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Please complete  
legibly, preferably  
in black type, or  
bold block lettering

\*insert full name  
of Company

**COMPANIES FORM No. 395**

**Particulars of a mortgage or charge**

**A fee of £13 is payable to Companies House in respect  
of each register entry for a mortgage or charge.**

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies  
(Address overleaf - Note 6)

For official use

Company number

2957926

Name of company

\* BAE SYSTEMS PENSION FUNDS CIF TRUSTEES LIMITED (the "Company")

Date of creation of the charge

22 April 2009

Description of the instrument (if any) creating or evidencing the charge (note 2)

The BAE Systems Pension Scheme Reservoir Trust Deed entered into between  
BAE Systems plc (1), the Company (2) and the Beneficiary (as defined below)  
(3) (the "Deed").

Amount secured by the mortgage or charge

8  
+  
10  
An amount equal to the amount by which the assets of the Pension Scheme are  
less than the liabilities of the Pension Scheme on the date on which the  
security constituted by the Deed becomes enforceable, such amount to be  
calculated in the same manner as would be required for the purposes of  
section 75(2) of the Pensions Act 1995 (assuming that the date had been  
validly designated by the Beneficiary and BAE Systems plc (registered  
number 01470151) was the only employer in relation to the Pension Scheme)  
(the "Secured Obligations").

Names and addresses of the mortgagees or persons entitled to the charge

BAE SYSTEMS PENSION FUNDS TRUSTEES LIMITED with registered number 753964 whose  
registered office is at Warwick House, P O Box 87, Farnborough Aerospace Centre,  
Farnborough, Hants, as trustee of the Pension Scheme (the "Beneficiary")

Postcode GU14 6YU

Presenter's name address and  
reference (if any):

LAD/MZL/B.1283-6  
Travers Smith LLP  
10 Snow Hill  
London  
EC1A 2AL

Time critical reference

For official Use (02/06)

Mortgage

Post room

WEDNESDAY



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\*AXGH19FT\*

29/04/2009

COMPANIES HOUSE

257

Short particulars of all the property mortgaged or charged

1. Pursuant to the Deed and subject to paragraph 2 below, as continuing security for the Secured Obligations, the Company, with full title guarantee, charged in favour of the Beneficiary, by way of first fixed charge, all of its present and future rights, entitlements and interests in respect of the Secured Assets.
2. Pursuant to the Deed the Company agreed not to create any mortgage, charge, pledge, lien, assignment or other security interest over any of the Secured Assets or its interest in them other than pursuant to the Deed or other than security interests mandatorily arising by law.
3. In this Form 395 the following definitions shall have the following meanings:

(see continuation sheet)

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**Please complete legibly, preferably in black type, or bold block lettering**

Particulars as to commission allowance or discount (note 3)

Nil

Signed

*Travers Smith LLP*

Date

*28 April 2009*

On behalf of ~~XXXXXX~~ [mortgagee/chargee] †

A fee is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

† delete as appropriate

Notes

- 1 The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the Registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
- 2 A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage", or "Legal charge", etc, as the case may be, should be given.
- 3 In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;
  - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
  - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional,for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
- 5 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

Name of company

\*insert full name  
of Company

\* BAE Systems pENSION FUNDS CIF TRUSTEES LIMITED (the "Company")

Addendum 1/4

1. Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Addendum 2/4

2. Amount due or owing on the mortgage or charge (continued)

Addendum 3/4

3. Names, addresses and descriptions of the mortgages or persons entitled to the charge (continued)

Addendum 4/4

4. Short particulars of all the property mortgaged or charged (continued)

"Pension Scheme" means the registered occupational pension scheme known as the BAE Systems Pension Scheme governed as at the date of the Deed by its trust deed and rules dated 30 March 1979 (as amended from time to time) and established from 6 April 1979;

"Secured Assets" means the Trust Assets and any other present or future assets that are, or become subject to the Trust (and includes the proceeds of any such Trust Assets or assets and all and any future rights and claims against any custodian of any such Trust Assets or assets) and shall be deemed to extend to assets which would, were it not solely for the Trust being invalid or ineffective at any time, have been Trust Assets;

"Trust" means a trust to be known as the BAE Systems Pension Scheme Reservoir Trust established pursuant to the Deed;

"Trust Assets" means the assets from time to time subject to the Trust.



**CERTIFICATE OF THE REGISTRATION  
OF A MORTGAGE OR CHARGE**

**Pursuant to section 401(2) of the Companies Act 1985**

**COMPANY NO. 2957926  
CHARGE NO. 1**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A THE BAE SYSTEMS PENSION  
SCHEME RESERVOIR TRUST DEED DATED 22 APRIL 2009 AND  
CREATED BY BAE SYSTEMS PENSION FUNDS CIF TRUSTEES  
LIMITED FOR SECURING ALL SUMS DUE OR TO BECOME DUE  
UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT  
CREATING OR EVIDENCING THE CHARGE WAS REGISTERED  
PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT  
1985 ON THE 29 APRIL 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2 MAY 2009



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES