

AR01

Annual Return

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

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BLUEPRINT

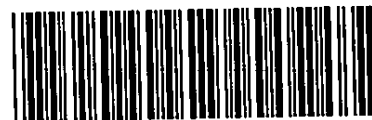
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A fee is payable with this form
Please see 'How to pay' on the
last page

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

☒ 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 to
give notice of changes to the
officers, registered office,
company type or information
relating to the company



A17 22/10/2015 #159
COMPANIES HOUSE

Part 1

Company details

The section must be completed by all companies

→ Filing 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 1 4 7 0 1 5 1

Company name in full BAE SYSTEMS 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 3 0 1 0 2 0 1 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 ①

Classification code 1 2 5 4 0 0

Classification code 2 3 0 3 0 0

Classification code 3 3 0 1 1 0

Classification code 4 2 9 1 0 0

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

Principal activity
description

① 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

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(For returns made up to a date on or **after 1 October 2011**)**A4****Company type^①**

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

A5**Registered office address^②**

Building name/number	6
Street	Carlton Gardens
Post town	LONDON
County/Region	
Postcode	S W 1 Y S A D

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)^③**

Building name/number	Equiniti Ltd
Street	Aspect House Spencer Road
Post town	Lancing
County/Region	West Sussex
Postcode	B N 9 9 6 D A

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^④**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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(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 ^①**

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)	David Stanley
Surname	Parkes
Former name(s) ^②	

① 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.

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.

B2 Secretary's service address ^③

Building name/number	c/o BAE Systems - Company Secretariat
Street	Warwick House, PO Box 87
	Farnborough Aerospace Centre
Post town	FARNBOROUGH
County/Region	Hants
Postcode	G U 1 4 6 Y U
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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(For returns made up to a date on or after 1 October 2011)

Corporate secretary

C1	Corporate secretary's details ^①	
	Please use this section to list all the corporate secretaries of the company	
Corporate body/firm name		① Corporate secretary appointments 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. Corporate 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 CH04. This information will appear on the public record.
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
C2	Location of the registry of the corporate body or firm	
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section C3 only → No Complete Section C4 only	
C3	EEA companies ^②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Where the company/firm is registered ^③		
Registration number		
C4	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	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.
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ^④		
If applicable, the registration number		

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

D1	Director's details ^①	
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4	
Title*	Sir	
Full forename(s)	Roger Martyn	
Surname	Carr	
Former name(s) ^②		
Country/State of residence	United Kingdom	
Nationality	British	
Date of birth	<div> <div>d</div> <div>m₁</div> <div>m₂</div> <div>y₁</div> <div>y₂</div> <div>y₃</div> <div>y₄</div> <div>y₅</div> <div>y₆</div> </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 ^①	
Building name/number	BAE SYSTEMS	
Street	6 Carlton Gardens	
Post town	LONDON	
County/Region		
Postcode	<div> <div>S</div> <div>W</div> <div>1</div> <div>Y</div> <div></div> <div>5</div> <div>A</div> <div>D</div> </div>	
Country	United Kingdom	

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

Director

D1	Director's details ^①	
	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)	Gerard Joseph	
Surname	DeMuro	
Former name(s) ^②		
Country/State of residence	United States	
Nationality	American	
Date of birth	<div> <div></div> <div>m1</div> <div>m2</div> <div>y1</div> <div>y9</div> <div>y5</div> <div>y5</div> </div>	
Business occupation (if any)	CEO	

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 ^①	
Building name/number	BAE SYSTEMS	
Street	6 Carlton Gardens	
Post town	LONDON	
County/Region		
Postcode	<div> <div>S</div> <div>W</div> <div>1</div> <div>Y</div> <div></div> <div>5</div> <div>A</div> <div>D</div> </div>	
Country	United Kingdom	

① 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 ^①	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.							
	Please use this section to list all the directors of the company. For a corporate director, complete Section E1-E4.								
Title*	Ms								
Full forename(s)	Harriet								
Surname	Green								
Former name(s) ^②									
Country/State of residence	United Kingdom								
Nationality	British								
Date of birth	<table><tr><td></td><td>m1</td><td>m2</td><td>y1</td><td>y9</td><td>y6</td><td>y1</td></tr></table>			m1	m2	y1	y9	y6	y1
	m1		m2	y1	y9	y6	y1		
Business occupation (if any)	Chief Executive Officer								

D2	Director's service address ^③	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.
Building name/number	BAE SYSTEMS	
Street	6 Carlton Gardens	
Post town	LONDON	
County/Region		
Postcode	S W 1 Y 5 A D	
Country	United Kingdom	

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

Director

D1	Director's details ^①	
	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)	Christopher Montague	
Surname	Grigg	
Former name(s) ^②		
Country/State of residence	United Kingdom	
Nationality	British	
Date of birth	<div> <div>m</div> <div>0</div> <div>m</div> <div>7</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>5</div> <div>y</div> <div>9</div> </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 ^③	
Building name/number	BAE SYSTEMS	
Street	6 Carlton Gardens	
Post town	LONDON	
County/Region		
Postcode	<div> <div>S</div> <div>W</div> <div>1</div> <div>Y</div> <div></div> <div>5</div> <div>A</div> <div>D</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.

