

AR01

# Annual Return

(For returns made up to a date on or **after 1 October 2011**)

BLUEPRINT

OneWorld

**A fee is payable with this form**  
Please see 'How to pay' on the  
last page.

**You can use the WebFiling service to file this form online.**

Please go to [www.comp](http://www.comp)

☒ **What this form is for**  
You may use this form to confirm  
that the company information is  
correct as at the date of this return.  
You must file an Annual Return at  
least once every year.

☒ **What this form is NOT**  
You cannot use this form  
notice of changes to the  
officers, registered office  
company type or inform:  
relating to the company

TUESDAY



\*A4DL01TV\*  
A29 11/08/2015 #49  
COMPANIES HOUSE

## Part 1

## Company details

The section must be completed by all companies.

→ **Filling in this form**  
Please complete in typescript or in  
bold black capitals.

All fields are mandatory unless  
specified or indicated by \*

### A1 Company details

Company number 0 1 7 7 7 7 7 7

Company name in full **1** British Airways Plc

**1 Company name change**  
If your company has recently  
changed its name, please provide  
the company name as at the date of  
this return.

### A2 Return date

Please give the annual return made up date. The return date must not be a future  
date. The annual return must be delivered within 28 days of the date given below.

If you would like the company's made up date to be earlier than 1 October 2011,  
please complete the AR01 appropriate for earlier made up dates.

Date of this return **2** d 3 d 1 m 0 m 7 y 2 y 0 y 1 y 5

**2 Date of this return**  
Your company's return date  
is usually the anniversary of  
incorporation or the anniversary  
of the last annual return filed at  
Companies House. You may choose  
an earlier return date but it must not  
be a later date.

### A3 Principal business activity

Please show the trade classification code number(s) for the principal  
activity or activities. **3**

Classification code 1 5 1 1 0 1

Classification code 2 5 1 1 0 2

Classification code 3 5 2 2 4 2

Classification code 4 5 2 2 3 0

If you cannot determine a code, please give a brief description of your  
business activity below:

Principal activity  
description

**3 Principal business activity**  
You must provide a trade  
classification code (SIC code 2007)  
or a description of your company's  
main business in this section.  
  
A full list of the trade classification  
codes are available on our website:  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

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A4

Company type<sup>①</sup>

Please confirm your company type by ticking the appropriate box below (only one box must be ticked):

- ☒ Public limited company  
☐ Private company limited by shares  
☐ Private company limited by guarantee  
☐ Private company limited by shares exempt under section 60  
☐ Private company limited by guarantee exempt under section 60  
☐ Private unlimited company with share capital  
☐ Private unlimited company without share capital

## ① Company type

If you are unsure of your company type, please check your latest certificate of incorporation or our website:  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

A5

Registered office address<sup>②</sup>

Building name/number	Waterside
Street	P O Box 365
Post town	Harmondsworth
County/Region	
Postcode	U B 7 0 G B

## ② Change of registered office

This must agree with the address that is held on the Companies House record at the date of this return.

If the registered office address has changed, you should complete form AD01 and submit it together with this annual return.

A6

Single alternative inspection location (SAIL) of the company records (if applicable)<sup>③</sup>

Building name/number	Computershare Services Plc
Street	The Pavilions Bridgewater Road
Post town	Bristol
County/Region	
Postcode	B S 1 3 8 A E

## ③ SAIL address

This must agree with the address that is held on the Companies House record at the date of this return.

If the address has changed, you should complete form AD02 and submit it together with this annual return.

A7

Location of company records<sup>④</sup>

Please tick the appropriate box to indicate which records are kept at the SAIL address in Section A6:

- ☒ Register of members.  
☐ Register of directors.  
☐ Directors' service contracts.  
☐ Directors' indemnities.  
☐ Register of secretaries.  
☐ Records of resolutions etc.  
☐ Contracts relating to purchase of own shares.  
☐ Documents relating to redemption or purchase of own share out of capital by private company.  
☐ Register of debenture holders.  
☒ Report to members of outcome of investigation by public company into interests in its shares.  
☒ Register of interests in shares disclosed to public company.  
☐ Instruments creating charges and register of charges: England and Wales or Northern Ireland.  
☐ Instruments creating charges and register of charges: Scotland.

