

## SH07

# Notice of cancellation of shares held by or for a public company



**✓ What this form is for**  
You may use this form to give notice of a cancellation of shares by or for a public company

**X What this form is NOT**  
You cannot use this form  
notice of a cancellation (under section 708 of the  
Companies Act 2006. To  
please use form SH06

FRIDAY



\*LBOZ9QZH\*

**LD3**

21/01/2011

37

COMPANIES HOUSE

## 1 Company details

|                |   |   |   |   |   |   |   |  |
|----------------|---|---|---|---|---|---|---|--|
| Company number | 1 | 7 | 7 | 7 | 7 | 7 | 7 |  |
|----------------|---|---|---|---|---|---|---|--|

|                      |                     |
|----------------------|---------------------|
| Company name in full | British Airways Plc |
|----------------------|---------------------|

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

**All fields are mandatory unless specified or indicated by \***

|   |                      |
|---|----------------------|
| 2 | Date of cancellation |
|---|----------------------|

|                      |    |    |    |    |    |    |    |    |
|----------------------|----|----|----|----|----|----|----|----|
| Date of cancellation | d2 | d1 | m0 | m1 | y2 | y0 | y1 | y1 |
|----------------------|----|----|----|----|----|----|----|----|

### 3 Shares cancelled

[illegible]

**SH07****Notice of cancellation of shares held by or for a public company****Statement of capital**

**Section 4** (also **Section 5** and **Section 6** if appropriate) should reflect the company's share capital immediately following the cancellation

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

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

| Class of shares<br>(E g Ordinary/Preference etc ) | Amount paid up on each<br>share ① | Amount (if any) unpaid<br>on each share ① | Number of shares ② | Aggregate nominal<br>value ③ |
|---|-----------------------------------|---|--------------------|------------------------------|
| A2  | 0 75                              |   | 115077695          | £ 28,769,423 75              |
| A2  | 0 25                              |   | 1                  | £ 0 25                       |
|   |                                   |   |                    | £                            |
|   |                                   |   |                    | £                            |
| <b>Totals</b>                                     |                                   |   | 115077696          | £ 28,769,424 00              |

**5 Statement of capital (Share capital in other currencies)**

Please complete the table below to show any class of shares held in other currencies  
Please complete a separate table for each currency

| Currency  |                                   |   |                    |                              |
|---|-----------------------------------|---|--------------------|------------------------------|
| Class of shares<br>(E g Ordinary/Preference etc ) | Amount paid up on each<br>share ① | Amount (if any) unpaid<br>on each share ① | Number of shares ② | Aggregate nominal<br>value ③ |
|   |                                   |   |                    |                              |
|   |                                   |   |                    |                              |
| <b>Totals</b>                                     |                                   |   |                    |                              |

| Currency  |                                   |   |                    |                              |
|---|-----------------------------------|---|--------------------|------------------------------|
| Class of shares<br>(E g Ordinary/Preference etc.) | Amount paid up on each<br>share ① | Amount (if any) unpaid<br>on each share ① | Number of shares ② | Aggregate nominal<br>value ③ |
|   |                                   |   |                    |                              |
|   |                                   |   |                    |                              |
| <b>Totals</b>                                     |                                   |   |                    |                              |

**6 Statement of capital (Totals)**

|  |             |  |
|--|-------------|--|
| Please give the total number of shares and total aggregate nominal value of issued share capital |             | <b>④ Total aggregate nominal value</b><br>Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc |
| Total number of shares   | 115077696   |  |
| Total aggregate nominal value ④  | 28769424 00 |  |

① Including both the nominal value and any share premium

⑤ Number of shares issued multiplied by nominal value of each share

② Total number of issued shares in this class

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

SH07

Notice of cancellation of shares held by or for a public company

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

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Section 4** and **Section 5**

|                             |                                  |
|-----------------------------|----------------------------------|
| Class of share              | A2                               |
| Prescribed particulars<br>① | See attached continuation sheets |
| Class of share              |                                  |
| Prescribed particulars<br>① |                                  |
| Class of share              |                                  |
| Prescribed particulars<br>① |                                  |

**① Prescribed particulars of rights attached to shares**

The particulars are

- a. particulars of any voting rights, including rights that arise only in certain circumstances,
- b. particulars of any rights, as respects dividends, to participate in a distribution,
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares


A separate table must be used for each class of share

**Continuation pages**

Please use a Statement of Capital continuation page if necessary

**8 Signature**

I am signing this form on behalf of the company.

