



BLUEPRINT
Company Secretary

BB L5
79 2210
Bulk List

363a

Annual Return

Company Number 1777777

Company Name in full British Airways Plc



* F 3 6 3 A C 5 0 *

Date of this return (See note 1)

The information in this return is made up to

Day Month Year

31 07 98

Date of next return (See note 2)

If you wish to make your next return to a date earlier than the anniversary of this return please show the date here. Companies House will then send a form at the appropriate time.

Day Month Year

31 07 99

Registered Office (See note 3)

Show here the address at the date of this return.

Any change of registered office must be notified on form 287.

Post town

County / Region

Postcode

Waterside

PO Box 365

Harmondsworth

UB7 0GB

Principal business activities

(See note 4)

Show trade classification code number(s) for the principal activity or activities.

6210

If the code number cannot be determined, give a brief description of principal activity.



A29 *A436T94T* 542
COMPANIES HOUSE 28/08/98

When you have completed and signed the form please send it to
Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**

Directors (See notes 1-5)

Please list directors in alphabetical order.

Details of a new directors must be notified on form 288a.

Name	* Style / Title	Sir			Day	Month	Year	
	* Honours etc				Date of birth	05	05	30
	Forename(s)	Michael Richardson						
	Surname	Angus						
	Previous forename(s)							
	Previous surname(s)							
Address		Cerney House						
		North Cerney						
	Post town	CIRENCESTER						
	County / Region	Gloucestershire	Postcode	GL7 7BX				
	Country		Nationality	British				
	Business occupation	Chairman, Unilever						
	Other directorships	(See continuation sheet).						

* Voluntary details.

Directors	Name	* Style / Title	Mr			Day	Month	Year	
		* Honours etc				Date of birth	03	08	46
		Forename(s)	Robert John						
		Surname	Ayling						
		Previous forename(s)							
		Previous surname(s)							
	Address	151 Hartington Road							
	Post town	LONDON							
	County / Region		Postcode	SW8 2EY					
	Country		Nationality	British					
	Business occupation	Chief Executive							
	Other directorships	(See continuation sheet).							

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Issued share capital (See notes 9)

Enter details of all the shares in issue at the date of this return.

Class (e.g. Ordinary/Preference)	Number of shares issued	Aggregate Nominal Value (i.e. Number of shares issued multiplied by nominal value per share)
Ordinary shares of 25p each	1,052,849,601	£263,212,400.25
Totals	1,052,849,601	£263,212,400.25

List of past and present members

(Use attached schedule where appropriate)

A full list is required if one was not included with either of the last two returns.

(see note 10)

There were no changes in the period

☐

on paper in another format

A list of changes is enclosed

☐
☒

A full list of members is enclosed

☐
☒
Elective resolutions

(Private companies only)

(see note 11)

If at the date of this return an election is in force to dispense with annual general meetings, mark this box

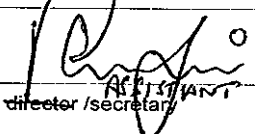
☐

If at the date of this return an election is in force to dispense with laying accounts in general meetings, mark this box

☐
Certificate

I certify that the information given in this return is true to the best of my knowledge and belief.

Signed


 † a director / secretary

Date

† Please delete as appropriate.

When you have signed the return send it with the fee to the Registrar of Companies. Cheques should be made payable to **Companies House.**

This return includes

11

continuation sheets.

(enter number)

Please give the name, address, telephone number, and if available, a DX number and Exchange, for the person Companies House should contact if there is any query.

Chrissy Atkinson
 British Airways Plc
 Waterside HBA3
 Harmondsworth UB7 0GB

0181 738 5116

Directors (Continued)

Please list directors in alphabetical order.

Details of a new directors must be notified on form 288a.

Name	* Style / Title	Captain		Day	Month	Year
	* Honours etc		Date of birth	06	07	33
	Forename(s)	Colin Angus				
	Surname	Barnes				
	Previous forename(s)					
	Previous surname(s)					
Address		Sandilands				
		Glebe Lane				
		Tilford				
	Post town	FARNHAM				
	County / Region	Surrey	Postcode	GU10 2EW		
	Country		Nationality	British		
	Business occupation	Company Director				
	Other directorships	(See continuation sheet).				

* Voluntary details.

