

X What this form is NOT for
You cannot use this form to give notice of a cancellation of shares held by a public company under section 663 or 730 of the Companies Act 2006. To do this, please use form SH07.



A3ER68FD

A26

05/09/2014

#198

FRIDAY

| | |
|----------------------|-----------------|
| Company name in full | BAE Systems plc |
|----------------------|-----------------|

All fields are mandatory unless specified or indicated by *

Date of cancellation

[illegible]

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Notice of cancellation of shares

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 (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 |
|---|-----------------------------------|---|--------------------|------------------------------|
| Special Share of £1 00 | £1 00 | 0 00 | 1 | £ 1 00 |
| Ordinary Shares of 0 025p | £0 3842 | 0 00 | 3,475,153,758 | £ 86,878,843 95 |
| | | | | £ |
| | | | | £ |
| Totals | | | 3,475,153,759 | £ 86,878,844 95 |

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 ❶ | Amount (if any) unpaid on each share ❶ | Number of shares ❷ | Aggregate nominal value ❸ |
| | | | | |
| | | | | |
| Totals | | | | |

6 Statement of capital (Totals)

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

Total number of shares

Total aggregate
nominal value ④

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

③ Number of shares issued multiplied by nominal
value of each share

Continuation pages

Please use a Statement of Capital continuation
page if necessary

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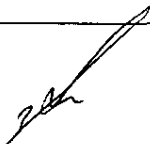
7

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 | | <p>Prescribed particulars of rights attached to shares The particulars are</p> <ul style="list-style-type: none"> 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 <p>A separate table must be used for each class of share</p> <p>Continuation pages Please use a Statement of Capital continuation page if necessary</p> |
| Class of share | £1 00 Special | |
| Prescribed particulars ① | See continuation sheet | |
| Class of share | 0 025p Ordinary Shares | |
| Prescribed particulars ① | See continuation sheet | |
| Class of share | | |
| Prescribed particulars ① | | |

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Signature

| | | |
|---|--|---|
| I am signing this form on behalf of the company | | <p>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</p> <p>③ Person authorised Under either section 270 or 274 of the Companies Act 2006</p> |
| Signature | <div style="display: flex; align-items: center;"> <div style="margin-right: 20px;">Signature</div> <div style="text-align: center;">  </div> </div> | |
| <p>This form may be signed by Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager</p> | | |

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Notice of cancellation of shares

**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

Mrs L Goodge

Company name

BAE Systems plc

Address

6 Carlton Gardens

Post town

LONDON

County/Region

Postcode

S W 1 Y 5 A D

Country

United Kingdom

DX

Telephone

01252 383856

**Checklist**

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The company name and number match the information held on the public Register
- ☐ You have completed Section 2
- ☐ You have completed Section 3
- ☐ You have completed the relevant 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,
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 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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Statement of capital (Prescribed particulars of rights attached to shares)

| | | |
|-----------------------------|--|---|
| Class of share | £1 00 SPECIAL | |
| Prescribed particulars ① | <p>The Special Share is held on behalf of the Secretary of State for Business, Innovation & Skills ("the Special Shareholder") Certain provisions of the Company's Articles of Association cannot be amended without the consent of the Special Shareholder These provisions include the requirement that no foreign person, or foreign persons acting in concert, can have more than a 15% voting interest in the Company, the requirement that the majority of the directors are British, the requirement that decisions of the directors at their meetings, in their committees or via resolution must be approved by a majority of British directors and the requirement that the chief executive and any executive chairman are British</p> <p>The holder of the Special Share is entitled to attend a general meeting, but the Special Share carries no right to vote or any other votes at any such meeting, other than to speak in relation to any business in respect of the Special Share Subject to the relevant statutory provisions and the Company's Articles of Association, on a return of capital on a winding-up, the Special Shareholder shall be entitled to repayment of the £1 capital paid up on the Special Share in priority to any repayment of capital to any other members</p> <p>The holder of the Special Share has the right to require the Company to redeem the Special Share at par or convert the Special Share into one ordinary share at any time</p> | <p>① Prescribed particulars of rights attached to shares The particulars are</p> <ul style="list-style-type: none"> 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 <p>A separate table must be used for each class of share</p> |

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

| | | |
|-----------------------------|--|--|
| Class of share | 0 025p Ordinary Shares | |
| Prescribed particulars ① | <p>On a show of hands at a general meeting every holder of ordinary shares present in person and entitled to vote shall have one vote, and every proxy entitled to vote shall have one vote (unless the proxy is appointed by more than one member in which case the proxy has one vote for and one vote against if the proxy has been instructed by one or more members to vote for the resolution and by one or more members to vote against the resolution, or if the proxy has been instructed by one or more shareholders to vote either for or against a resolution and by one or more of those shareholders to use his discretion how to vote) On a poll, every member present in person or by proxy and entitled to vote shall have one vote for every ordinary share held Subject to the relevant statutory provisions and Company's Articles of Association, holders of ordinary shares are entitled to a dividend where declared or paid out of profits available for such purposes Subject to the relevant statutory provisions and the Company's Articles of Association, on a return of capital on a winding-up, holders of ordinary shares are entitled, after repayment of the £1 Special Share, to participate in such a return There are no redemption rights in relation to the ordinary shares</p> | <p>① Prescribed particulars of rights attached to shares The particulars are</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share</p> |