## ④ Location of company records

If the company records are held at the registered office address, do not tick any of the boxes in this section.

Certain records must be kept by every company while other records are only kept by certain company types where appropriate.

If the records are not kept at the SAIL address, they must be available at the registered office.

If any of the company records have moved from the registered office to the address in Section A6 since the last annual return, you must complete form AD03 and submit it together with this annual return.

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## Annual Return

(For returns made up to a date on or after 1 October 2011)

## Part 2

## Officers of the company

This section should include details of the company at the date to which this annual return is made up.

- For a **secretary** who is an individual, go to **Section B1**.
- For a **corporate secretary**, go to **Section C1**.
- For a **director** who is an individual, go to **Section D1**.
- For a **corporate director**, go to **Section E1**.

## Continuation pages

Please use a continuation page if you need to enter more officer details.

## Secretary

## B1

Secretary's details <sup>①</sup>

Please use this section to list all the secretaries of the company.  
For a corporate secretary, complete Section C1-C4.

Title*	Mr
Full forename(s)	Andrew Ian
Surname	Fleming
Former name(s) <sup>②</sup>	

<sup>①</sup> Secretary appointments

You may not use this form to appoint a secretary. To do this, please complete form AP03 and submit it together with this annual return.

## Corporate details

Please use Section C1-C4 to enter corporate secretary details.

## Secretary details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH03.

<sup>②</sup> Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

## B2

Secretary's service address <sup>③</sup>

Building name/number	Waterside		
Street	PO Box 365		
	Speedbird Way		
Post town	Harmondsworth		
County/Region			
Postcode	U	B	7 0 G B
Country	United Kingdom		

<sup>③</sup> Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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**Corporate secretary**

<b>C1</b>	<b>Corporate secretary's details <sup>①</sup></b>	<b>① Corporate secretary appointments</b> You cannot use this form to appoint a corporate secretary. To do this, please complete form AP04 and submit it together with this annual return.  <b>Corporate secretary details</b> All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH04.  This information will appear on the public record.
	Please use this section to list all the corporate secretaries of the company.	
Corporate body/firm name		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
<b>C2</b>	<b>Location of the registry of the corporate body or firm</b>	
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete <b>Section C3 only</b> → No Complete <b>Section C4 only</b>	
<b>C3</b>	<b>EEA companies <sup>②</sup></b>	<b>② EEA</b> A full list of countries of the EEA can be found in our guidance: <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a>  <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	
Where the company/firm is registered <sup>③</sup>		
Registration number		
<b>C4</b>	<b>Non-EEA companies</b>	<b>④ Non-EEA</b> Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered <sup>④</sup>		
If applicable, the registration number		

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## Director

D1

Director's details <sup>①</sup>

	Please use this section to list all the directors of the company. For a corporate director, complete Section E1-E4.															
Title*	Mr															
Full forename(s)	Garrett Anthony															
Surname	Copeland															
Former name(s) <sup>②</sup>																
Country/State of residence	UK															
Nationality	Irish															
Date of birth	d	3	d	0	m	0	m	6	y	1	y	9	y	5	y	9
Business occupation (if any)	Engineer															

<sup>①</sup> Director appointments

You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

## Corporate details

Please use Section E1-E4 to enter corporate director details.