Directors	Name	* Style / Title	Mr		Day	Month	Year
		* Honours etc		Date of birth	23	06	34
		Forename(s)	Angie Michael				
		Surname	Davies				
		Previous forename(s)					
		Previous surname(s)					
	Address		Little Woolpit				
			Ewhurst				
		Post town	CRANLEIGH				
		County / Region	Surrey	Postcode	GU6 7NP		
		Country		Nationality	British		
	Business occupation	Company Director					
	Other directorships	(See continuation sheet).					

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Directors (Continued)

Please list directors in alphabetical order.

Details of a new directors must be notified on form 288a.

Name	* Style / Title	Dr			Day	Month	Year	
	* Honours etc				Date of birth	28	07	35
	Forename(s)	Ashok Sekhar						
	Surname	Ganguly						
	Previous forename(s)							
	Previous surname(s)							
Address		15 Tarnbrook Court						
		9 Holbein Place						
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	London						
	County / Region		Postcode	SW1W 8NR				
	Country	England	Nationality	Indian				
	Business occupation	Director						
	Other directorships	(See continuation sheet).						

* Voluntary details.

Directors	Name	* Style / Title	Lord			Day	Month	Year	
		* Honours etc				Date of birth	16	11	33
		Forename(s)	Colin Marsh						
		Surname	Marshall of Knightsbridge						
		Previous forename(s)	Colin Marsh						
		Previous surname(s)	Marshall						
Address		Berkeley Square House							
		Berkeley Square							
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	London							
	County / Region		Postcode	W1X 6BA					
	Country	England	Nationality	British					
	Business occupation	Chairman							
	Other directorships	(See continuation sheet).							

Directors (Continued)

Please list directors in alphabetical order.

Details of a new directors must be notified on form 288a.

Name	* Style / Title	Baroness			Day	Month	Year
	* Honours etc	OBE	Date of birth	03	02	38	
	Forename(s)	Detta					
	Surname	O'Cathain					
	Previous forename(s)						
	Previous surname(s)						
Address		Eglantine					
		Tower House Gardens					
	Post town	ARUNDEL					
	County / Region	West Sussex	Postcode	BN18 9RU			
	Country		Nationality	British			
	Business occupation	Managing Director					
	Other directorships	(See continuation sheet).					

* Voluntary details.

Directors	Name	* Style / Title	Lord			Day	Month	Year
		* Honours etc		Date of birth	13	12	37	
	Forename(s)	Robin William						
	Surname	Renwick of Clifton						
	Previous forename(s)							
	Previous surname(s)							
Address		42 Jubilee Place						
	Post town	London						
	County / Region		Postcode	SW3 3TQ				
	Country	England	Nationality	British				
	Business occupation	.						
	Other directorships	(See continuation sheet).						

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Directors (Continued)

Please list directors in alphabetical order.

Details of a new directors must be notified on form 288a.

Name	* Style / Title	The Hon Ambassador			Day	Month	Year
	* Honours etc		Date of birth	08	12	40	
	Forename(s)	Raymond					
	Surname	Seitz					
	Previous forename(s)						
	Previous surname(s)						
Address		10 Tenbridge Place					
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	LONDON					
	County / Region		Postcode	W2 4XB			
	Country		Nationality				
	Business occupation	Non-Executive Director					
	Other directorships	(See continuation sheet).					

* Voluntary details.

Directors	Name	* Style / Title	Mr			Day	Month	Year
		* Honours etc		Date of birth	13	11	38	
		Forename(s)	Derek Maurice					
		Surname	Stevens					
		Previous forename(s)						
		Previous surname(s)						
	Address		62 Dukes Avenue					
			Chiswick					
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.		Post town	LONDON					
		County / Region		Postcode	W4 2AF			
		Country		Nationality	British			
		Business occupation	Company Director					
		Other directorships	(See continuation sheet).					

