

SH01

Return of allotment of shares



You can use the WebFiling service to file this form online
Please go to www.companieshouse.gov.uk

☒ **What this form is for**
You may use this form to give
notice of shares allotted following
incorporation

☐ **What this form is NOT for**
You cannot use this form to give
notice of shares taken by subscription
on formation of the company
for an allotment of a new class of
shares by an unlimited company

THURSDAY



A45 01/04/2010 184
COMPANIES HOUSE

1 Company details

Company number 1 7 7 7 7 7 7

Company name in full British Airways Plc

→ **Filing in this form**
Please complete in typescript or in
bold black capitals
All fields are mandatory unless
specified or indicated by *

2 Allotment dates ¹

From Date d2 d2 m0 m3 y2 y0 y1 y0
To Date d d m m y y y y

1 Allotment date
If all shares were allotted on the
same day enter that date in the
'from date' box. If shares were
allotted over a period of time,
complete both 'from date' and 'to
date' boxes

3 Shares allotted

Please give details of the shares allotted, including bonus shares

2 Currency
If currency details are not
completed we will assume currency
is in pound sterling

Class of shares (E g Ordinary/Preference etc)	Currency ²	Number of shares allotted	Nominal value of each share	Amount paid (including share premium)	Amount (if any) unpaid (including share premium)
Ordinary		6369	£0 25	£2 12	£0
Ordinary		24,770	£0 25	£2 42	£0

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted

Details of non-cash
consideration

If a PLC, please attach
valuation report (if
appropriate)

Not Applicable

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Statement of capital

Section 4 (also Section 5 and Section 6, if appropriate) should reflect the company's issued capital at the date of this return

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 (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Ordinary	£1 25		720,200,000	£ 180,050,000
Ordinary	£0 75		433,442,398	£ 108,360599 50
Special Voting Share	£0 25		1	£ 0 25
See attached continuation sheet				£
Totals			1,153,642,399	£ 288,410,599 75

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 (E g Ordinary / Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

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

6	Statement of capital (Totals)
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Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares

Total aggregate nominal value ①

④ Total aggregate nominal value
Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc

① Including both the nominal value and any share premium

② Total number of issued shares in this class

① E.g. Number of shares issued multiplied by nominal value of each share

Continuation Pages

Please use a Statement of Capital continuation page if necessary

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

- ① Including both the nominal value and any share premium
- ② Total number of issued shares in this class
- ③ E.g. Number of shares issued multiplied by nominal value of each share


SH01

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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		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 page Please use a Statement of Capital continuation page if necessary
Class of share	Ordinary Shares	
Prescribed particulars ①	See attached continuation sheets	
Class of share	Special Voting Share	
Prescribed particulars ①	See attached continuation sheets	
Class of share		
Prescribed particulars ①		

8 Signature

I am signing this form on behalf of the company		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
Signature	Signature  31 March 2010 X	
This form may be signed by Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIL manager.		

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Special Voting Share	
Prescribed particulars	Article 69 (continued)	
	<p>(D) The Directors may only serve a Voting Notice on the holder of the Special Voting Share where the Directors determine that it is necessary or desirable to take steps in order to protect any Operating Right of the Company or any subsidiary of the Company or the status of the Company or such subsidiary as a United Kingdom airline by reason of the fact that -</p> <ul style="list-style-type: none"> (i) an Intervening Act has taken place, (ii) an Intervening Act is contemplated, threatened or intended, (iii) the aggregate number of Relevant Shares particulars of which are entered in the Separate Non-UK Register is such that an Intervening Act may occur or be contemplated, threatened or intended, or (iv) the ownership or control of the Company is otherwise such that an Intervening Act may occur or be contemplated, threatened or intended, <p>in the case of each of (iii) and (iv) above, taking into account (inter alia) the likelihood of further increases in the aggregate number of Relevant Non-UK Shares and/or other changes in the ownership or control of the Company</p> <p>(E) Following the delivery of a Voting Notice and until a Termination Notice has been delivered in respect of that Voting Notice, the necessary quorum for a General Meeting shall, in addition to the provisions of Articles 58 and 59, require the holder(s) of the Special Voting Share to be present in person (including, for the avoidance of doubt, by its corporate representative) or by proxy</p> <p>(F) On any resolution, the Specified Number of votes attaching to the Special Voting Share may only be cast for such resolution, cast against such resolution, or not voted in respect of such resolution in the same proportions as the proportions in which holders of UK Shares (i) have validly cast votes attaching to such UK Shares in favour of such resolution, (ii) have validly cast votes attaching to such UK Shares against such resolution, and (iii) have not cast votes attaching to such UK Shares in relation to such resolution (in the case of (iii), whether or not such holders attend or are represented at the relevant General Meeting) For the avoidance of doubt, in any case where no votes whatsoever are cast on a resolution by holders of UK Shares in respect of such shares, no votes attaching to the Special Voting Share shall be cast on the resolution</p>	