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Director

D1	Director's details ^①								
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4	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.							
Title*	Mr								
Full forename(s)	Ian Graham								
Surname	King	Corporate details Please use Section E1-E4 to enter corporate director details.							
Former name(s) ^②		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.							
Country/State of residence	United Kingdom								
Nationality	British								
Date of birth	<table><tr><td></td><td>^m0</td><td>^m4</td><td>^y1</td><td>^y9</td><td>^y5</td><td>^y6</td></tr></table>		^m 0	^m 4	^y 1	^y 9	^y 5	^y 6	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.
	^m 0	^m 4	^y 1	^y 9	^y 5	^y 6			
Business occupation (if any)	Chief Executive								

D2	Director's service address ^③									
Building name/number	BAE SYSTEMS									
Street	6 Carlton Gardens									
Post town	LONDON									
County/Region										
Postcode	<table><tr><td>S</td><td>W</td><td>1</td><td>Y</td><td></td><td>5</td><td>A</td><td>D</td></tr></table>	S	W	1	Y		5	A	D	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.
S	W	1	Y		5	A	D			
Country	United Kingdom									

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

Director

D1

Director's details ^①

	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)	Peter John	
Surname	Lynas	
Former name(s) ^②		
Country/State of residence	United Kingdom	
Nationality	British	
Date of birth	m0 m3 y1 y9 y5 y8	
Business occupation (if any)	Financial 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 ^③

Building name/number	BAE SYSTEMS	
Street	6 Carlton Gardens	
Post town	LONDON	
County/Region		
Postcode	S W 1 Y 5 A D	
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.

D1 Director's details ¹

Title*	
Full forename(s)	Paula Rosput
Surname	Reynolds
Former name(s) ²	
Country/State of residence	United States
Nationality	American
Date of birth	<div>d</div> <div>m₁</div> <div>m₀</div> <div>y₁</div> <div>y₉</div> <div>y₅</div> <div>y₆</div>
Business occupation (if any)	Independent Business Advisor

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.

Building name/number	BAE SYSTEMS									
Street	6 Carlton Gardens									
Post town	LONDON									
County/Region										
Postcode	S	W	1	Y		5	A	D		
Country	United Kingdom									

This information will appear on the public record

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

Director

D1	Director's details ^①	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.
	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)	Nicholas Charles	
Surname	Rose	
Former name(s) ^②		
Country/State of residence	United Kingdom	
Nationality	British	
Date of birth	d <input type="text"/> m <input type="text"/> 1 <input type="text"/> 0 <input type="text"/> y <input type="text"/> 1 <input type="text"/> 9 <input type="text"/> y <input type="text"/> 5 <input type="text"/> 7	
Business occupation (if any)	Finance Director	

D2	Director's service address ^③	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.
Building name/number	BAE SYSTEMS	
Street	6 Carlton Gardens	
Post town	LONDON	
County/Region		
Postcode	S W 1 Y <input type="text"/> <input type="text"/> 5 A D	
Country	United Kingdom	

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

Director

D1	Director's details ^①	
	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)	Ian Paul	
Surname	Tyler	
Former name(s) ^②		
Country/State of residence	United Kingdom	
Nationality	British	
Date of birth	<div>m0</div> <div>m7</div> <div>y1</div> <div>y9</div> <div>y6</div> <div>y0</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 ^①	
Building name/number	BAE SYSTEMS	
Street	6 Carlton Gardens	
Post town	LONDON	
County/Region		
Postcode	<div>S</div> <div>W</div> <div>1</div> <div>Y</div> <div></div> <div>5</div> <div>A</div> <div>D</div>	
Country	United Kingdom	

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

Corporate director

E1	Corporate director's details ^①	
	Please use this section to list all the corporate director's of the company	
Corporate body/firm name		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.
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
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 ^②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Where the company/firm is registered ^③		
Registration number		
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	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.
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ^④		
If applicable, the registration number		

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Part 3**Statement of capital^①**

Does your company have share capital?

→ Yes Complete the sections below and the following Part 4

→ No Go to Part 5 (Signature)

^① 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 ^②	Amount (if any) unpaid on each share ^②	Number of shares ^③	Aggregate nominal value ^④
SPECIAL	1 00	0 00	1	£ 1 00
ORDINARY SHARES OF £0.025	0 3850	0 00	3467437178	£ 86,685,929 45
				£
				£
Totals			3467437179	£ 86,685,930 45

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	
Total aggregate nominal value ^⑤	

^⑤ Total aggregate nominal value
Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc^② Including both the nominal value and any share premium^③ Number of shares issued multiplied by nominal value of each share**Continuation Pages**

Please use a Statement of Capital continuation page if necessary

^④ Total number of issued shares in this class

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(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

£1 00 SPECIAL

Voting rights

See attached schedule

Class of share

£0 025 Ordinary Shares

Voting rights

See attached schedule

Class of share

Voting rights

Class of share

Voting rights

AR01 - continuation page

Annual Return

F4 Statement of capital (Voting rights)

Class of share	£0.025 Ordinary Shares
Voting rights	<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 present and 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. 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>

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	£1 00 SPECIAL
Voting rights	<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>

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 ❶

☐ 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 ❷

☐ 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'**

❶ 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

❷ 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 ❸

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)**

❸ This section only applies to companies answering 'No' in **Section G1**

AR01

Annual Return

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

G3**List of past and present shareholders^①**

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

^① 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
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /

AR01

Annual Return

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

G4

Shareholders who hold at least 5% of any class of share(s) of the company as at the made up date of this return

This section should show only the shareholders that hold at least 5% of any class of share(s) of the company at the date of this return

It should only be completed by companies that have answered 'Yes' to Question 1 in Section G1, and 'No' to Question 2 in Section G1

If there were no shareholders holding at least 5% of any class of share(s) at the date of this return, this section may be left blank

→ Go to Part 5 (Signature)

This section only applies to companies answering 'No' to Question 2 in Section G1

Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

Further shareholders

Please use a 'Shareholders who hold at least 5% of any class of share(s) of the company as at the made up date of this return' continuation page if necessary

		Shares or stock currently held	
Shareholder's name	Shareholder's address	Class of share	Number of shares or amount of stock

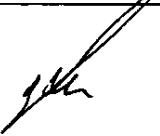
AR01

Annual Return

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

Part 5

Signature

	<p>This must be completed by all companies</p>	
	<p>I am signing this form on behalf of the company</p>	
<p>Signature</p>	<p>Signature X  X</p>	
	<p>This form may be signed by Director ¹, Secretary, Person authorised ², Charity commission receiver and manager, CIC manager, Judicial factor.</p>	<p>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</p> <p>2 Person authorised Under either section 270 or 274 of the Companies Act 2006</p>



Do not cover this barcode

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	Mrs L Goodge
Company name	BAE Systems plc
Address	Warwick House, PO Box 87
Farnborough Aerospace	
Centre	
Post town	FARNBOROUGH
County/Region	Hants
Postcode	G U 1 4 6 Y U
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.