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Company Name in full British Airways Plc

Current directorships for Sir Michael Richardson Angus

Ashridge Consulting Group Limited
Ashridge Management Research Group
Ashridge Strategic Management Centre
Brewers & Licensed Retailers Association
I.A.R.C. Services Limited
Independent Assessment and Research Centre
National Westminster Bank PLC
The Boots Company PLC
Whitbread PLC

Current directorships for Mr Robert John Ayling

British Tourist Authority
Business in the Community
Concorde International Pty Ltd
Millennium Central Ltd
Qantas Airways Limited
Royal & Sun Alliance Insurance Group plc
World Aviation Services (Australia) Pty Ltd

Past directorships for Mr Robert John Ayling

British Airways (European Operations at Gatwick) Limited (01-Mar-1996)
Dan-Air Associated Services Limited (01-Mar-1996)
Dan-Air Intercontinental Limited (01-Mar-1996)
Dan-Air Services Limited (01-Mar-1996)
Dan-Air Skyways Limited (01-Mar-1996)
Davies and Newman Travel Limited (01-Mar-1996)
Romanic Trading Limited (01-Mar-1996)

Form 363a continuation sheet

Company Number 1777777

Company Name in full British Airways Plc

USAir Inc (10-Feb-1997)

Current directorships for Captain Colin Angus Barnes

The Air League (Company No. 102488)

Current directorships for Mr Angie Michael Davies

Accumulus Growth Plc

BCL International Holdings Ltd

Falcon Agencies Ltd

GPA Group plc

Hawerby Limited

Hertsmere Developments Limited

J E Mumford (Holdings) Limited

J E Mumford (Underwriting Agencies) Ltd

Little Woolpit Limited

London Street Holdings Ltd

Matravers Lodge plc

Metfield Estates Limited

National Express Group plc

Perkins Foods PLC

Selina Developments Limited

Selina Investments Limited

Shearings Group Ltd

Simon Engineering plc

Somerford Healthcare Limited

Past directorships for Mr Angie Michael Davies

Accumulus Growth II Plc (16-Nov-1993)

Form 363a continuation sheet

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Alexander Syndicate Management Limited (30-Jun-1994)

Avdel PLC (02-Jun-1994)

Berk Limited (07-Dec-1995)

Bredero Properties plc (22-Jul-1994)

Calor Group PLC (18-Dec-1997)

Cellcom Limited (13-Feb-1994)

Donner Underwriting Agencies Limited (26-Oct-1994)

Harmondsworth Investments Ltd (14-Dec-1995)

R W Sturge Ltd (26-Oct-1994)

RD Underwriting Agencies Ltd (16-Sep-1995)

South Eastern Close 01 plc (08-Aug-1996)

South Eastern Close 02 plc (08-Aug-1996)

South Eastern Close 03 plc (08-Aug-1996)

South Eastern Close 04 plc (08-Aug-1996)

South Eastern Close Nominees Ltd (08-Aug-1996)

South Eastern Recovery Assured Homes PLC (27-Jun-1997)

South Eastern Recovery II plc (04-Jul-1997)

South Eastern Recovery III plc (24-Apr-1997)

South Eastern Recovery IV plc (24-Apr-1997)

Sterling Underwriting Agencies Ltd (31-Mar-1996)

TI Group PLC (27-Sep-1993)

Worth Investment Trust PLC (09-Jan-1995)

Past directorships for Dr Ashok Sekhar Ganguly

Unilever PLC (31-May-1997)

Current directorships for Lord Colin Marsh Marshall of Knightsbridge

Form 363a continuation sheet

Company Number 1777777

Company Name in full British Airways Plc

Advertising Association Presidents Committee

Age Concern - Corp Advisory Group

American Chamber of Commerce (London)

Ashridge Management College

British American Business Council - Intnl Advisory Board

British Executive Service Overseas

British Telecommunications plc

Business in the Community - Opportunity 2000 Target Team

Commonwealth Youth Exchange Council

Company of Information Technologists

Confederation of British Industry

Financial Reporting Council

Green Globe

Hong Kong Association

HSBC Holdings plc

Inchcape Plc

Institute of Directors

London Development Partnership

MacMillan Fund

MCI Communications Corporation

New York Stock Exchange Inc

Princes Youth Business Trust Advisory Council

RAF Museum

Royal Automobile Club Ltd

Siebe plc

The Conference Board

The Marketing Council

Company Number 1777777

Company Name in full British Airways Plc

United Kingdom Leadership Forum (formerly Duke of Edinburgh Commonwealth Study Conference)

World Travel & Tourism Council

Past directorships for Lord Colin Marsh Marshall of Knightsbridge

Academy of Culinary Arts plc (02-Jun-1994)