SH01 - continuation page

Return of allotment of shares

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

Class of share	Ordinary shares of 25p each
Prescribed particulars	<p>Article 11</p> <p>Without prejudice to any special rights previously conferred on the holders of any shares or class of shares for the time being issued, any share in the Company may be issued with such preferred, deferred or other special rights, or subject to such restrictions, whether as regards dividend, return of capital, voting or otherwise, as the Company may from time to time by Ordinary Resolution determine (or, in the absence of any such determination, as the Directors may determine) and subject to the provisions of the Statutes the Company may issue any shares which are, or at the option of the Company and/or the holder are liable, to be redeemed</p> <p>Article 68</p> <p>(A) Subject to paragraph (B) of this Article and subject to Articles 47 and 69 and subject to any other special rights or restrictions as to voting attached by or in accordance with these Articles to any class of shares, on a show of hands every member entitled to vote who is present in person and every proxy present who has been duly appointed shall have one vote and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder</p> <p>(B) For the purposes of determining which persons are entitled to attend or vote at a meeting and how many votes such person may cast, the Company may specify in the notice of the meeting a time, not more than 48 hours before the time fixed for the meeting, by which a person must be entered on the relevant Register of Members in order to have the right to attend or vote at the meeting or adjourned meeting For the purposes of calculating any period of time for the purposes of this Article, but only if permitted by the Statutes, no account need be taken by the Company of any part of a day that is not a working day</p> <p>Articles 70</p> <p>In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the share</p> <p>Article 71</p> <p>Where in England or elsewhere a receiver or other person (by whatever name called) has been appointed by any court claiming jurisdiction in that behalf to exercise powers with respect to the property or affairs of any member on the ground (however formulated) of mental disorder, the Directors may in their absolute</p>

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Ordinary shares of 25p each	
Prescribed particulars	<p>Article 71 (continued)</p> <p>discretion, upon or subject to production of such evidence of the appointment as the Directors may require, permit such receiver or other person on behalf of such member to vote in person or by proxy at any General Meeting or to exercise any other right conferred by membership in relation to meetings of the Company To be valid for a particular General Meeting, evidence of the appointment must have been received at the Company (or such other place as may be specified in accordance with these Articles for the receipt of appointments of a proxy in writing which are not in electronic form) not later than the last time at which such appointment of a proxy should have been received in order to be valid for use at that meeting or adjourned meeting</p> <p>Article 72</p> <p>No member shall, unless the Directors otherwise determine, be entitled in respect of shares held by him to vote at a General Meeting either personally or by proxy or to exercise any other right conferred by membership in relation to meetings of the Company if any call or other sum presently payable by him to the Company in respect of such shares remains unpaid</p> <p>Article 73</p> <p>No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is or may be given or tendered and every vote not disallowed at such meeting shall be valid for all purposes Any such objection shall be referred to the chairman of the meeting whose decision shall be final and conclusive</p> <p>Article 74</p> <p>On a poll votes may be given either personally or by proxy and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way</p>	