- ☐ 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 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

BAE Systems plc (Company No 1470151) LIST OF SUBSIDIARY AND ASSOCIATED UNDERTAKINGS AS AT 31 12 2014							
COMPANY (see note 1)	COUNTRY OF INCORPORATION	CLASS OF SHARES HELD	UNDERTAKING HELD DIRECTLY BY BAE SYSTEMS PLC (see note 2)	Notes			
4219 Lafayette LLC	U S A		No	Unincorporated entity 4219-120 Lafayette Center Drive Charlottesville VA 20151 United States			
Advanced Electronics Company Limited (50%)	Saudi Arabia	Ordinary Shares	No	Held via Overhaul and Maintenance Company Limited			
Aerosystems International Limited		Ordinary Shares	No				
Aerosystems International Inc	U S A	Common Stock	No				
Air Astana (49%)	Kazakhstan	Common Stock	No	Held via BAE Systems (Kazakhstan) Limited			
Aircraft Accessories & Components Co Limited (85.7%)		Ordinary Shares	No	Held via Overhaul and Maintenance Company Limited			
Aircraft Accessories and Components Company Limited (85.7%) (in MVL)	Saudi Arabia	Ordinary Shares	No	Held via Aircraft Accessories and Components Co Limited			
Aircraft Research Association Limited (87.135%)		Ordinary Shares	Yes	Limited by Guarantee Manton Lane Bedford MK41 7PF			
Alabama Dry Dock and Shipbuilding, LLC	U S A		No	Unincorporated entity P O Box 3202 Main Gate Dunlap Drive Mobile AL 36652 United States			
Alvis Pension Scheme Trustees Limited		Ordinary Shares	No				
Alvis Limited		Ordinary Shares	No				
Alvis Vickers Limited		Ordinary Shares	No				
AMSH BV (50%)	Netherlands	B Shares	No	Held via BAE Systems Electronics Limited			
Arlington Estates Limited (in MVL)		Ordinary A & B & Pref Shares	Yes Ordinary B Shares				
Armor Holdings Inc	U S A	Common Stock	No				
Armstrong Whitworth Aircraft Limited		Ordinary Shares	Yes				
Atlantic-Alabama Holding Company, LLC	U S A		No	Unincorporated entity P O Box 3202 Main Gate Dunlap Drive Mobile AL 36652 United States			
Australian Marine Engineering Corporation (Finance) Pty Limited	Australia	Ordinary Shares	No				
Avro International Aerospace Limited		Ordinary Shares	Yes				
BAE Systems (100) Limited (in MVL)		Ordinary Shares	No				
BAE Systems (Aberdeen) Limited		Ordinary & Pref Shares	No				
BAE Systems (Al Dinyah C4) Limited		Ordinary Shares	Yes				
BAE Systems (Aviation Services) Limited		Ordinary Shares	No				
BAE Systems (Bristol House) Limited		Ordinary A & B & Pref Shares	Yes				
BAE Systems (Canada) Inc	Canada	Ordinary Shares	No				
BAE SYSTEMS (Combat and Radar Systems) Limited	Jersey	Ordinary Shares	No				
BAE SYSTEMS (Consultancy Services) Limited		Ordinary Shares	No				
BAE Systems (Corporate Air Travel) Limited		Ordinary Shares	No				
BAE Systems (CS&SI - Qatar) Limited		Ordinary Shares	Yes				
BAE Systems (Defence Systems) Limited		Ordinary Shares	No				
BAE Systems (Dynamics) Limited		Ordinary Shares	No				
BAE Systems (Farnborough 1) Limited		Ordinary Shares	No				
BAE Systems (Farnborough 2) Limited		Ordinary Shares	No				
BAE Systems (Farnborough 3) Limited		Ordinary Shares	No				
BAE Systems (Farnborough 5) Limited (in MVL)		Ordinary Shares	No				
BAE Systems (Farnborough 7) Limited		Ordinary Shares	Yes				
BAE Systems (Finance) Limited		Ordinary Shares	No				
BAE Systems (Funding Two) Limited		Ordinary Shares	No				
BAE Systems (Funding Three) Limited		Ordinary Shares	No				
BAE Systems (Gippen Overseas) Limited		Ordinary Shares	No				
BAE Systems (Hawk Synthetic Training) Limited		Ordinary Shares	No				
BAE Systems (Holdings) Limited		Ordinary Shares	Yes				
BAE Systems (Insurance) Limited		Ordinary Shares	No				
BAE Systems (International) Limited		Ordinary Shares	No				