## Director details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

<sup>②</sup> Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2

Director's service address <sup>③</sup>

Building name/number	Waterside												
Street	Speedbird Way												
Post town	Harmondsworth												
County/Region													
Postcode	U	B	7		0	G	B						
Country	United Kingdom												

<sup>③</sup> Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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## Annual Return

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## Director

D1 Director's details <sup>①</sup>	
Please use this section to list all the directors of the company. <b>For a corporate director, complete Section E1-E4.</b>	
Title*	Mr
Full forename(s)	Andrew George
Surname	Crawley
Former name(s) <sup>②</sup>	
Country/State of residence	UK
Nationality	British
Date of birth	<div>d1</div> <div>d3</div> <div>m1</div> <div>m2</div> <div>y1</div> <div>y9</div> <div>y6</div> <div>y6</div>
Business occupation (if any)	Airline Executive

**① Director appointments**  
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

**Corporate details**  
Please use Section E1-E4 to enter corporate director details.

**Director details**  
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

**② Former name(s)**  
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2 Director's service address <sup>③</sup>	
Building name/number	Waterside
Street	PO Box 365 Speedbird Way
Post town	Harmondsworth
County/Region	
Postcode	<div>U</div> <div>B</div> <div>7</div> <div></div> <div>0</div> <div>G</div> <div>B</div> <div></div>
Country	United Kingdom

**③ Service address**  
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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## Annual Return

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### Director

D1 Director's details <sup>①</sup>	
Please use this section to list all the directors of the company. For a corporate director, complete Section E1-E4.	
Title*	
Full forename(s)	Gavin Echlin
Surname	Patterson
Former name(s) <sup>②</sup>	
Country/State of residence	United Kingdom
Nationality	British
Date of birth	<div>d</div> <div>0</div> <div>d</div> <div>6</div> <div>m</div> <div>0</div> <div>m</div> <div>9</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>6</div> <div>y</div> <div>7</div>
Business occupation (if any)	Company Director

**① Director appointments**  
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

**Corporate details**  
Please use Section E1-E4 to enter corporate director details.

**Director details**  
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

**② Former name(s)**  
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2 Director's service address <sup>③</sup>	
Building name/number	Bt Centre
Street	81 Newgate Street
Post town	London
County/Region	
Postcode	<div>E</div> <div>C</div> <div>1</div> <div>A</div> <div></div> <div>7</div> <div>A</div> <div>J</div>
Country	United Kingdom

**③ Service address**  
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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## Annual Return

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### Director

D1 Director's details <sup>①</sup>	
Please use this section to list all the directors of the company. <b>For a corporate director, complete Section E1-E4.</b>	
Title*	Mrs
Full forename(s)	Alison Clare
Surname	Reed
Former name(s) <sup>②</sup>	
Country/State of residence	United Kingdom
Nationality	British
Date of birth	<div> <div>d</div> <div>2</div> <div>d</div> <div>2</div> <div>m</div> <div>1</div> <div>m</div> <div>2</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>5</div> <div>y</div> <div>6</div> </div>
Business occupation (if any)	Accountant

**① Director appointments**  
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

**Corporate details**  
Please use Section E1-E4 to enter corporate director details.

**Director details**  
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

**② Former name(s)**  
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2 Director's service address <sup>③</sup>	
Building name/number	Waterside
Street	PO Box 365
Post town	Harmondsworth
County/Region	
Postcode	<div> <div>U</div> <div>B</div> <div>7</div> <div></div> <div>0</div> <div>G</div> <div>B</div> <div></div> </div>
Country	England

**③ Service address**  
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.



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### Director

**D1**

#### Director's details <sup>①</sup>

Please use this section to list all the directors of the company.  
**For a corporate director, complete Section E1-E4.**

Title*	
Full forename(s)	Julia Elizabeth
Surname	Simpson
Former name(s) <sup>②</sup>	
Country/State of residence	United Kingdom
Nationality	British
Date of birth	d <sub>1</sub> d <sub>5</sub> m <sub>0</sub> m <sub>5</sub> y <sub>1</sub> y <sub>9</sub> y <sub>5</sub> y <sub>8</sub>
Business occupation (if any)	Company Director

#### ① Director appointments

You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

#### Corporate details

Please use Section E1-E4 to enter corporate director details.