|           |   |
|-----------|---|
| Signature | Signature<br>X  X  |
|           | This form may be signed by<br>Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager |

**② Societas Europaea**


If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership


**③ Person authorised**

Under either section 270 or 274 of the Companies Act 2006


**SH07**

Notice of cancellation of shares held by or for a public company

|  |                     |
|--|---------------------|
|  <b>Presenter information</b>   |                     |
| You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record. |                     |
| Contact name   | Kulbinder Dosanjh   |
| Company name   | British Airways Plc |
|  |                     |
| Address  | Waterside (HBB3)    |
| PO Box 365   |                     |
|  |                     |
| Post town  | Harmondsworth       |
| County/Region  |                     |
| Postcode   | U B 7 0 G B         |
| Country  | United Kingdom      |
| DX   |                     |
| Telephone  | 0208 738 7603       |

|   |
|---|
|  <b>Checklist</b>              |
| We may return forms completed incorrectly or with information missing.  |
| <b>Please make sure you have remembered the following:</b>  |
| <input checked="" type="checkbox"/> The company name and number match the information held on the public Register |
| <input checked="" type="checkbox"/> You have entered the date in section 2  |
| <input checked="" type="checkbox"/> You have completed section 3  |
| <input checked="" type="checkbox"/> You have completed the relevant sections of the Statement of capital          |
| <input checked="" type="checkbox"/> You have signed the form  |

|   |
|---|
|  <b>Important information</b>  |
| Please note that all information on this form will appear on the public record.   |
|  <b>Where to send</b>  |
| You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:  |
| <b>For companies registered in England and Wales:</b><br>The Registrar of Companies, Companies House,<br>Crown Way, Cardiff, Wales, CF14 3UZ<br>DX 33050 Cardiff  |
| <b>For companies registered in Scotland:</b><br>The Registrar of Companies, Companies House,<br>Fourth floor, Edinburgh Quay 2,<br>139 Fountainbridge, Edinburgh, Scotland, EH3 9FF<br>DX ED235 Edinburgh 1<br>or LP - 4 Edinburgh 2 (Legal Post) |
| <b>For companies registered in Northern Ireland:</b><br>The Registrar of Companies, Companies House,<br>Second Floor, The Linenhall, 32-38 Linenhall Street,<br>Belfast, Northern Ireland, BT2 8BG<br>DX 481 N.R. Belfast 1.                      |

|   |
|---|
|  <b>Further information</b>  |
| For further information, please see the guidance notes on the website at <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a> or email <a href="mailto:enquiries@companieshouse.gov.uk">enquiries@companieshouse.gov.uk</a> |
| <b>This form is available in an alternative format. Please visit the forms page on the website at <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a></b>  |

# SH07 - continuation page

## Notice of cancellation of shares held by or for a public company

### 7 Statement of capital (Prescribed particulars of rights ① attached to shares)

|                        |   |
|------------------------|---|
| Class of share         | A2  |
| Prescribed particulars | <p><b>Article 5</b></p> <p>(A) Subject to the provisions of Article 5(B) below, whenever the share capital of the Company is divided into different classes of shares, the special rights attached to any class may, subject to the provisions of the Statutes, be varied or abrogated either with the consent in writing of the holders of not less than three quarters in nominal value of the issued shares of the class (excluding any shares held as treasury shares) or with the sanction of a Special Resolution passed at a separate General Meeting of the holders of the shares of the class (but not otherwise) and may be so varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding-up. To every such separate General Meeting all the provisions of these Articles relating to General Meetings of the Company and to the proceedings thereat shall mutatis mutandis apply, except that the necessary quorum shall be at least two persons entitled to vote and holding or representing by proxy at least one-third in nominal value of the issued shares of the class, excluding any shares of that class held as treasury shares, (but so that at any adjourned meeting any holder of shares of the class present in person or by proxy shall be a quorum) and that any holder of shares of the class present in person or by proxy may demand a poll and that every such holder entitled to vote shall on a poll have one vote for every share of the class held by him. The foregoing provisions of this Article shall apply to the variation or abrogation of the special rights attached to some only of the shares of any class as if each group of shares of the class differently treated formed a separate class the special rights whereof are to be varied.</p> <p><b>Article 5A</b></p> <p>Save as set out in Article 128A(B) and Article 140A, the Ordinary Shares and the A2 Shares shall have the same rights, shall be subject to the same restrictions and shall rank <i>pari passu</i> in all respects.</p> <p><b>Article 128A</b></p> <p>(A) Except as otherwise provided by paragraph (B) of this Article 128A, all dividends shall be apportioned and paid pro rata to each holder of Ordinary Shares or as the case may be A2 Shares according to the amounts paid up on such Ordinary Shares or A2 Shares (as the case may be) during any portion or portions of the period in respect of which the dividend is paid.</p> <p>(B) Where the aggregate amount of any dividend or distribution which is declared, paid or made by the Company is less than £1 00, the holders of A2 Shares shall not be entitled to receive any part of such dividend or distribution.</p> <p><b>Article 140</b></p> <p>Subject to Article 5A, Article 128A and Article 140A, the Directors may, with the sanction of an Ordinary Resolution of the Company, capitalise any sum standing to the credit of any of the Company's reserve accounts (including any share premium account, capital redemption reserve or other undistributable reserve) or any sum standing to the credit of profit and loss account (1) by appropriating such sum to the holders of Ordinary Shares or as the case may be A2 Shares on the Register at the close of business on the date of the Resolution (or such other date as may be specified therein or determined as therein provided) in proportion to their then holdings of Ordinary Shares or as the case may be A2 Shares and applying such sum on their behalf in paying up in full new Ordinary Shares or A2 Shares, as the case may be.</p> |