BAE Systems (Jersey) Limited	Jersey	Ordinary Shares	Yes	
BAE Systems (Kazakhstan) Limited		Ordinary Shares	No	
		Ordinary A & B	No	
BAE Systems (Land and Sea Systems) Limited		& Pref Shares	No	
BAE Systems (Land and Sea Systems) Pension Scheme Trustees Limited		Ordinary Shares	Yes	
BAE Systems (Malaysia) Sdn Bhd	Malaysia	Ordinary Shares	No	
BAE Systems (MEH) Limited		Ordinary Shares	No	
BAE Systems (Military Aircraft) Limited		Ordinary Shares	Yes	
BAE Systems (Military Air) Overseas Limited		Ordinary Shares	No	
BAE Systems (Moose Jaw) Inc	Canada	Common Stock	Yes	
BAE Systems (Nominees) Limited		Ordinary Shares	Yes	
BAE Systems (Oman) Limited		Ordinary Shares	No	
		Ordinary A & B	No	
BAE Systems (Operations) Limited		Shares	No	
BAE Systems (Operations) Singapore Pte Limited	Singapore	Ordinary Shares	No	
BAE Systems (Overseas Holdings) Limited		Ordinary Shares	No	
BAE Systems (Poland) Sp z o o	Poland	Ordinary Shares	No	
BAE Systems (Projects) Limited		Ordinary Shares	No	
BAE Systems (Property Investments) Limited		Ordinary Shares	No	
BAE Systems (Stanmore) Limited		Ordinary Shares	No	
BAE Systems (Sweden) AB	Sweden	Ordinary Shares	No	
BAE Systems (Vehicles and Equipment) Limited		Ordinary Shares	No	
BAE Systems 2000 Pension Plan Trustees Limited		Ordinary Shares	Yes	
		Ordinary Shares & Redeemable		Preference Shares held via BAE Systems Land & Armaments Inc Ordinary Shares held via BAE Systems Land Systems (France) Limited
BAE Systems AB	Sweden	Preference Shares	No	
BAE Systems Aircrew Pension Scheme Trustees Limited		Ordinary Shares	Yes	
BAE Systems Al Dinyah Programme Limited		Ordinary Shares	Yes	
BAE Systems Applied Intelligence (Asia Pacific) Pte Limited	Singapore	Ordinary Shares	No	
BAE Systems Applied Intelligence (Australia) Pty Limited	Australia	Ordinary Shares	No	
BAE Systems Applied Intelligence (Belgium) NV	Belgium	Ordinary Shares	No	
BAE Systems Applied Intelligence (Canada) Inc	Canada	Ordinary Shares	No	
BAE Systems Applied Intelligence (Connect) A/S	Denmark	Ordinary Shares	No	
BAE Systems Applied Intelligence Inc	U S A	Common Stock	No	
BAE Systems Applied Intelligence (GCS) Inc	U S A	Common Shares	No	
BAE Systems Applied Intelligence (GCS) Limited		Ordinary Shares	No	
BAE Systems Applied Intelligence (Integration) Limited		Ordinary Shares	No	
BAE Systems Applied Intelligence (International) Limited		Ordinary Shares	No	
BAE Systems Applied Intelligence (Ireland) Limited	Ireland	Ordinary Shares	No	
BAE Systems Applied Intelligence (Luxembourg) SARL	Luxembourg	Ordinary Shares	No	
BAE Systems Applied Intelligence (Malaysia) Sdn Bhd	Malaysia	Ordinary Shares	No	
BAE Systems Applied Intelligence (UK) Limited		Ordinary Shares	No	
BAE Systems Applied Intelligence A/S	Denmark	Ordinary Shares	No	
BAE Systems Applied Intelligence France SAS	France	Ordinary Shares	No	
BAE Systems Applied Intelligence GCS Inc	U S A	Common Shares	No	
BAE Systems Applied Intelligence Limited		Ordinary Shares	No	
				Unincorporated entity 82100 Greensboro Drive 9th floor McLean VA 22102 US
BAE Systems Applied Intelligence LLC	U S A			
BAE Systems Applied Intelligence New Zealand Limited	New Zealand	Ordinary Shares	No	
BAE Systems Applied Intelligence Pty Limited	Australia	Ordinary Shares	No	
BAE Systems Astute Class Limited		Ordinary Shares	No	
BAE Systems Australia Datagate Pty Limited	Australia	Ordinary Shares	No	
BAE Systems Australia Defence Holdings Pty Limited	Australia	Ordinary Shares	No	
		Ordinary Shares & Redeemable		
BAE Systems Australia Defence Pty Limited	Australia	Preference Shares	No	
BAE Systems Australia (Electronic Systems) Pty Limited	Australia	Ordinary Shares	No	
BAE Systems Australia (NSW) Holdings Pty Limited	Australia	Ordinary Shares	No	

