such redemption would, but for any restrictions under the Companies Acts, be required to be made, subscribe for such number of C Shares in the capital of the company as are necessary for the company to be able to fund the redemption out of the proceeds of the issue of such shares in accordance with applicable legislation and the company shall use the proceeds of subscription to effect the redemption	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

Confirmation statement

B2 Prescribed particulars

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 B1**

Class of share

Ιв

Prescribed particulars

45 Dividends and other distributions general

Where the company makes any dividend or other distribution of profits within the meaning of section 829 of the Companies Act 2006, the B Shareholder(s) shall be entitled to that portion of such dividend or distribution as is equal to one per cent of the aggregate amount of such dividend or distribution, provided that the aggregate amount of dividends and distributions that the B Shares shall be entitled to in aggregate at any time after the Merger Effective Date shall be capped at £1 per B Share Such dividend or distribution shall be paid to the B Shareholder(s) pro rata to the number of B Shares held by them The A1 Shareholder(s), the A2 Shareholder(s) and the C Shareholder(s) shall, together, be entitled to the remaining portion of such dividend or distribution. such dividend or distribution to be paid pro rata to the number of A1 Shares, A2 Shares or C Shares (as the case may be) held by them, provided that where the aggregate amount of any dividend or distribution which is made by the company is less than £1, the holders of the A2 Shares shall not be entitled to receive any amount of such dividend

53 Return of capital

On a return of capital, whether by way of liquidation, capital reduction, or otherwise, the Surplus Assets shall be applied in the following manner and in the following priority

(a) first to the A1 Shareholder(s), the A2 Shareholder(s) and the C Shareholder(s) pro rata to the number of A1 Shares, A2 Shares, or C Shares (as the case may be) held by them until the aggregate amount of the Surplus Assets so distributed is equal to the aggregate nominal value of the A1 Shares, A2 Shares and C Shares then in issue,

OPrescribed particulars of rights attached to shares

The particulars are

- 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

B2	Prescribed particulars	
	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 B1	OPrescribed particulars of rights attached to shares
Class of share	В	The particulars are a particulars of any voting rights,
Prescribed particulars	53 Return of capital (continued) (b) thereafter, to the extent any Surplus Assets remain, they shall be distributed to the B Shareholder(s) pro rata to the number of B Shares held by them, until the aggregate amount of the Surplus Assets so distributed is equal to the aggregate nominal value of the B Shares then in issue, and (c) thereafter, to the extent any Surplus Assets remain, to the A1 Shareholder(s), A2 Shareholders and C Shareholder(s) pro rata to the number of A1 Shares, A2 Shares or C Shares (as the case may be) held by them, save that this article shall not apply to any redemption or repurchase of B Shares (whether out of share capital or distributable profits) 55 Convening General Meetings (1) None of the Directors, the company, the A1 Shareholder, the A2 Shareholder, the B Shareholder or the C Shareholder shall convene or hold any general meeting of the shareholders or propose any written resolution of the shareholders (or the executing of any other document or the taking of any other steps which would have a similar effect) or take any steps to procure any of the foregoing unless, in each case, they are required by applicable law to do so, in which case the only resolutions which shall be put to the shareholders at such meeting or by way of written resolution shall be those which are required by applicable law to be so put (2) Where the company proposes to put a resolution to the vote at a general meeting, the company shall circulate to the shareholders in advance of that meeting all information that is required to be so circulated by applicable law as well as such information as the company considers reasonably necessary in order for the shareholders to be properly informed about the subject matter of the proposed resolution	including rights that arise only a certain circumstances, b particulars of any rights, as respects dividends, to particupate in a distribution, c particulars of any rights, as respects capital, to participate in distribution (including on winding), 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

Confirmation statement

B2

Prescribed particulars

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 B1**

Class of share

В

Prescribed particulars

61 Voting general

- (1) All resolutions put to the vote of a general meeting shall be decided on a poll rather than on a show of hands
- (2) The A1 Shareholder, the A2 Shareholder and the B Shareholder at any general meeting of the company at which they are present in person or by proxy, shall, on a poll, have one vote for each A1 Share, A2 Share or B Share (as the case may be) held by them in the capital of the company

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62 Voting B Shareholder

- (1) The B Shareholder shall exercise its voting rights in such manner as it considers in its sole opinion to be in the interests of the holders of the UK National Shares and shall not be obliged to vote in accordance with any recommendation of the A1 Shareholder issued pursuant to article 62(2) or any Committee Opinion (as defined in article 62(2)) where to do so would not, in the sole opinion of the B Shareholder, be in the interests of the holders of the UK National Shares
- (2) The A1 Shareholder shall, not less than five Business Days prior to the date of the relevant shareholders' meeting, issue a recommendation to the B Shareholder as to how the B Shareholder should vote in respect of any resolution which is to be proposed at a general meeting and, subject to article 62(1), the B Shareholder shall be obliged to vote in accordance with any such recommendation, provided that the B Shareholder shall not be obliged to vote in accordance with such recommendation where the Assurances Committee has delivered an opinion pursuant to clause 5 9 of the Assurances Agreement (a "Committee Opinion") that the resolution would, if passed, or as the case may be, not passed, result in