#### ① Prescribed particulars of rights attached to shares

The particulars are

- particulars of any voting rights, including rights that arise only in certain circumstances,
- 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
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share

# SH07 - continuation page

Notice of cancellation of shares held by or for a public company

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

|                        |  |
|------------------------|--|
| Class of share         | A2   |
| Prescribed particulars | <p><b>Article 140 (continued)</b><br/>(or, subject to any special rights previously conferred on any shares or class of shares for the time being in issue, new shares of any other class not being redeemable shares) for allotment and distribution credited as fully-paid up to and amongst them as bonus shares in the proportion aforesaid, or (2) for the purposes of and in accordance with Clause 2 of the Scheme (as defined in (and for the purposes of) Article 156) Where any amount capitalised is applied in paying up in full new shares, the Company will also be entitled to participate in the relevant distribution in relation to any shares of the relevant class held by it as treasury shares and the proportionate entitlement of the relevant class of members to the distribution will be calculated accordingly The Directors may do all acts and things considered necessary or expedient to give effect to any such capitalisation, with full power to the Directors to make such provisions as they think fit for any fractional entitlements which would arise on the basis aforesaid (including provisions whereby fractional entitlements are disregarded or the benefit thereof accrues to the Company rather than to the members concerned) The Directors may authorise any person to enter on behalf of all the members interested into an agreement with the Company providing for any such capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned</p> <p><b>Article 140A</b><br/>Notwithstanding Article 140 or any other provision in these Articles, neither the A2 Shares nor the Special Voting Share shall carry the right to participate in the capitalisations referred to in Clause 2 of the Scheme (as defined in (and for the purposes of) Article 156) of (i) the reserve arising in the Company's books of account created by the reduction of capital referred to in Clause 2 1 of the Scheme (as so defined) or (ii) the share premium account as referred to in Clause 2 3 of the Scheme (as so defined)</p> <p><b>Article 141</b><br/>In respect of any dividend proposed to be paid or declared at any time prior to or at the Annual General Meeting of the Company in 2006, and thereafter with the prior approval of an Ordinary Resolution of the Company passed at any General Meeting of the Company in respect of any dividend proposed to be paid or declared at any time prior to or at the fifth Annual General Meeting of the Company occurring after such General Meeting, the Directors may offer ordinary holders of Ordinary Shares and holders of A2 Shares (excluding any shareholder holding shares as treasury shares) the right to elect to receive in lieu of such dividend (or part thereof) an allotment of additional Ordinary Shares or A2 Shares, as the case may be, credited as fully paid In any such case the following provisions shall apply</p> <p>(A) The basis of allotment shall be determined by the Directors so that, as nearly as may be considered convenient, the value (calculated by reference to the average quotation) of the Ordinary Shares or A2 Shares, as the case may be, to be allotted in lieu of any amount of dividend shall equal such amount For such purpose the "average quotation" of an Ordinary Share and an A2 Share shall in each case be the average of the middle market quotations of the Ordinary Shares on the London Stock Exchange, as derived from the Daily Official List, on each of the first five business days (as defined in Article 47) on which the Ordinary Shares are quoted "ex" the relevant dividend</p> |