#### Director details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

#### ② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

**D2**

#### Director's service address <sup>③</sup>

Building name/number	2
Street	World Business Centre, Newall Road London Heathrow Airport
Post town	Hounslow
County/Region	
Postcode	T W 6 2 S F
Country	United Kingdom

#### ③ Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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## Annual Return

(For returns made up to a date on or **after 1 October 2011**)

### Director

D1 Director's details <sup>①</sup>	
Please use this section to list all the directors of the company. <b>For a corporate director, complete Section E1-E4.</b>	
Title*	Mr
Full forename(s)	Kenneth Peter Ross
Surname	Smart
Former name(s) <sup>②</sup>	
Country/State of residence	UK
Nationality	British
Date of birth	<div> <div>d</div> <div>2</div> <div>d</div> <div>8</div> <div>m</div> <div>0</div> <div>m</div> <div>4</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>4</div> <div>y</div> <div>6</div> </div>
Business occupation (if any)	Aviation Safety Specialist

**① Director appointments**  
You cannot use this form to appoint a director. To do this, please complete form **AP01** and submit it together with this annual return.

**Corporate details**  
Please use **Section E1-E4** to enter corporate director details.

**Director details**  
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form **CH01**.

**② Former name(s)**  
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2 Director's service address <sup>③</sup>	
Building name/number	Waterside
Street	PO Box 365
Post town	Harmondsworth
County/Region	
Postcode	<div> <div>U</div> <div>B</div> <div>7</div> <div></div> <div>0</div> <div>G</div> <div>B</div> <div></div> </div>
Country	England

**③ Service address**  
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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## Annual Return

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### Director

<b>D1</b>	<b>Director's details <sup>①</sup></b>	<b>① Director appointments</b> You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.  <b>Corporate details</b> Please use Section E1-E4 to enter corporate director details.  <b>Director details</b> All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.  <b>② Former name(s)</b> Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.																
	Please use this section to list all the directors of the company. <b>For a corporate director, complete Section E1-E4.</b>																	
Title*	Mr																	
Full forename(s)	Nicholas																	
Surname	Swift																	
Former name(s) <sup>②</sup>																		
Country/State of residence	United Kingdom																	
Nationality	British																	
Date of birth	<table><tr><td>d</td><td>1</td><td>d</td><td>4</td><td>m</td><td>0</td><td>m</td><td>6</td><td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>6</td><td>y</td><td>4</td></tr></table>		d	1	d	4	m	0	m	6	y	1	y	9	y	6	y	4
d	1		d	4	m	0	m	6	y	1	y	9	y	6	y	4		
Business occupation (if any)	Chief Financial Officer																	

<b>D2</b>	<b>Director's service address <sup>③</sup></b>	<b>③ Service address</b> If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.  This information will appear on the public record.								
Building name/number	Waterside									
Street	Speedbird Way									
Post town	Harmondsworth									
County/Region										
Postcode	<table><tr><td>U</td><td>B</td><td>7</td><td></td><td>0</td><td>G</td><td>B</td><td></td></tr></table>		U	B	7		0	G	B	
U	B		7		0	G	B			
Country	United Kingdom									

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## Annual Return

(For returns made up to a date on or **after 1 October 2011**)

### Director

D1 Director's details <sup>①</sup>	
Please use this section to list all the directors of the company. <b>For a corporate director, complete Section E1-E4.</b>	
Title*	Mr
Full forename(s)	Keith
Surname	Williams
Former name(s) <sup>②</sup>	
Country/State of residence	United Kingdom
Nationality	British
Date of birth	<div> <div>d</div> <div>1</div> <div>d</div> <div>3</div> <div>m</div> <div>0</div> <div>m</div> <div>5</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>5</div> <div>y</div> <div>6</div> </div>
Business occupation (if any)	Accountant

**① Director appointments**  
You cannot use this form to appoint a director. To do this, please complete form **AP01** and submit it together with this annual return.

