

G

COMPANIES FORM No. 169

Return by a company purchasing its own shares

169

CHFP025

Pursuant to section 169 of the Companies Act 1985

Please do not
write in
this marginTo the Registrar of Companies
(Address overleaf)

For official use

Company number

Please do not write
in the space below.
For Inland Revenue
use only.**Please complete
legibly, preferably
in black type, or
bold block lettering**

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02449247

Name of company

* insert full name
of company

* MATRA MARCONI SPACE UK LIMITED

NoteThis return must be
delivered to the
Registrar within a
period of 28 days
beginning with the
first date on which
shares to which it
relates were delivered
to the company

Shares were purchased by the company under section 162 of the above Act as follows:

Class of Shares	DEFERRED		
Number of shares purchased	900		
Nominal value of each share	£1		
Date(s) on which the shares were delivered to the company	25/4/2000		
Maximum prices paid for each share	£		
Minimum prices paid for each share	£		

‡ A private company
is not required to
give this informationThe aggregate amount paid by the company for the shares
to which this return relates was:

£ 900.00

Stamp Duty is payable on the aggregate amount at the rate
of 1/2% rounded up to the nearest multiple of £5

£ 5.00

‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

Designation ‡

Secretary

Date 3rd May 2000

Presenter's name address and
reference (if any):Clifford Chance LLP
200 Aldersgate Street
London EC1A 4JJ
020 7600 1000 Ext. 8251
Ref: SET/M3462/119
DX No 606 LONDON
1/525150/1For official Use
General Section

Post room

A08
COMPANIES HOUSE

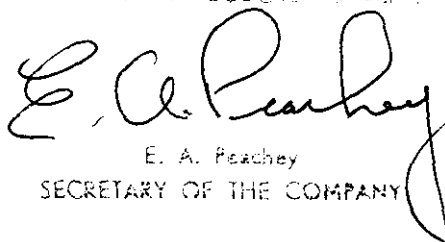
AA5LWQ80

0554
25/05/00

6 April 2000

CERTIFIED TRUE COPY

Matra Marconi Space UK Limited
The Grove
Warren Lane
Stanmore
Middlesex HA7 4LY


E. A. Peachey
SECRETARY OF THE COMPANY

Dear Sirs

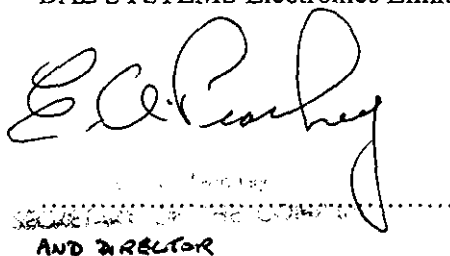
Letter of Agreement (the "Letter of Agreement") between BAE SYSTEMS Electronics Limited ("BAE SYSTEMS") and Matra Marconi Space UK Limited ("MMS UK")

We hereby offer to sell to you the nine hundred (900) £1 deferred shares (the "Shares") currently held by BAE SYSTEMS in MMS UK. The offer price for the Shares is £900.

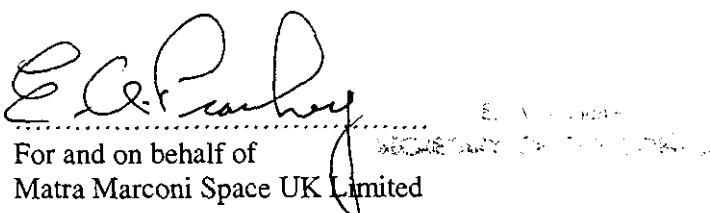
This offer to sell the Shares to you is irrevocable for thirty (30) days from the date of this letter. If you are unable to agree to this offer by this time the offer will lapse. This Letter of Agreement shall take effect on the date that you sign and date the duplicate Letter of Agreement.

Please send the signed and dated duplicate of this Letter of Agreement and a cheque for £900 on account of the purchase price payable to BAE SYSTEMS Electronics Limited to BAE SYSTEMS at the address below. On receipt, we shall deliver to you a duly executed transfer in respect of the Shares and the share certificate for the Shares within 10 working days.

Yours faithfully
For and on behalf of
BAE SYSTEMS Electronics Limited


E. A. Peachey
SECRETARY OF THE COMPANY
AND DIRECTOR

We acknowledge receipt and accept the terms of the above offer as of today's date.


For and on behalf of
Matra Marconi Space UK Limited

25/4/2000
Dated