

SH01

Return of allotment of shares

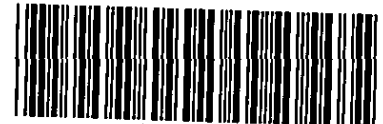


You can use the WebFiling service to file this form online
Please go to www.companieshouse.gov.uk

☒ **What this form is for**
You may use this form to give
notice of shares allotted following
incorporation

☐ **What this form is NOT for**
You cannot use this form to give
notice of shares taken by sub-
on formation of the company
for an allotment of a new class
shares by an unlimited company

TUESDAY



A2KI3YFS

A22

05/11/2013

#180

COMPANIES HOUSE

1 Company details

Company number 01777777

Company name in full British Airways Plc

→ Filling in this form

Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2 Allotment dates

From Date d 3 d 1 m 1 m 0 y 2 y 0 y 1 y 3

To Date d d m m y y y y

① Allotment date

If all shares were allotted on the
same day enter that date in the
'from date' box. If shares were
allotted over a period of time,
complete both 'from date' and 'to
date' boxes

3 Shares allotted

Please give details of the shares allotted, including bonus shares
(Please use a continuation page if necessary)

② Currency

If currency details are not
completed we will assume currency
is in pound sterling

Class of shares (E.g. Ordinary/Preference etc.)	Currency ②	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
Ordinary Class C Shares	Pound Sterling	147,963	£1 00	3,881 33	0 00

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted

Continuation page

Please use a continuation page if
necessary

Details of non-cash
consideration

If a PLC, please attach
valuation report (if
appropriate)

SH01

Return of allotment of shares

Statement of capital

Section 4 (also Section 5 and Section 6, if appropriate) should reflect the company's issued capital at the date of this return

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
Class A1 ordinary shares	£1,271 15711331		896,700	£ 259,771,984 00
Class A2 ordinary shares	£869 09686279		99,308	£ 28,769,423 75
Class B ordinary shares	£1 00		1,000,000	£ 1,000,000 00
Class C ordinary shares	£3,881 33		147,963	£ 147,963 00
Totals			2,143,971	£ 289,689,370 75

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 E.g. Number of shares issued multiplied by
nominal value of each share

Continuation Pages
Please use a Statement of Capital continuation
page if necessary

SH01

Return of allotment of shares

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**

Prescribed particulars of rights attached to shares

The particulars are

- 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

A separate table must be used for each class of share

Continuation page

Please use a Statement of Capital continuation page if necessary

Class of share

Class A1 ordinary shares

Prescribed particulars
1

See continuation page

Class of share

Class A2 ordinary shares

Prescribed particulars
1

See continuation page

Class of share

Class B ordinary shares

Prescribed particulars
1

See continuation page

8

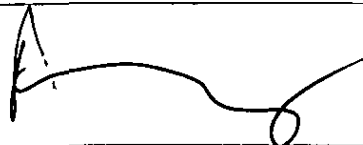
Signature

I am signing this form on behalf of the company

Signature

Signature

X



X

This form may be signed by
Director 2, Secretary, Person authorised 1, Administrator, Administrative receiver,
Receiver, Receiver manager, CIC manager

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

Person authorised

Under either section 270 or 274 of the Companies Act 2006

SH01

Return of allotment 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 **Courtney Adams**Company name **British Airways Plc**Address **Waterside (HBA3), P O Box 365**Post town **Harmondsworth**County/Region **Middlesex**Postcode **U B 7 0 G B**Country **United Kingdom**

DX

Telephone **0208 738 7603****Checklist**

We may return the 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 shown the date(s) of allotment in section 2
- ☐ You have completed all appropriate share details in section 3
- ☐ You have completed the appropriate 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

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Class C ordinary shares	
Prescribed particulars	<p>Article 41 Transfer of Shares</p> <p>(1) The A1 Shares and the C Shares shall not be subject to any restriction on their transferability. The holder of the A2 Shares shall not transfer any A2 Shares held by it to any other person without the prior written consent of the A1 Shareholder.</p> <p>(2) Any transfer of shares made in accordance with these articles shall be registered promptly. The directors shall decline to register any transfer of shares which is not made in accordance with these articles and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect the proposed transfer may be fraudulent.</p> <p>(3) Shares may be transferred in accordance with these articles by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of the transferor.</p> <p>(4) No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share.</p> <p>(5) The company may retain any instrument of transfer which is registered.</p> <p>(6) The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it.</p> <p>Article 42 Transmission of shares</p> <p>(1) If title to a share passes to a transferee in accordance with these articles, the company may recognise only the transferee as having any title to that share.</p> <p>(2) Subject to article 42(3), a transferee who produces such evidence of entitlement to shares as the directors may properly require</p> <p>(a) may, subject to the articles, choose either to become the holder of those shares or to have them transferred to another person, and</p> <p>(b) subject to the articles, and pending any transfer of the shares to another person, has the same rights as the holder from whom the transferee derived such entitlement had.</p> <p>(3) Transferees do not have the right to attend or vote at a general meeting, or agree to a proposed written resolution, in respect of shares to which they are entitled, by reason of the event which gave rise to the transmission, unless they become the holders of those shares in accordance with these articles.</p>	

SH01 - continuation page

Return of allotment of shares

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Class of share	Class C ordinary shares	
Prescribed particulars	<p>Article 43 Exercise of transmittes' rights</p> <p>(1) Transmittes who wish to become the holders of shares to which they have become entitled in accordance with these articles must notify the company in writing of that wish</p> <p>(2) If the transmittes wishes to have a share transferred to another person, the transmittes must execute an instrument of transfer in respect of it and obtain any relevant consents in accordance with these articles</p> <p>(3) Any transfer made or executed under this article is to be treated as if it were made or executed by the person from whom the transmittes has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred</p> <p>Article 44 Transmittes bound by prior notices</p> <p>If a notice is given to a shareholder in respect of shares and a transmittes (or any person nominated under article 42(2) is entitled to those shares, the transmittes (and any person nominated under article 42(2) is bound by the notice if it was given to the shareholder before the transmittes's name has been entered in the register of members</p> <p>Article 45 Dividends and other distributions general</p> <p>Where the company makes any dividend or other distribution of profits within the meaning of section 829 of the Companies Act 2006, the B Shareholder(s) shall be entitled to that portion of such dividend or distribution as is equal to one per cent of the aggregate amount of such dividend or distribution, provided that the aggregate amount of dividends and distributions that the B Shares shall be entitled to in aggregate at any time after the Merger Effective Date shall be capped at £1 per B Share. Such dividend or distribution shall be paid to the B Shareholder(s) pro rata to the number of B Shares held by them. The A1 Shareholder(s), the A2 Shareholder(s) and the C Shareholder(s) shall, together, be entitled to the remaining portion of such dividend or distribution, such dividend or distribution to be paid pro rata to the number of A1 Shares, A2 Shares or C Shares (as the case may be) held by them, provided that where the aggregate amount of any dividend or distribution which is made by the company is less than £1, the holders of the A2 Shares shall not be entitled to receive any amount of such dividend</p>	

SH01 - continuation page

Return of allotment of shares

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Class of share	Class C ordinary shares	
Prescribed particulars	<p data-bbox="352 439 659 468">Article 53 Return of capital</p> <p data-bbox="352 506 1123 1167"> On a return of capital, whether by way of liquidation, capital reduction, or otherwise, the Surplus Assets shall be applied in the following manner and in the following priority (a) first to the A1 Shareholder(s), the A2 Shareholder(s) and the C Shareholder(s) pro rata to the number of A1 Shares, A2 Shares, or C Shares (as the case may be) held by them until the aggregate amount of the Surplus Assets so distributed is equal to the aggregate nominal value of the A1 Shares, A2 Shares and C Shares then in issue, (b) thereafter, to the extent any Surplus Assets remain, they shall be distributed to the B Shareholder(s) pro rata to the number of B Shares held by them, until the aggregate amount of the Surplus Assets so distributed is equal to the aggregate nominal value of the B Shares then in issue, and (c) thereafter, to the extent any Surplus Assets remain, to the A1 Shareholder(s), A2 Shareholders and C Shareholder(s) pro rata to the number of A1 Shares, A2 Shares or C Shares (as the case may be) held by them, save that this article shall not apply to any redemption or repurchase of B Shares (whether out of share capital or distributable profits) </p> <p data-bbox="352 1205 799 1234">Article 55 Convening General Meetings</p> <p data-bbox="352 1272 1123 1827"> (1) None of the Directors, the company, the A1 Shareholder, the A2 Shareholder, the B Shareholder or the C Shareholder shall convene or hold any general meeting of the shareholders or propose any written resolution of the shareholders (or the executing of any other document or the taking of any other steps which would have a similar effect) or take any steps to procure any of the foregoing unless, in each case, they are required by applicable law to do so, in which case the only resolutions which shall be put to the shareholders at such meeting or by way of written resolution shall be those which are required by applicable law to be so put (2) Where the company proposes to put a resolution to the vote at a general meeting, the company shall circulate to the shareholders in advance of that meeting all information that is required to be so circulated by applicable law as well as such information as the company considers reasonably necessary in order for the shareholders to be properly informed about the subject matter of the proposed resolution </p>	

SH01 - continuation page

Return of allotment of shares

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Class of share	Class C ordinary shares	
Prescribed particulars	<p>Article 61 Voting general</p> <p>(1) All resolutions put to the vote of a general meeting shall be decided on a poll rather than on a show of hands</p> <p>(2) The A1 Shareholder, the A2 Shareholder and the B Shareholder at any general meeting of the company at which they are present in person or by proxy, shall, on a poll, have one vote for each A1 Share, A2 Share or B Share (as the case may be) held by them in the capital of the company</p> <p>(3) The C Shares shall not confer any rights on a holder of such shares to attend, speak or vote at a general meeting of the company</p> <p>(4) The A2 Shareholder shall vote as directed by the A1 Shareholder in respect of all shareholders' resolutions</p> <p>Article 67 Class meetings</p> <p>The provisions of the articles relating to general meetings shall apply, with any necessary modifications, to any separate general meeting of the holders of shares of a class</p>	