**Corporate details**  
Please use **Section E1-E4** to enter corporate director details.

**Director details**  
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form **CH01**.

**② Former name(s)**  
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2 Director's service address <sup>③</sup>	
Building name/number	Waterside
Street	Speedbird Way
Post town	Harmondsworth
County/Region	
Postcode	<div> <div>U</div> <div>B</div> <div>7</div> <div></div> <div>0</div> <div>G</div> <div>B</div> <div></div> </div>
Country	United Kingdom

**③ Service address**  
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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**Corporate director****E1 Corporate director's details <sup>①</sup>**

Please use this section to list all the corporate director's of the company.

Corporate body/firm  
name

Building name/number

Street

Post town

County/Region

Postcode

Country

**① Corporate director appointments**  
You cannot use this form to appoint a corporate director. To do this, please complete form AP02 and submit it together with this annual return.

**Corporate director details**  
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH02.

This information will appear on the public record.

**E2 Location of the registry of the corporate body or firm**

Is the corporate director registered within the European Economic Area (EEA)?

→ Yes Complete **Section E3 only**→ No Complete **Section E4 only****E3 EEA companies <sup>②</sup>**

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/  
firm is registered <sup>③</sup>

Registration number

**② EEA**

A full list of countries of the EEA can be found in our guidance:  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**③** This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

**E4 Non-EEA companies**

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the  
corporate body  
or firm

Governing law

If applicable, where  
the company/firm is  
registered <sup>④</sup>If applicable, the  
registration number**④ Non-EEA**

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

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**Part 3****Statement of capital<sup>1</sup>**

Does your company have share capital?

→ **Yes** Complete the sections below and the following **Part 4**.→ **No** Go to **Part 5 (Signature)**.<sup>1</sup> This should reflect the company's capital status at the made up date of this annual return.**F1 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 F1** and then go to **Section F4**.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share <sup>2</sup>	Amount (if any) unpaid on each share <sup>2</sup>	Number of shares <sup>3</sup>	Aggregate nominal value <sup>4</sup>
A1	£1,271.15711331	NIL	896,700	£ 259,771,984.00
A2	£869.09686279	NIL	99,308	£ 28,769,423.75
B	£1.00	NIL	1,000,000	£ 1,000,000.00
C	£3881.33	NIL	147,963	£ 147,963.00
<b>Totals</b>			2,143,971	£ 289,689,370.75

**F2 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 2	Amount (if any) unpaid on each share 2	Number of shares 3	Aggregate nominal value 4
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ②	Amount (if any) unpaid on each share ②	Number of shares ③	Aggregate nominal value ④
Totals				

**F3 Totals**

Please give the total number of shares and total aggregate nominal value of issued share capital.

Total number of shares	2,143,971
Total aggregate nominal value <sup>5</sup>	£289,689,370.75

<sup>5</sup> **Total aggregate nominal value**  
Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.<sup>2</sup> Including both the nominal value and any share premium.<sup>4</sup> Number of shares issued multiplied by nominal value of each share.**Continuation Pages**

Please use a Statement of Capital continuation page if necessary.

<sup>3</sup> Total number of issued shares in this class.

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Annual Return

(For returns made up to a date on or after 1 October 2011)

**F4**

**Statement of capital (Voting rights)**

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**.

Class of share

A1

Voting rights

See continuation sheets

Class of share

A2

Voting rights

See continuation sheets

Class of share

B

Voting rights

See continuation sheets

Class of share

C

Voting rights

See continuation sheets

# AR01 - continuation page

## Annual Return

(For returns made up to a date on or **after 1 October 2011**)

F4	Statement of capital (Voting rights)
Class of share	A1 (Page 1)
Voting rights	<p data-bbox="336 416 858 450">45. Dividends and other distributions: general</p> <p data-bbox="336 483 1487 887">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.</p> <p data-bbox="336 920 571 954">53. Return of capital</p> <p data-bbox="336 987 1430 1055">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:</p> <p data-bbox="336 1055 1487 1189">(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;</p> <p data-bbox="336 1189 1487 1256">(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</p> <p data-bbox="336 1256 1487 1391">(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,</p> <p data-bbox="336 1391 1445 1458">save that this article shall not apply to any redemption or repurchase of B Shares (whether out of share capital or distributable profits).</p>