BAE Systems Australia (NSW) Pty Limited	Australia	Ordinary Shares	No	
BAE Systems Australia (Singapore) Pte Limited	Singapore	Ordinary Shares	No	
BAE Systems Australia Holdings Limited	Australia	Ordinary Shares	Yes	
BAE Systems Australia Limited	Australia	Ordinary Shares	No	
BAE Systems Australia Logistics Pty Limited	Australia	Ordinary-A and		
BAE Systems Australia Sea Sentinel Project Pty Limited	Australia	Ordinary-B Shares	No	
BAE Systems Australia Shipbuilding (New Zealand) Limited	New Zealand	Ordinary Shares	No	
BAE Systems Avionics Overseas Limited	Singapore	Ordinary Shares	No	
BAE Systems Avionics Singapore Pte Limited	Sweden	Ordinary Shares	No	
BAE Systems Bofors AB	Sweden	Ordinary Shares	No	
BAE Systems Bofors Holdings Sdn Bhd	Malaysia	Ordinary Shares	No	
BAE Systems Capital Limited	Jersey	Ordinary Shares	Yes	
BAE Systems China (Exports) Limited	Sweden	Ordinary Shares	No	
BAE Systems C-TTS AB	Sweden	Ordinary Shares	No	
BAE Systems Command and Control Limited		Ordinary-A and		
BAE Systems Communications (Holdings) Limited (in MVL)		Ordinary-B Shares	No	
BAE Systems Communications Limited		Ordinary Shares	No	
BAE Systems Communications Solutions LLC	Oman	Ordinary Shares	Yes	Unincorporated entity - PO Box 360 111 Oman
BAE Systems Controls Inc	U S A	Common Stock	No	
BAE Systems Creole Inc	U S A	Authorized Shares	No	
BAE Systems Datagate Limited		Ordinary Shares	No	
BAE Systems Datagate Holdings Limited		Ordinary Shares	No	
BAE Systems Deployed Systems Limited		Ordinary Shares	See Note	Held via BAE Systems (Operations) Limited (60%) & BAE Systems plc (40%)
BAE Systems Delica GmbH	Germany	Ordinary Shares	No	
BAE Systems Display Technologies Limited		Ordinary Shares	No	
BAE Systems do Brasil Ltda	Brazil	Ordinary Shares	No	
BAE Systems Electronic Systems (Overseas) Limited		Ordinary Shares	No	
BAE Systems Electronics Limited		Ordinary Shares	No	
BAE Systems Enterprises Limited		Ordinary Shares	No	
BAE Systems Executive Pension Scheme Trustees Limited		Ordinary Shares	Yes	
BAE Systems Finance (Ireland)	Ireland	Ordinary Shares	No	
BAE Systems Finance B V	Netherlands	Ordinary Shares	No	
BAE Systems Finance Inc	U S A	Common Stock	No	
BAE Systems Flight Training (Australia) Pty Limited	Australia	Ordinary-A		
		Ordinary-B	No	Unlimited company Registered office Warwick House PO Box 87 Farnborough Aerospace Centre Farnborough Hants GU14 8YU
BAE Systems Funds Management		Ordinary Shares	Yes	
BAE Systems Global Combat Systems Bndging Limited		Ordinary Shares	No	
BAE Systems Global Combat Systems Limited		Ordinary Shares	No	
BAE Systems Global Combat Systems Munitions Limited		Ordinary Shares	No	
BAE Systems Global Tactical Systems LLC	U S A	Ordinary Shares		Unincorporated entity 3701 Outlet Cir Drive Suite 15 Seely TX 77474-4904 USA
BAE Systems Hagglunds AB	Sweden	Ordinary Shares	No	
BAE Systems Hawaii Shipyards Inc	U S A	Common Stock	No	
BAE Systems Holdings (South Africa) (Pty) Limited	South Africa	Ordinary Shares	No	
BAE Systems Holdings B V	Netherlands	Ordinary Shares	No	
BAE Systems Holdings Germany GmbH (in Liquidation)	Germany	Authorized Shares	No	
BAE Systems Holding GmbH	Germany	Ordinary Shares	No	
BAE Systems Holdings Inc	U S A	Common Stock	No	Unincorporated entity 1101 Wilson Blvd Ste 2000 Arlington VA 22209 USA
BAE Systems Holdings International LLC	U S A			
BAE Systems Imaging Solutions Inc	U S A	Common Stock	No	
BAE Systems India (Services) Private Limited	India	Ordinary Shares	No	
BAE Systems India (Homeland Security) Private Limited	India	Ordinary Shares	No	
BAE Systems India (Technology) Private Limited	India	Ordinary Shares	No	
BAE Systems India Ventures Private Limited	India	Ordinary Shares	No	

BAE Systems InFlight Systems (Overseas) Limited	U S A	Ordinary Shares	No	
BAE Systems Information and Electronic Systems Integration Inc	U S A	Common Stock	No	
BAE Systems Information Solutions Inc	U S A	Common Stock	No	
BAE Systems Insurance (Isle of Man) Limited	Isle of Man	Ordinary Shares	No	
BAE Systems Insyte Limited		Ordinary Shares	No	
BAE Systems Integrated System Technologies (KSA) Limited		Ordinary Shares	No	
BAE Systems Integrated System Technologies (Overseas) Limited		Ordinary Shares	No	
BAE Systems Integrated System Technologies GmbH	Germany	Ordinary Shares	No	
BAE Systems Integrated System Technologies Limited		Ordinary Shares	No	
BAE Systems International Inc	U S A	Common Stock	No	
BAE Systems Land & Armaments Holdings Inc	U S A	Common Stock	No	
BAE Systems Land & Armaments Inc	U S A	Common Stock	No	Unincorporated entity - 2000 North 15th Street 11th Floor Arlington VA 22201 USA
BAE Systems Land & Armaments L P	U S A	Ordinary Shares	No	
BAE Systems Land Systems ATF Limited		Ordinary Shares	No	
BAE Systems Land Systems (Finance) Limited		Ordinary Shares	No	
BAE Systems Land Systems FMTV International Inc	U S A	Authorized Shares	No	
BAE Systems Land Systems (Investments AVG) Limited		Ordinary Shares	No	
BAE Systems Land Systems (Investments AVT) Limited (in MVL)		Ordinary Shares	No	
BAE Systems Land Systems (Investments HMC) Limited (in MVL)		Ordinary Shares	No	
BAE Systems Land Systems (Investments South Africa) Limited		Ordinary Shares	No	
BAE Systems Land Systems (Investments) Limited		Ordinary Shares	No	
BAE Systems Land Systems (Logistics) Limited		Ordinary Shares	No	
BAE Systems Land Systems Pinzgauer Limited		Ordinary Shares	No	
BAE Systems Land Systems Pinzgauer (Holdings) Limited		Ordinary Shares	No	
BAE Systems Land Systems (Ranges) Limited		Ordinary Shares	No	
BAE Systems Land Systems (Singapore Investments) Limited		Ordinary Shares	No	Held by BAE Systems Land Systems (Investments South Africa) Limited
BAE Systems Land Systems South Africa (Pty) Limited (75%)	South Africa	Ordinary Shares	No	
BAE Systems Logistica Ltda	Brazil	Ordinary Shares	No	
BAE Systems Marine (Holdings) Limited		Ordinary Shares	No	
BAE Systems Marine (YSL) Limited		Ordinary Shares	No	
BAE Systems Marine Limited		Ordinary Shares	No	
BAE Systems Maritime Engineering & Services Inc	U S A	Common Stock	No	
BAE Systems Norfolk Ship Repair Inc	U S A	Common Stock	No	
BAE Systems Oman LLC	Oman	Ordinary Shares	No	
BAE Systems Ordnance Systems Inc	U S A	Common Stock	No	
BAE Systems OSP Services Limited (in MVL)		Ordinary Shares	No	
BAE Systems Overseas Inc	U S A	Common Stock	No	
BAE Systems PAMCO Services International Inc	U S A	Authorized Shares	No	
BAE Systems Pension Funds CIF Trustees Limited		Ordinary Shares	Yes	
BAE Systems Pension Funds Investment Management Limited		Ordinary Shares	Yes	
BAE Systems Pension Funds Trustees Limited		Ordinary Shares	Yes	
BAE Systems Project Services Limited		Ordinary Shares	No	
BAE Systems Projects (Canada) Limited		Ordinary Shares	No	
BAE Systems Properties Limited		Ordinary Shares	No	
BAE Systems Protection Systems Inc	U S A	Authorized Shares	No	
BAE Systems Quest Limited		Ordinary Shares	Yes	
BAE Systems Regional Aircraft (Japan) KK	Japan	Common Shares	No	
BAE Systems Regional Aircraft Colombia SAS	Colombia	Ordinary Shares	No	
BAE Systems Resolution Inc	U S A	Authorized Shares	No	
BAE Systems RO Defense Inc	U S A	Common Stock	No	
BAE Systems Rokar International Limited	Israel	Ordinary Shares	No	
BAE Systems S&S Holdings Inc	U S A	Authorized Shares	No	
BAE Systems S&S Operations Inc	U S A	Common Stock	No	
BAE Systems San Diego Ship Repair Inc	U S A	Common Stock	No	
BAE Systems San Francisco Ship Repair Inc	U S A	Common Stock	No	
BAE Systems Saudi Limited	Saudi Arabia	Ordinary Shares	No	
BAE Systems Saudi Arabia (Maintenance and Equipment Services) Limited	Saudi Arabia	Ordinary Shares	No	