Chartered Institute of Marketing (10-Dec-1996)

Grand Metropolitan PLC (28-Feb-1995)

IBM United Kingdom Holdings Limited (18-May-1995)

International Air Transport Association - Chair Com & Board of Governors (04-Nov-1996)

International Air Transport Association - Strategy and Policy Committee (04-Nov-1996)

London First (29-Apr-1998)

London First Centre (29-Apr-1998)

London Inward (29-Apr-1998)

Midland Bank PLC (31-Mar-1994)

New York Stock Exchange Listed Co: Advisory Committee (01-Jan-1994)

Qantas Airways Limited (31-Dec-1996)

The Walpole Committee Limited (05-Dec-1996)

University College School Appeals Committee (07-Nov-1996)

University College School Council (07-Nov-1996)

US Air Group Inc (17-Jan-1996)

USAir Inc (17-Jan-1996)

Current directorships for Baroness Detta O'Cathain

Arundel Festival Society (Marketing) Ltd

Arundel Festival Society Ltd

BNP UK Holdings Ltd

Mid Southern Water plc

SAUR Water Services plc

Company Number 1777777

Company Name in full British Airways Plc

South East Water Ltd

Tesco Plc

Thistle Hotels Plc

Past directorships for Baroness Detta O'Cathain

Barbican Centre Trust Limited (09-Oct-1995)

BET Plc (16-May-1996)

Sears Plc (28-Jun-1994)

Current directorships for Lord Robin William Renwick of Clifton

Billiton plc

Canal Plus

Fluor Corporation

Fluor Daniel

Liberty International plc

Richemont Compagnie Financiere

Robert Fleming Holdings

Robert Fleming Inc

Current directorships for The Hon Ambassador Raymond Seitz

Cable & Wireless plc

General Electric Company plc

Rio Tinto Ltd

Rio Tinto Plc

Shandwick plc

The Chubb Corporation

The Telegraph Group plc

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Current directorships for Mr Derek Maurice Stevens

Air Russia

British Airways (European Operations at Gatwick) Limited

CGU plc

Commercial Union

Dan-Air Associated Services Limited

Dan-Air Intercontinental Limited

Dan-Air Services Limited

Dan-Air Skyways Limited

Davies and Newman Travel Limited

Galileo International Inc

Qantas Airways Limited

Romanic Trading Limited

Past directorships for Mr Derek Maurice Stevens

Britair Acquisitions Inc (18-May-1997)

Legal & General Recovery Investment Trust Plc (01-Sep-1996)

The Galileo Company Limited (14-Mar-1994)

US Air Group Inc (28-Jan-1997)

USAir Inc (10-Feb-1997)

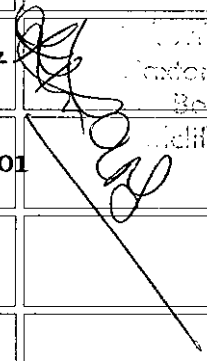
**List of past and present members
Schedule to form 363a and 363b**

Company Number 1777777

Company Name in full British Airways Plc

Number of shares
or amount of
stock held by
existing members
at date of this
return.

Particulars of shares or stock transferred since
the date of the last return (or in the case of the
first return, since the incorporation of the
company) by
(a) persons who are still members, and
(b) persons who have ceased to be members.

Name and address	Number or amount currently held	Number or amount Transferred	Date of registration of transfer	Remarks
Details held by Computershare Services				
Ordinary shares of 25p each	1,051,046,867			
	1,052,849,601			

British Airways plc - Annual Return 1998

Please find enclosed a signed copy of the British Airways plc 1998 Annual Return, together with a cheque for £15.00 in respect of your filing fee.

We also enclose a microfiche of past and present members and two additional microfiche records detailing the BAIS allotments and the ESS Allotments which are included in share capital figure on form 363a.

FORM ML8

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BULK LIST OF SHAREHOLDERS OR MEMBERS

A BULK LIST OF SHAREHOLDERS OR MEMBERS FOR THIS COMPANY HAS BEEN LODGED BUT DOES NOT APPEAR ON THIS ANNUAL RETURN MICROFICHE.

IF YOU WISH TO SEARCH THE LIST, PLEASE ENQUIRE AT THE SEARCH CONTROL COUNTER..

COMPANY NUMBER _____

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