# AR01 - continuation page

## Annual Return

(For returns made up to a date on or after 1 October 2011)

F4	Statement of capital (Voting rights)
Class of share	A1 (Page 2)
Voting rights	<p>55. Convening General Meetings</p> <p>(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.</p> <p>(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.</p> <p>61. Voting: general</p> <p>(1) All resolutions put to the vote of a general meeting shall be decided on a poll rather than on a show of hands.</p> <p>(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.</p> <p>(...)</p> <p>(4) The A2 Shareholder shall vote as directed by the A1 Shareholder in respect of all shareholders' resolutions.</p> <p>67. Class meetings</p> <p>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.</p>

# AR01 - continuation page

## Annual Return

(For returns made up to a date on or after 1 October 2011)

**F4**

### Statement of capital (Voting rights)

Class of share	A2 (Page 1)
Voting rights	<p>45. Dividends and other distributions: general</p> <p>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.</p> <p>53. Return of capital</p> <p>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:</p> <p>(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;</p> <p>(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</p> <p>(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,</p> <p>save that this article shall not apply to any redemption or repurchase of B Shares (whether out of share capital or distributable profits).</p>

# AR01 - continuation page

## Annual Return

(For returns made up to a date on or **after 1 October 2011**)

**F4**

### Statement of capital (Voting rights)

Class of share	A2 (Page 2)
Voting rights	<p>55. Convening General Meetings</p> <p>(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.</p> <p>(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.</p> <p>61. Voting: general</p> <p>(1) All resolutions put to the vote of a general meeting shall be decided on a poll rather than on a show of hands.</p> <p>(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.</p> <p>(...)</p> <p>(4) The A2 Shareholder shall vote as directed by the A1 Shareholder in respect of all shareholders' resolutions.</p> <p>67. Class meetings</p> <p>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.</p>

# AR01 - continuation page

## Annual Return

(For returns made up to a date on or **after 1 October 2011**)

F4	Statement of capital (Voting rights)
Class of share	B (Page 1)
Voting rights	<p data-bbox="339 416 922 450">38. Right of redemption or transfer of the B Shares</p> <p data-bbox="339 483 1495 685">(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.</p> <p data-bbox="339 689 1495 824">(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 (...):</p> <p data-bbox="339 828 379 857">(...)</p> <p data-bbox="339 862 1495 958">(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.</p> <p data-bbox="339 963 379 992">(...)</p> <p data-bbox="339 1025 628 1055">(continued on next page)</p>

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## Annual Return

(For returns made up to a date on or **after 1 October 2011**)

F4	Statement of capital (Voting rights)
Class of share	B (Page 2)
Voting rights	<p>38. Right of redemption or transfer of the B Shares</p> <p>(continued from previous page)</p> <p>(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.</p> <p>(5) The provisions (...) 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.</p>

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## Annual Return

(For returns made up to a date on or **after 1 October 2011**)

F4	Statement of capital (Voting rights)
Class of share	B (Page 3)
Voting rights	<p>39. Obligations on transfer or redemption of B Shares</p> <p>(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.</p> <p>(...)</p> <p>(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) (...):</p> <p>(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</p> <p>(b) the company shall hold the (...) redemption proceeds, in trust for the B Shareholder.</p> <p>(...)</p> <p>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.</p>

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## Annual Return

(For returns made up to a date on or after 1 October 2011)

**F4**

### Statement of capital (Voting rights)

Class of share	B (Page 4)
Voting rights	<p>40. Redemption of B Shares</p> <p>(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").</p> <p>(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.</p> <p>(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.</p> <p>(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.</p>

# AR01 - continuation page

## Annual Return

(For returns made up to a date on or **after 1 October 2011**)