BAE Systems Saudi Arabia (Vehicles and Equipment Holdings) Limited			Ordinary Shares	Yes	
BAE Systems Saudi Arabia (Vehicles and Equipment Nominees) Limited			Ordinary Shares	Yes	
BAE Systems Shared Services Inc	U S A		Common Shares	No	
BAE Systems Shared Services (Overseas) Limited			Ordinary Shares	No	
BAE Systems Share Plans Trustee Limited			Ordinary Shares	Yes	
BAE Systems Ship Repair Inc	U S A		Common Stock	No	Unincorporated entity P O Box 3202, Main Gate Dunlap Drive Mobile AL 36652 United States
BAE Systems Southeast Shipyards Alabama LLC	U S A			No	
BAE Systems Southeast Shipyards AMHC Inc	U S A		Common Stock	No	
BAE Systems Southeast Shipyards Jacksonville LLC	U S A			No	Unincorporated entity 6500 Hecksher Drive Jacksonville FL 32226 United States
BAE Systems Southeast Shipyards Mayport LLC	U S A			No	Unincorporated entity 6500 Hecksher Drive Jacksonville FL 32226 United States
BAE Systems SSY Alabama Property Holdings LLC	U S A			No	Unincorporated entity P O Box 3202 Main Gate Dunlap Drive Mobile AL 36652 United States
BAE Systems SSY Floating Dry Dock Holdings LLC	U S A			No	Unincorporated entity 6500 Hecksher Drive Jacksonville FL 32226 United States
BAE Systems SSY Florida Property Holdings LLC	U S A			No	
BAE Systems Surface Ships (Holdings) Limited	U S A		Ordinary Shares	No	
BAE Systems Surface Ships Limited			Ordinary Shares	No	
BAE Systems Surface Ships (Projects) Limited			Ordinary Shares	No	
BAE Systems Surface Ships Intermediate Holdings Limited			Ordinary Shares	No	
BAE Systems Surface Ships Integrated Support Limited			Ordinary Shares	No	
BAE Systems Surface Ships International Limited			Ordinary & Pref Shares	No	
BAE Systems Surface Ships Maritime Limited			Ordinary Shares	No	
BAE Systems Surface Ships Portsmouth Limited			Ordinary & Pref Shares	No	
BAE Systems Surface Ships Projects (Malaysia) Sdn Bhd	Malaysia		Ordinary Shares	No	
BAE Systems Surface Ships Property Services Limited			Ordinary Shares	No	
BAE Systems Surface Ships Support Limited			Ordinary-A & Ordinary-B	No	
BAE Systems Surface Ships Hellas A E	Greece		Ordinary Shares	No	
BAE Systems Surface Ships (Overseas) Limited			Ordinary Shares	No	
BAE Systems SWS Defence AB	Sweden		Ordinary Shares	No	Unincorporated entity 3701 Outlet Cir Drive Suite 15 Seely TX 77474-4904
BAE Systems Tactical Vehicle Systems LP	U S A			No	
BAE Systems Technology Solutions & Services Inc	U S A		Common Stock	No	
BAE Systems Tomado Sustainment Solutions Limited			Ordinary Shares	No	
BAE Systems TVS Holdings Inc	U S A		Common Stock	No	Unincorporated entity 3701 Outlet Cir Drive Suite 15 Seely TX 77474-4904 USA
BAE Systems TVS Holdings LLC	U S A			No	
BAE Systems TVS Inc	U S A		Authorized Shares	No	
BAE Systems Zephyr Corporation	U S A		Common Stock	No	
BAE Systems Zephyr Fifth Corporation	U S A		Common Stock	No	
BAE Systems Zephyr Fourth Corporation	U S A		Common Stock	No	
BAE Systems Zephyr Second Corporation	U S A		Common Stock	No	
BAE Systems Zephyr Third Corporation	U S A		Common Stock	No	
BAE Systems, Inc	U S A		Common Stock	No	
BAE-Hal Software Limited (40%)	India		Ordinary Shares	No	Held via BAE Systems plc
BEHC Bofors Defense Asia SDN BHD (49%)	Malaysia		Ordinary Shares	No	Held via BAE Systems Bofors Holdings AB
Brabazon Limited			Ordinary Shares	No	
BAE (Consultancy Services) Malaysia Sdn Bhd (49%)	Malaysia		Ordinary Shares	No	
British Aerospace (Far East) Limited	Hong Kong		Ordinary Shares	No	Held via BAE Systems (Consultancy Services) Limited
British Aerospace (Malaysia) Sendirian Berhad	Malaysia		Ordinary Shares	No	
British Aircraft Corporation (Holdings) Limited (in MVL)			A' Ordinary & B' Ordinary	Yes	
British Aircraft Corporation (Pension Fund Trustees) Limited			Ordinary Shares	Yes	
British Aircraft Corporation Limited			Ordinary Shares	Yes	
Buckfield Properties Limited			Ordinary Shares	No	
Camtro Limited			Ordinary Shares	No	