SH01 - continuation page

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

Class of share	Ordinary shares of 25p each	
Prescribed particulars	<p>Article 153</p> <p>If the Company shall be wound up (whether the liquidation is voluntary, under supervision, or by the court) the Liquidator may, with the authority of a Special Resolution, divide among the members (excluding any member holding shares as treasury shares) in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the members or different classes of members The Liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the Liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability</p> <p>Other Provisions</p> <p>In relation, to part (d), of the Statement of Capital provisions contained within section 555(4) of the Companies Act 20065, shares are not to be redeemed or liable to be redeemed at the option of the Company or the Shareholders</p>	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Special Voting Share	
Prescribed particulars	<p>Article 4</p> <p>(A) The Special Voting Share shall not entitle its holder(s) to any dividend or any other right to participate in the profits of the Company</p> <p>(B) On a return of capital on a winding-up of the Company, the holder(s) of the Special Voting Share shall be entitled to receive (after holders of Ordinary Shares have received an amount equal to the nominal amount paid up on the Ordinary Shares held by them together with the sum of £100,000 on each Ordinary Share) an amount equal to the nominal value of such share The Special Voting Share shall not entitle its holder(s) to any further right of participation in the assets of the Company, whether on a winding up, a reduction of capital or otherwise</p> <p>(C) The Company shall, at any time, be entitled to redeem the Special Voting Share for an amount equal to the nominal value of such share Notice of such redemption shall be given to the holder(s) of the Special Voting Share at least two business days prior to the date of redemption The holder(s) of the Special Voting Share shall deliver the share certificate representing the Special Voting Share to the Company on or prior to the date of redemption and, from the date of redemption, such share certificate shall cease to be valid</p> <p>(D) The Special Voting Share shall entitle its holder(s) to the voting rights set out in Article 69</p> <p>Article 69</p> <p>(A) Subject to the remaining provisions of this Article, the holder(s) of the Special Voting Share shall not be entitled to attend, speak or vote at any General Meeting but shall be entitled to receive notice of any General Meeting</p> <p>(B) Notwithstanding the provisions of paragraph (A) of this Article, the holder(s) of the Special Voting Share shall be entitled to attend at any General Meeting, and to cast on a poll the votes attaching to the Special Voting Share in accordance with this Article, at any time after the delivery of a Voting Notice (as defined below) to the holder(s) of the Special Voting Share, unless a Termination Notice (as defined below) has become effective in relation to such Voting Notice However, the Special Voting Share shall at no time entitle its holder(s) to vote on a show of hands</p>	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Special Voting Share	
Prescribed particulars	Article 69 (continued)	
	<p>(C) In this Article 69 (and, as applicable, in Article 47) -</p> <p>(i) a "Voting Notice" is a written notice in the form of a certificate signed by a Director or the Secretary which is served on the holder(s) of the Special Voting Share, which clearly and prominently states that it is a Voting Notice and which states that the Directors have determined, by reference to the Separate Non-UK Register and by reference to any other evidence that the Directors may (in their sole discretion) consider relevant, that UK Shares represent, or are reasonably likely to represent at the time of the next scheduled General Meeting of the Company, 50 per cent or less of the issued Ordinary Shares of the Company (calculated exclusive of any shares held as treasury shares),</p> <p>(ii) "UK Shares" are all issued Ordinary Shares from time to time other than Relevant Non-UK Shares and other than any shares held as treasury shares,</p> <p>(iii) the "Specified Number" of votes in relation to any particular resolution of the Company shall be such number of votes (rounded upwards to the nearest whole number) as, when aggregated with the number of votes which are capable of being cast on such resolution by holders of UK Shares in respect of such UK Shares (assuming all such holders were to attend the relevant General Meeting and otherwise be entitled under these Articles to vote on such resolution), shall be equal to 50 per cent of the total number of votes which (on the same assumptions) are capable of being cast on such resolution, plus one vote,</p> <p>(iv) a "Termination Notice" is a written notice in the form of a certificate signed by a Director or the Secretary which is delivered to the holder(s) of the Special Voting Share, which clearly and prominently states that it is a Termination Notice and which states that a particular identified Voting Notice shall cease to apply from the date specified in the Termination Notice or the date of delivery of such Termination Notice, whichever is the later,</p> <p>(v) a Voting Notice and/or a Termination Notice shall be deemed delivered to the holder(s) of the Special Voting Share on receipt by such holder(s), and</p> <p>(vi) words or expressions defined in Article 47 shall bear the same meaning when used in this Article 69</p>	

SH01 - continuation page

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Special Voting Share	
Prescribed particulars	<p>Article 69 (continued)</p> <p>(G) Where the requirements of Article 69(F) would result in a fractional split of any vote, such single vote shall instead be cast in favour of the relevant resolution</p> <p>(H) The determination of the Directors as to (i) the Specified Number of votes, and (ii) the proportion in which such votes shall be cast (and/or not cast) pursuant to paragraphs (F) and (G) of this Article 69 shall be final and conclusive</p> <p>(I) The Directors must publish notification of each Voting Notice and Termination Notice, within two business days of the date of issue of any such notice, in such manner as is prescribed for the making of announcements under the rules and regulations of each stock exchange on which Shares or securities evidencing the right to receive Shares are, at the instigation of the Company, listed, quoted or dealt in as at the date of issue of such notice</p>	

SH01

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**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **Kulbinder Dosanjh**

Company name **British Airways Plc**

Address **Waterside (HBB3)**

PO Box 365

Post town **Harmondsworth**

County/Region

Postcode **U B 7 0 G B**

Country **UK**

DX

Telephone **0208 7387603**

**Checklist**

We may return the forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The company name and number match the information held on the public Register
- ☐ You have shown the date(s) of allotment in section 2
- ☐ You have completed all appropriate share details in section 3
- ☐ You have completed the appropriate sections of the Statement of Capital
- ☐ You have signed the form

**Important information**

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

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS
DX 481 N R Belfast 1

**Further information**

For further information please see the guidance notes on the website at www.companieshouse.gov.uk or email 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

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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
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First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS
DX 481 N R Belfast 1

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