F4	Statement of capital (Voting rights)
Class of share	B (Page 5)
Voting rights	<p data-bbox="336 416 858 450">45. Dividends and other distributions: general</p> <p data-bbox="336 483 1495 887">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.</p> <p data-bbox="336 920 571 954">53. Return of capital</p> <p data-bbox="336 987 1495 1458">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).</p>



# AR01 - continuation page

## Annual Return

(For returns made up to a date on or after 1 October 2011)

**F4**

### Statement of capital (Voting rights)

Class of share	B (Page 6)
Voting rights	<p>55. Convening General Meetings</p> <p>(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.</p> <p>(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.</p> <p>61. Voting: general</p> <p>(1) All resolutions put to the vote of a general meeting shall be decided on a poll rather than on a show of hands.</p> <p>(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.</p> <p>(...)</p>

# AR01 - continuation page

## Annual Return

(For returns made up to a date on or **after 1 October 2011**)

F4	Statement of capital (Voting rights)
Class of share	B (Page 7)
Voting rights	<p>62. Voting: B Shareholder</p> <p>(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.</p> <p>(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:</p> <p>(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</p> <p>(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,</p> <p>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.</p> <p>(continued on next page)</p>

# AR01 - continuation page

## Annual Return

(For returns made up to a date on or after 1 October 2011)

F4	Statement of capital (Voting rights)
Class of share	B (Page 8)
Voting rights	<p>62. Voting: B Shareholder</p> <p>(continued from previous page)</p> <p>(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 has been held. At such 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 be treated as being magnified so that such 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 as is as close to 50% of the resulting 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. 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.</p> <p>(continued on next page)</p>

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## Annual Return

(For returns made up to a date on or after 1 October 2011)

F4	Statement of capital (Voting rights)
Class of share	B (Page 9)
Voting rights	<p data-bbox="339 423 639 452">62. Voting: B Shareholder</p> <p data-bbox="339 490 699 519">(continued from previous page)</p> <p data-bbox="339 557 1497 954">(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).</p> <p data-bbox="339 960 1458 1023">(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.</p> <p data-bbox="339 1030 1497 1122">(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.</p> <p data-bbox="339 1160 560 1189">67. Class meetings</p> <p data-bbox="339 1196 1358 1258">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.</p>

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## Annual Return

(For returns made up to a date on or **after 1 October 2011**)

F4	Statement of capital (Voting rights)
Class of share	C (Page 1)
Voting rights	<p data-bbox="336 416 861 450">45. Dividends and other distributions: general</p> <p data-bbox="336 483 1495 887">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.</p> <p data-bbox="336 920 571 954">53. Return of capital</p> <p data-bbox="336 987 1495 1458">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).</p>

# AR01 - continuation page

## Annual Return

(For returns made up to a date on or after 1 October 2011)

F4	Statement of capital (Voting rights)
Class of share	C (Page 2)
Voting rights	<p>55. Convening General Meetings</p> <p>(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.</p> <p>(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.</p> <p>61. Voting: general</p> <p>(...)</p> <p>(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.</p> <p>(...)</p> <p>67. Class meetings</p> <p>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.</p>

AR01

Annual Return

(For returns made up to a date on or after 1 October 2011)

**Part 4****Shareholders**

Does your company have share capital?

- **Yes** go to **Section G1** 'Companies with share capital'.  
 → **No** Go to **Part 5 (Signature)**.

**G1****Companies with share capital**

Question 1

Were any of the company's shares admitted to trading on a market at any time during this return period? Please tick the appropriate box below: ①

- ☒ **No** go to **Section G2** 'Past and present shareholders'.  
☐ **Yes** go to **Question 2**.

Question 2

Please only refer to Question 2 below if you have answered 'Yes' to Question 1. If you answered 'No', please go to Section G2 'Past and present shareholders'.