OPrescribed particulars of rights attached to shares

The particulars are

- 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

B2	Prescribed particulars	
	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 B1	OPrescribed particulars of rights attached to shares
Class of share	В	The particulars are a particulars of any voting rights,
Prescribed particulars •	62 Voting B Shareholder (continued) (a) an action being taken, or being omitted to be taken, by the company which would result in a breach of clause 3 4 of the Assurances Agreement, or (b) an action being taken, or being omitted to be taken, by the company, which would result in the corporate structure of the company no longer meeting the requirements of the National Control Structure, in which case, subject to article 62(1), the B Shareholder shall vote in favour of the resolution if the Committee Opinion states that if it were not passed either of the consequences set out in article 62(2)(a) or (b) would result and shall vote against the resolution if the Committee Opinion states that such consequences would result if such resolution were passed. Unless the Assurances Committee has delivered a Committee Opinion in respect of any resolution by the date falling two Business Days prior to the date on which the B Shareholder is required to vote in respect of such resolution, then such resolution shall be deemed not to result in either of the consequences set out in article 62 (1)(a) or (b) if it were passed or, as the case may be, not passed.	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

B2	Prescribed particulars	
	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 B1	OPrescribed particulars of rights attached to shares
Class of share	В	The particulars are a particulars of any voting rights,
Prescribed particulars •	(3) Where the B Shareholder (continued) (3) Where the B Shareholder determines that it will not vote in accordance with the recommendation of the A1 Shareholder in respect of any resolution (the "Disputed Resolution") pursuant to article 62(1), it shall notify the A1 Shareholder in writing of such fact as soon as reasonably practicable and, in any event, prior to the meeting at which the Disputed Resolution is to be proposed. If such notification is made, the A1 Shareholder may convene a meeting of its shareholders to consider the Disputed Resolution. In the event that the A1 Shareholder exercises such right, the general meeting at which the Disputed Resolution is to be proposed shall be adjourned until such time as the shareholders' meeting of the A1 Shareholder, any vote on a resolution shall be conducted by a poll and, in the event that the voting rights of the UK National Shares do not carry a majority of the total voting rights in the A1 Shareholder, then the voting rights in respect of the UK National Shares shall, together, carry a majority of the voting rights in the A1 Shareholder. In effecting such magnification, each UK National Share may have a fractional number of votes per share and calculations of the relevant fraction shall be rounded up to the nearest 2 decimal places and the number of votes that they shall carry together shall be such number of votes after such magnification (rounded up to the nearest whole number) plus one vote as is reasonably practicable taking account of the provisions on fractions set out above.	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 distribution (including on windin 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

B2 Prescribed particulars

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 B1**

Class of share

В

Prescribed particulars

62 Voting B Shareholder (continued)

For example, if the A1 Shareholder has 799,999 ordinary shares in issue, with each share carrying one vote and 200,000 of such shares are UK National Shares, then the votes of each UK National Share will be magnified such that each such share shall be treated as carrying 3 votes to every one vote carried by the ordinary shares which are not UK National Shares such that the UK National Shares together carry 600,000 votes of the 1,199,999 votes available to be cast on that resolution (4) In the event that, at a shareholders' meeting duly convened by the A1 Shareholder pursuant to article 62 (3), the shareholders of the A1 Shareholder vote in favour of the Disputed Resolution (taking into account the fact that the voting rights in respect of the UK National Shares shall be treated as having been magnified in accordance with article 62(3)), then the B Shareholder must vote in favour of such resolution at any reconvened general meeting of the company at which such resolution is proposed (irrespective of the effect of such vote on the holders of the UK National Shares) In the event that the shareholders of the A1 Shareholder do not vote in favour of the Disputed Resolution (taking into account the fact that the voting rights in respect of the UK National Shares shall be treated as having been magnified in accordance with article 62(3)), then the B Shareholder must vote against such resolution at any reconvened general meeting of the company at which such resolution is proposed (irrespective of the effect of such vote on the holders of the UK National Shares)

• Prescribed particulars of rights attached to shares

The particulars are

- 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,
- 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