Cashhold Limited		Ordinary 'A' & 'B' Shares	Yes	Limited by Guarantee Warwick House PO Box 87 Farnborough Aerospace Centre Farnborough Hants GU14 6YU
Chorley G1 Management Company Limited	Panama	Authorized Shares	No	
CPS International, Inc		Ordinary-A and Ordinary-B Shares	No	
Creole (Nigeria) Limited	Nigeria	Ordinary Shares	No	
CTA International SAS (50%)	France	Ordinary Shares	No	Held via BAE Systems Global Combat Systems Limited
Data Link Solutions L L C (50%)	U S A		No	Unincorporated entity held via BAE Systems Information and Electronics Systems Integration Inc 400 Collins Ave Cedar Rapids IA 52408 United States
Delica BV	Netherlands	Ordinary Shares	No	
Delica Consulting Group Limited (in MVL)		Ordinary Shares	No	
Delica Group Holdings (Ireland) Limited	Ireland	Ordinary Shares	No	
Delica Group Limited		Ordinary Shares	No	
Delica Holdings Limited (in MVL)		Ordinary Shares	No	
		Ordinary Shares & Preference Shares		
Delica Ireland Limited	Ireland	Ordinary Shares	No	
Delica Mexico S de RL de CV	Mexico	Ordinary Shares	No	
Delica Patent Limited	Ireland	Ordinary Shares	No	
Delica Services Inc	U S A	Ordinary Shares	No	
Delica Spain S A	Spain	Ordinary Shares	No	
Draig Aviation Holdings (Ireland) Limited (in Liquidation)	Ireland	Ordinary Shares	No	
ETI Engineering Inc	U S A	Common Shares	No	
Eurofighter Aircraft Management GmbH (33%)	Germany	Ordinary Shares	No	Held by BAE Systems plc
Eurofighter International Limited (33%)		Ordinary B Shares	No	Held by BAE Systems plc
Eurofighter Jagdflugzeug GmbH (33%)	Germany	Ordinary Shares	No	Held by BAE Systems plc
European Aerosystems Limited (50%)		Ordinary 'A'	No	Unincorporated entity held via Westover Controls Inc 800 Main Street Johnson City NY 13790 USA
FADEC International LLC (50%)	U S A	Ordinary Shares	No	Held via BAE Systems Integrated System Technologies Limited
Fast Holdings Limited (47.5%)		Ordinary Shares	No	Held via Fast Holdings Limited
Fast Training Services Limited (47.5%)		Ordinary Shares	No	Held via BAE Systems Mantra Limited
FBV Designs Limited (50%)		Ordinary A Shares	No	Systems plc (33.3%) & BAE Systems Electronics Limited (33.3%)
Flight Control System Management GmbH (66.6%)	Germany	Ordinary Shares	See Note	
FNSS Savunma Sistemleri A S (49%)	Turkey	Ordinary Shares	No	Held via BAE Systems Land & Armaments LP
Gloster Aircraft Limited		Ordinary Shares	Yes	
Grenada Enterprises Limited	Saudi Arabia	Ordinary Shares	No	
Gripen International KB (50%)	Sweden	Ordinary Shares	No	Unincorporated entity - 581 88 Linköping Sweden
Hagglunds Foremost Inc (66.7%)	Canada	Common Stock	No	Held via BAE Systems Hagglunds AB
Hagglunds Vehicle GmbH	Germany	Ordinary Shares	No	
Hawker Siddeley Aviation Limited		Ordinary Shares	Yes	
Hawker Siddeley Dynamics Limited		Ordinary Shares	Yes	
H-B Utveckling H-B Development AB	Sweden	Ordinary Shares	No	Held via BAE Systems Bofors AB (50%) & BAE Systems Hagglunds AB (50%)
Helicon Limited		Ordinary Shares	Yes	
Hertfordshire Estates Limited		Ordinary A & Ordinary B	No	
HSA/HSD Pension Fund Trustees Limited		Ordinary Shares	Yes	
Hunter Aerospace Corporation Pty Limited	Australia	Ordinary Shares	No	Unincorporated entity held via BAE Systems Technology Solutions & Services Inc 655 Space Center Drive Colorado Springs CO 80915
IBL JV, LLC (39%)	U S A		No	
International Military Sales Limited		Ordinary Shares	No	
International Systems Engineering Company Limited (90.62%)	Saudi Arabia	Ordinary Shares	No	Held via Overhaul and Maintenance Company Limited
Jetstream Aircraft Limited		Ordinary Shares	Yes	
Kalamand Limited		Ordinary Shares	No	
Land Services Arabia Ltd	Saudi Arabia	Ordinary Shares	No	
Lemacrown Limited		Ordinary & A Shares	No	
in a International Limited (in MVL)		Ordinary Shares	No	
MBDA SAS (ultimate holding 37.5%)	France	Ordinary Shares	No	
MES Holdco Limited	Jersey	M & A Shares	No	Held via BAE Systems (Overseas Holdings) Limited
		Ordinary Shares	No	