### 1 Prescribed particulars of rights attached to shares

The particulars are

- particulars of any voting rights, including rights that arise only in certain circumstances,
- 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
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

# SH07 - continuation page

## Notice of cancellation of shares held by or for a public company

### 7 Statement of capital (Prescribed particulars of rights ① attached to shares)

|                        |   |
|------------------------|---|
| Class of share         | A2  |
| Prescribed particulars | <p><b>Article 141 (continued)</b></p> <p>(B) If the Directors determine to offer such rights of election on any occasion they shall give notice in writing to the holders of Ordinary Shares and holders of A2 Shares of the right of election offered to them and shall issue forms of election and shall specify the procedures to be followed in order to exercise such right. The Directors may also offer to holders of Ordinary Shares and holders of A2 Shares the right to elect to receive Ordinary Shares or A2 Shares, as the case may be, instead of cash both in respect of the relevant dividend and in respect of future dividends not yet declared or resolved (and accordingly in respect of which the basis of allotment shall not have been determined) and shall specify the procedures to be followed in order to exercise, vary or revoke such a right of election.</p> <p>(C) The dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable on Ordinary Shares or A2 Shares, as the case may be, in respect whereof the share election has been duly exercised ("the Elected Shares"), and in lieu thereof additional shares of the relevant class shall be allotted to the holders of the Elected Shares on the basis of allotment determined as aforesaid. For such purpose the Directors shall capitalise, out of such of the sums standing to the credit of reserves (including any share premium account or capital redemption reserve fund) or profit and loss account as the Directors may determine, a sum equal to the aggregate nominal amount of the additional Ordinary Shares to be allotted on such basis and shall apply the same in paying up in full the appropriate number of new Ordinary shares for allotment and distribution to and amongst the holders of the Elected Shares on such basis.</p> <p>(D) No fraction of any share shall be allotted. The Directors may make such provisions as they think fit for any fractional entitlements including provisions whereby, in whole or in part, the benefit thereof accrues to the Company and/or under which fractional entitlements are accrued and/or retained and in each case accumulated on behalf of any shareholder and such accruals or retentions are applied to the allotment by way of bonus to or cash subscription on behalf of such ordinary shareholder of fully paid Ordinary Shares or A2 Shares, as the case may be.</p> <p>(E) The additional Ordinary Shares or A2 Shares, as the case may be, so allotted shall rank as <i>pari passu</i> in all respects with the fully-paid Ordinary Shares or A2 Shares, as the case may be, then in issue save only as regards participation in the relevant dividend.</p> <p>(F) Article 140 (capitalisation of profits and reserves) shall apply (<i>mutatis mutandis</i>) to any capitalisation made pursuant to this Article.</p> <p>(G) The Directors may on any occasion determine that rights of election shall not be made available to any holders of Ordinary Shares and holders of A2 Shares with registered addresses in any territory where in the absence of a registration statement or other special formalities the circulation of an offer or rights of election would or might be unlawful or cause problems under the requirements of any recognised regulatory body, and in such event the provisions of this Article shall be read and construed subject to such determination.</p> |

#### ① Prescribed particulars of rights attached to shares

The particulars are

- particulars of any voting rights, including rights that arise only in certain circumstances,
- 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
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share

# SH07 - continuation page

## Notice of cancellation of shares held by or for a public company

| 7   |   | Statement of capital (Prescribed particulars of rights ① attached to shares) |  |
|---|---|--|--|
| Class of share  | A2  |  |  |
| Prescribed particulars  | <p><b>Article 141 (continuation page)</b></p> <p>(H) In relation to any particular proposed dividend the Directors may in their absolute discretion withdraw the offer previously made to holders of Ordinary Shares and holders of A2 Shares to elect to receive additional Ordinary Shares or A2 Shares, as the case may be, in lieu of a cash dividend (or part thereof) at any time prior to the allotment of the additional Ordinary Shares or A2 Shares, as the case may be</p> |  |  |
| <p><b>① Prescribed particulars of rights attached to shares</b><br/>The particulars are</p> <ul style="list-style-type: none"><li>a. particulars of any voting rights, including rights that arise only in certain circumstances,</li><li>b. particulars of any rights, as respects dividends, to participate in a distribution,</li><li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li><li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares</li></ul> <p>A separate table must be used for each class of share</p> |   |  |  |