	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 B1	OPrescribed particulars of rights attached to shares
Class of share	В	The particulars are a particulars of any voting rights,
Prescribed particulars •	62 Voting B Shareholder (continued) (5) The provisions as to voting set out above shall apply, with any necessary modifications, to any resolutions of the shareholders which are proposed to be passed as written resolutions (6) Where the A1 Shareholder is intending to hold a meeting of its shareholders pursuant to article 62(3), it shall, prior to holding such meeting, notify the UK Civil Aviation Authority in writing that such meeting is to be held 67 Class meetings The provisions of the articles relating to general meetings shall apply, with any necessary modifications, to any separate general meeting of the holders of shares of a class	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 distribution (including on windin 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

B2	Prescribed particulars	
	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 B1	OPrescribed particulars of rights attached to shares
Class of share	C Ordinary	The particulars are a particulars of any voting rights,
Prescribed particulars •	Where the company makes any dividend or other distribution of profits within the meaning of section 829 of the Companies Act 2006, the B Shareholder(s) shall be entitled to that portion of such dividend or distribution as is equal to one per cent of the aggregate amount of such dividend or distribution, provided that the aggregate amount of dividends and distributions that the B Shares shall be entitled to in aggregate at any time after the Merger Effective Date shall be capped at £1 per B Share Such dividend or distribution shall be paid to the B Shareholder(s) pro rata to the number of B Shares held by them The A1 Shareholder(s), the A2 Shareholder(s) and the C Shareholder(s) shall, together, be entitled to the remaining portion of such dividend or distribution, such dividend or distribution to be paid pro rata to the number of A1 Shares, A2 Shares or C Shares (as the case may be) held by them, provided that where the aggregate amount of any dividend or distribution which is made by the company is less than £1, the holders of the A2 Shares shall not be entitled to receive any amount of such dividend	including rights that arise only certain circumstances, b particulars of any rights, as respects dividends, to participat in a distribution, c particulars of any rights, as respects capital, to participate i distribution (including on windiup), 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

B2	Prescribed particulars	
	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 B1	OPrescribed particulars of rights attached to shares
Class of share	C Ordinary	The particulars are a particulars of any voting rights,
Prescribed particulars •	On a return of capital, whether by way of liquidation, capital reduction, or otherwise, the Surplus Assets shall be applied in the following manner and in the following priority (a) first to the A1 Shareholder(s), the A2 Shareholder(s) and the C Shareholder(s) pro rata to the number of A1 Shares, A2 Shares, or C Shares (as the case may be) held by them until the aggregate amount of the Surplus Assets so distributed is equal to the aggregate nominal value of the A1 Shares, A2 Shares and C Shares then in issue, (b) thereafter, to the extent any Surplus Assets remain, they shall be distributed to the B Shareholder(s) pro rata to the number of B Shares held by them, until the aggregate amount of the Surplus Assets so distributed is equal to the aggregate nominal value of the B Shares then in issue, and (c) thereafter, to the extent any Surplus Assets remain, to the A1 Shareholder(s), A2 Shareholders and C Shareholder(s) pro rata to the number of A1 Shares, A2 Shares or C Shares (as the case may be) held by them, save that this article shall not apply to any redemption or repurchase of B Shares (whether out of share capital or distributable profits)	including rights that arise only in certain circumstances, biparticulars of any rights, as respects dividends, to participate in a distribution, ciparticulars of any rights, as respects capital, to participate in distribution (including on winding up), and distribution (including on winding up), and distribution ciparticipate in distribution of the 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.

B2	Prescribed particulars	
	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 B1	OPrescribed particulars of rights attached to shares
Class of share	C Ordinary	The particulars are a particulars of any voting rights,
Prescribed particulars •	(1) None of the Directors, the company, the A1 Shareholder, the A2 Shareholder, the B Shareholder or the C Shareholder shall convene or hold any general meeting of the shareholders or propose any written resolution of the shareholders (or the executing of any other document or the taking of any other steps which would have a similar effect) or take any steps to procure any of the foregoing unless, in each case, they are required by applicable law to do so, in which case the only resolutions which shall be put to the shareholders at such meeting or by way of written resolution shall be those which are required by applicable law to be so put (2) Where the company proposes to put a resolution to the vote at a general meeting, the company shall circulate to the shareholders in advance of that meeting all information that is required to be so circulated by applicable law as well as such information as the company considers reasonably necessary in order for the shareholders to be properly informed about the subject matter of the proposed resolution 61 Voting general () (3) The C Shares shall not confer any rights on a holder of such shares to attend, speak or vote at a general meeting of the company () 67 Class meetings The provisions of the articles relating to general meetings shall apply, with any necessary modifications, to any separate general meeting of the holders of shares of a class	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

CS01- additional information page Confirmation statement

G1 Relevant legal entity (RLE) particulars

How to fill in this table

- Enter the particulars relating to this RLE currently entered in the PSC register in column 1
- Use column 2 to indicate information that was previously entered in the register (if applicable)
- Give the date of any change from previous to current information
- If you need to show more than one change to any of the particulars use a continuation page
- If you need to enter more than 1 date on which an RLE became (or ceased to be) registrable, use a continuation page