MES Interco					Ordinary Shares	No	Farnborough Aerospace Centre Farnborough Hants GU14 6YU
MES Nominees Limited					Ordinary Shares	No	
Meslink Limited					Ordinary Shares	No	
Muiden Chemie International BV		Netherlands			Ordinary Shares	No	
Newcombe Properties Limited					Ordinary Shares	No	
Nobel Business Support AB (34%)		Sweden			Ordinary Shares	No	Held via BAE Systems Bofors AB
Norikom Alchemist (Israel) Limited		Israel			Ordinary Shares	No	
Overhaul and Maintenance Company Limited		Saudi Arabia			Ordinary Shares	No	
PAMCO Servicios Internacionales de Mexico, S de RL de CV		Mexico			Authorized Shares	No	
Panavia Aircraft GmbH (42.9%)		Germany			Ordinary Shares	No	Held via BAE Systems plc
Palma Hagglunds Oy (50%)		Finland			Ordinary Shares	No	Held by BAE Systems Hagglunds AB
Perimeter Internetworking Corp		U.S.A.			Common Shares	No	
Piper Group plc					Ordinary Shares	No	
Pitch Technologies AB		Sweden			Ordinary Shares	No	
Port Solent Limited					Ordinary Shares	No	
PT BAE Systems Services					Ordinary Shares	No	
PT BAE Systems Company, Limited		Indonesia			Common Shares	No	
Radio Communication Company, Limited					Ordinary Shares	No	
Reflectone UK Limited					Ordinary Shares	No	
Representaciones SSTs CA		Venezuela			Authorized Shares	No	
Royal Ordnance B V		Netherlands			Ordinary Shares	No	
Royal Ordnance (Crown Service) Pension Scheme Trustees Limited					Ordinary Shares	No	
Royal Ordnance (Weapons & Munitions) Limited (in MVL)					Ordinary Shares	No	
Royal Ordnance Maschinen und Anlagenbau GmbH		Germany			Ordinary Shares	No	
Royal Ordnance Senior Staff Pension Scheme Trustees Limited					Ordinary Shares	No	
Royal Ordnance Speciality Metals Limited					Ordinary Shares	Yes	
Royal Ordnance Summerfield Limited					Ordinary Shares	No	
Rubus Limited					Ordinary-A & Ordinary-B		
RWT Limited					Ordinary Shares	Yes	
Saab-BAE Systems Gripen AB (50%)		Sweden			Ordinary Shares	No	Held by BAE Systems plc
Saab Bofors Test Center AB (30%)		Sweden			Ordinary Shares	No	Held via BAE Systems Bofors AB
Sailford Electrical Instruments Limited					Ordinary Shares	No	
Saudi Development & Training Company Limited (99%)		Saudi Arabia			Ordinary Shares	Yes	1% held by BAE Systems plc 98% held by BAE Systems (MEH) Limited
Saudi Maintenance & Supply Chain Management Company Limited (51%)		Saudi Arabia			Ordinary Shares	No	Held by BAE Systems (MEH) Limited
Saudi Technology & Logistics Services Limited (65%)		Saudi Arabia			Ordinary Shares	No	Held by BAE Systems plc
Scentawill Limited					Ordinary Shares	No	
Scottish Aviation Limited					Ordinary Shares	Yes	
Seale-Alvis Fenestration Limited (43.5%)					Ordinary A Shares	No	Held via BAE Systems Global Combat Systems Limited
Sepia, LLC		U.S.A.				No	Unincorporated entity 4219 Lafayette Center Drive Chantilly VA 20151, U.S.A.
Shipbuilding (MSF) Pty Limited		Australia			Ordinary Shares	No	
Shipbuilding (VIC) Pty Limited		Australia			Ordinary Shares	No	
SIKA International Limited (50%)					Ordinary A Shares	No	Held via BAE Systems Enterprises Limited
Spectrum Technologies Public Limited Company (20%)					Ordinary Shares	No	Held via BAE Systems plc
Stephen Howe Systems Limited					Ordinary Shares	No	
Stewart & Stevenson Operations (Nigeria) Limited		Nigeria			Authorized Shares	No	
Stewart & Stevenson TVS UK Limited					Ordinary Shares	No	
Stratsec net Sdn Bhd		Malaysia			Ordinary Shares	No	
Streamshield Limited					Ordinary Shares	No	
Streamshield Networks Limited (in MVL)					Ordinary Shares	No	
Support Solutions General Services and Contracting Company/Limited Liability		Iraq				No	Unincorporated entity House No 145 Street No 1, Qtr 611, Al Andalous Area Al Mansour, Baghdad
TDS International Pty Limited		Australia			Ordinary Shares	No	
TDS International Holdings Pty Limited		Australia			Ordinary-A	No	
Tenix Philippines Inc. (in Liquidation)		Philippines			Ordinary Shares	No	
The Blackburn Aeroplane & Motor Co Limited					Ordinary Shares	Yes	
The Bristol Aviation Company Limited					Ordinary Shares	Yes	
The British & Colonial Aeroplane Co. Limited					Ordinary Shares	Yes	
The Leeds Partnership Limited					Ordinary A & Ordinary B	No	

The Supermarine Aviation Works Limited			Ordinary 'A' & 'B' & Pref Shares	Yes	
Thomas Sopwith Aviation Company Limited			Ordinary Shares	Yes	
Tris Mateen & Co LLC (50%)	Oman		Ordinary Shares	No	Unincorporated entity held via BAE Systems (Overseas Holdings) Limited, PO Box 74, 111 As Seeb, Sultanate of Oman
U S Munitions, LLC (51%)	U S A			No	Unincorporated entity held via BAE Systems Ordinance Systems Inc
VSEL Birkenhead Limited			Ordinary Shares	No	
VSEL Consortium Trustees Limited			Ordinary Shares	No	
Warship Design Services Limited			Ordinary Shares	No	
Westover Controls Incorporated	U S A		Common Stock	No	
Winner Developments Limited (33.3%)			Ordinary Shares	No	Held via BAE Systems Properties Limited
Notes					
(1) Unless otherwise indicated companies are registered in Great Britain and the shares held represent 100% of the issued share capital. No subsidiary undertakings were excluded from the consolidation					
(2) The percentage holding being that of the Group unless stated otherwise (see Notes column)					