Did the company, throughout the return period, have any shares admitted to trading on a relevant market and was it, throughout the return period, an issuer to which DTR5 applies?(3) Please tick the appropriate box below: ②

- ☐ **No** go to **Section G4** 'Shareholders who hold at least 5% of any class of shares of the company as at the made up date of the return'.  
☐ **Yes** go to **Part 5 'Signature'**

① A market is one established under the rules of a UK recognised investment exchange or any other regulated markets in or outside of the UK, or any other market outside of the UK. The current UK recognized investment exchanges and regulated markets can be found at: [www.fsa.gov.uk/register/exchanges.do](http://www.fsa.gov.uk/register/exchanges.do)

② DTR5 refers to the Vote Holder and Issuer Notification Rules contained in Chapter 5 of the Disclosure and Transparency Rules source book issued by the Financial Services Authority. Notification is required when the percentage acquisition of a shareholder in the company has reached a certain threshold (starting at 3%).

**G2****List of past and present shareholders ③**

The company is required to provide a full list of past and present shareholders if one was not included with either of the last two returns. Please tick the appropriate box below:

- ☐ There were no shareholder changes in this period. Go to **Part 5 (Signature)**.  
☒ A full list of shareholders is enclosed.  
☐ A list of shareholder changes is enclosed.

How is the list of shareholders enclosed. Please tick the appropriate box below:

- ☒ The list of shareholders is enclosed on paper. Go to **Section G3**. 'List of past and present shareholders'  
☐ The list of shareholders is enclosed in another format. Go to **Part 5 (Signature)**.

③ This section only applies to companies answering 'No' in Section G1.

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Annual Return

(For returns made up to a date on or after 1 October 2011)

G3

**List of past and present shareholders<sup>1</sup>**

Changes during this period to shareholders' particulars or details of the amount of stock or shares transferred must be completed each year.

You must provide a 'full list' of all company shareholders on:

- The company's first annual return following incorporation;
- Every third annual return after a full list has been provided.

<sup>1</sup> Please list the company shareholders in alphabetical order.

Joint shareholders should be listed consecutively.

**Further shareholders**

Please use a 'List of past and present shareholders' continuation page if necessary.

This section only applies to companies answering 'No' to Question 1 in Section G1.

Shareholder's Name (Address not required)	Class of share	Shares or stock currently held	Shares or stock transferred (if appropriate)	
		Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
International Consolidated Airlines Group S.A.	A1	896,700		/ /
Iberia Líneas Aéreas de España Sociedad Anónima Operadora	A2	99,308		/ /
L D C (NCS) Limited	B	1,000,000		/ /
International Consolidated Airlines Group S.A.	C	147,963		/ /
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(For returns made up to a date on or **after 1 October 2011**)

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AR01

Annual Return

(For returns made up to a date on or after 1 October 2011)

## Part 5

## Signature

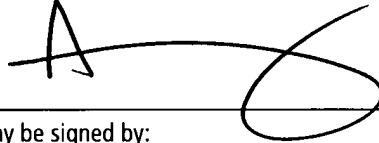
This must be completed by all companies.

I am signing this form on behalf of the company.

Signature

Signature

X



X

This form may be signed by:

Director <sup>①</sup>, Secretary, Person authorised <sup>②</sup>, Charity commission receiver and manager, CIC manager, Judicial factor.

**① 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.

**② Person authorised**

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

# AR01

## Annual Return

(For returns made up to a date on or **after 1 October 2011**)



### 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 Luke Straver

Company name Company Secretariat,

British Airways Plc

Address Waterside (HDA3)

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:**

- ☐ That if the made up date of the return is any earlier than 1 October 2011, you must complete the appropriate form AR01.
- ☐ The company name and number match the information held on the public Register.
- ☐ You have completed your principal business activity.
- ☐ You have not used this form to make changes to the registered office address.
- ☐ You have not used this form to make changes to secretary and director details.
- ☐ You have fully completed the Statement of capital (if applicable).
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee.



### Important information

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



### How to pay

**A fee of £40 is payable to Companies House in respect of an Annual Return.**

Make cheques or postal orders payable to 'Companies House.'



### 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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

**This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)**