RLE details

0 6

0 4

	1) Current	2) Previous	Date of change
Corporate or firm name	INTERNATIONAL CONSOLIDATED AIRLINES GROUP SA		/ /
Building name/ number	EL CASERIO, IBERIA ZONA INDUSTRIAL NO 2		1 1
Street	CAMINO DE LA MUNOZA		
Post town	MADRID		
Postcode	28042		
Country			

Legal form and governing law

12 0 16

Please give details of the legal form of the RLE and the law by which it is governed. If applicable, please also give details of the register of companies in which it is entered (including the country/state) and its registration number in that register.

	1) Current	2) Previous	Date of change	
Legal form of the corporate body or firm	SPANISH PUBLIC COMPANY -SOCIEDAD ANONIMA	:	1 1	
Governing law	LAW OF SPAIN		1 1	
If applicable,register in which the RLE is entered	MADRID MERCANTILE REGISTER		1 1	
Country/State	SPAIN		1 1	
Registration number	M-492,129		1 1	
Date that this RLE be (This cannot be befor		Date (if applicable) that this RLE ceased to be	registrable	

CS01- additional information page Confirmation statement

G2 RLE nature of control

How to fill in this table

- Put a tick against the current nature of control relating to this RLE entered in the PSC register in column 1
- Use column 2 to indicate any nature of control that was previously entered in the register
- Show any changes in chronological order (starting with the most recent) and give the date of change from previous to current information
- If you need to show more than 1 change, please use a continuation page

1) Current (as at the confirmation statement date)	2) Previous	Date of change
Nature of control	Nature of control	
Ownership of shares	Ownership of shares	1 1
1 The RLE holds, directly or indirectly, the following percentage of shares in the company (tick only one)		
1a) more than 25% but not more than 50%	□ 1a	
1b) more than 50% but less than 75%	☐ 1b	
1c) 75% or more	☐ 1c	
Ownership of voting rights	Ownership of voting rights	1 1
2 The RLE holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)		
2a) more than 25% but not more than 50%	☐ 2a	
2b)more than 50% but less than 75%	□ 2b	
2c) 75% or more	2c	
Ownership of right to appoint/ remove directors	Ownership of right to appoint/ remove directors	1 1
The RLE holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company	□ 3	

Only complete this section if none of the above apply

1) Current	2) Previous	Date of change
The RLE has the right to exercise, or actually exercises, significant influence or control over the company	The RLE has the right to exercise, or actually exercises, significant influence or control over the company	1 1

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Relevant legal entity (RLE) particulars

RLE details

	1) Current	2) Previous	Date of change
Corporate or firm name	LDC (NCS) LIMITED		1 1
Building name/ number	FIFTH FLOOR , 100		1 1
Street	WOOD STREET		1
Post town	LONDON		
Postcode	EC2V 7EX		
Country	UNITED KINGDOM		

Legal form and governing lawPlease give details of the legal form of the RLE and the law by which it is governed. If applicable, please also give details of the register of companies in which it is entered (including the country/state) and its registration number in that register

	1) Current	2) Previous	Date of change
Legal form of the corporate body or firm	PRIVATE LIMITED COMPANY		1 1
Governing law	LAW OF ENGLAND AND WALES		1 1
If applicable,register in which the RLE is entered	COMPANIES HOUSE		1 1
Country/State	ENGLAND		
Registration number	07384180		1 1

Date that this RLE became registrable (This cannot be before 06/04/2016)	06/04/2016	Date (if applicable) that this RLE ceased to be registrable
	· · ·	

G2 RLE nature of control	, 5,5	
1) Current (as at the confirmation statement date)	2) Previous	Date of change
Nature of control	Nature of control	
Ownership of shares	Ownership of shares	1 1
1 The RLE holds, directly or indirectly, the following percentage of shares in the company (tick only one)		
1a) more than 25% but not more than 50%	□ 1a	
1b) more than 50% but less than 75%	☐ 1b	
1c) 75% or more	☐ 1c	
Ownership of voting rights	Ownership of voting rights	1 1
2 The RLE holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)		
2a) more than 25% but not more than 50%	☐ 2a	
2b)more than 50% but less than 75%	2b	
2c) 75% or more	2c	
Ownership of right to appoint/ remove directors	Ownership of right to appoint/ remove directors	1 1
The RLE holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company	3	
Only complete this section if none of	of the above apply	
1) Current	2) Previous	Date of change
The RLE has the right to exercise, or actually exercises, significant influence or control over the company	The RLE has the right to exercise, or actually exercises, significant influence or control over the company	1 1