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Our ref: L/COB/88.2/19698 2005 APR -11 A.M. 04

30<sup>th</sup> March 2006

OFFICE OF INTERNATIONAL  
CORPORATE FINANCE



06012190

Securities and Exchange Commission  
Division of Corporate Finance  
Office of International Corporate Finance  
100 F Street NE  
Washington  
DC 20549  
USA

PROCESSED

APR 05 2006

THOMSON  
FINANCIAL

USA

SUPPL

Dear Sirs

**Securities Exchange Act 1934 Rule 12g3-2(b)**  
**Issuer: Cobham plc**  
**File no: 8234923**

We enclose the following copy documents as required pursuant to the above-referenced rule:

1. General Purposes Committee resolution allotting securities dated 28 March 2006.
2. General Purposes Committee resolution allotting securities dated 28 March 2006.
3. General Purposes Committee resolution allotting securities dated 28 March 2006.
4. General Purposes Committee resolution allotting securities dated 28 March 2006.
5. General Purposes Committee resolution allotting securities dated 29 March 2006.
6. Notice of allotment of shares or securities on Form 88(2) dated 28 March 2006.
7. Notice of allotment of shares or securities on Form 88(2) dated 29 March 2006.

If you have any questions or comments, please contact me at +44 (0)1202 857552.

Yours faithfully  
for Cobham plc

**J M Pope**  
**Company Secretary/Solicitor**

BEST AVAILABLE COPY

COBHAM PLC

RECEIVED  
2006 MAR -14 11:04  
OFFICE OF THE  
SECRETARY

**Minutes of a meeting of the General Purposes Committee  
held at Cobham plc,  
Brook Road, Wimborne, Dorset BH21 2BJ  
On 28<sup>th</sup> March 2006**

**Present:** A E Cook - Chairman  
W Tucker

**In attendance:** J M Pope - Company Secretary

**1. The Cobham Savings Related Share Option Scheme ("the Scheme")**

1.1 It was reported that the participants listed on the share-save closure schedule dated 22<sup>nd</sup> March 2006 have given notice to the company (each such notice being accompanied by the appropriate subscription price £16,457.46) in compliance with the Scheme rules exercising their options in accordance with the particulars set out in the said schedule.

1.2 It was resolved that 21,050 new ordinary shares of 2.5p nominal value each be allotted to the said participants in accordance with the particulars set out in the closure schedule dated 22<sup>nd</sup> March 2006 and that such shares to rank pari passu with the existing ordinary shares of 2.5p each:

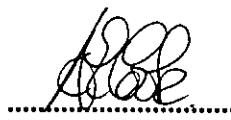
1.3 It was further resolved that the secretary be instructed:

1.3.1 to direct the registrars to prepare as soon as possible definitive share certificates in respect of the shares allotted as aforesaid; and

1.3.2 to prepare and file form 88(2) and to notify the Stock Exchange of the issue of the shares.

1.3.3 to retain a record of closure details relating to this transaction.

2. There being no further business the meeting closed.



Chairman

Closure report dated 22nd March 2006		Schedule 1 to		General Purposes Committee Minute dated 27th March 2006													
Originator: Yorkshire Building Society																	
Account Number	Grant Date	Term	Option Price	Share Premium	Title	Surname	Initials	NI NO	Exercised Shares	Cost	Address1	Address2	Address3	Address4	Postcode	Forenames	Location
004829535563	141102	3	0.769	0.744	MR	BLIDD	MP	YZ125366D	1620	1245.78	4 ATKINSON CLOSE	GOSPORT			P012 2BZ	MARTIN PETER	FRHIT
004830666163	141102	3	0.769	0.744	MS	COVENTRY	HB	NH678703A	680	522.92	67 LUMSDEN CRESCENT	ALMONDBANK	PERTH		PH1 3LG	HELEN B	FRALMD
004830399463	141102	3	0.769	0.744	MISS	DEAN	AM	NMT176847B	1620	1245.78	78 PARKWAY DRIVE	BOURNEMOUTH			BH8 9JR	ALISON MARY	COB
004830489363	141102	3	0.769	0.744	MR	DUNFORD	RB	YT145699C	1620	1245.78	30 SUTTON ROAD	TOITON	SOUTHAMPTON		SO40 3PH	ROBERT	FRA
004830414163	061100	5	0.836	0.811	MR	GALLOWAY	DB	WM689855A	4030	522.92	28 UPPER DRIVE	EAST PRESTON	LITTLEHAMPTON		BN16 1QN	MICHAEL	CREG
004829365463	141102	3	0.769	0.744	MR	MASSEY	AE	NY305841A	1810	1391.89	70 CHURCH ROAD	FERRDOWN	SOUTHAMPTON		BH22 9EX	DARRYN BRIAN	FRL
004829652163	141102	3	0.769	0.744	MR	OWEN	JN	NY191778A	1620	1245.78	18 SUMMERFIELDS	LOCKS HEATH	READING	BERKSHIRE	RG10 9JH	ALAN ERNEST	FRHIT
004830118963	141102	3	0.769	0.744	MR	PAGE	JA	NW731171A	6290	4837.01	24 SPRINGFIELD PARK	WYWFORD	SPETISBURY		DT11 9DN	JULIAN	CEL
004829945863	141102	3	0.769	0.744	MR	SEARLE	S	WM1719221A	1080	830.52	40 ROCKLEY ROAD	HIGH STREET	BLANDFORD FORUM		BH15 4EY	STEVEN	FRL
<b>Totals</b>									<b>21050</b>	<b>16497.46</b>							

# COBHAM PLC

## Minutes of a meeting of the General Purposes Committee held at Brook Road, Wimborne, Dorset BH21 2BJ on 28<sup>th</sup> March 2006

Present: A E Cook - Chairman  
W G Tucker

In attendance: J M Pope - Secretary

1. It was reported that the participant below had given notice to the company in compliance with the scheme rules exercising his options in accordance with the following particulars:

### 1.1 The Cobham Executive Share Option Scheme (2004 – [Approved (“A”)]

<u>Date of Grant</u>	<u>Name</u>	<u>Date of Notice</u>	<u>No of Shares</u>	<u>Subscription Price</u>
20.09.04	T B Garvey	27.03.06	22,260	£29,991.633

### 1.2 The Cobham Executive Share Option Scheme (2004 – [Un-approved (“U”)]

20.09.04	T B Garvey	27.03.06	21,990	£29.627.853
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It was resolved that a total of 44,250 new ordinary shares of 2.5p nominal value each be allotted in accordance with the following particulars such shares to rank pari passu with the existing ordinary shares of 2.5p each.

<u>Name</u>	<u>No. of Shares</u>	<u>Premium per Share (£)</u>
T B Garvey	22,260	£1.322333
	21,990	

- 1.2 It was further resolved that the secretary be instructed:
  - 1.2 1. to direct the Registrars to prepare as soon as possible a definitive share certificate for 44,250 ordinary shares of 2.5p each in the company allotted to Rood Nominees Limited [Crest Account CFIN/Participant DT01];
  - 1.2 2. to prepare and file form 88(2) and to notify the Stock Exchange of the issue of the shares.
2. There being no further business the meeting closed.



.....  
Chairman

# COBHAM PLC

## Minutes of a meeting of the General Purposes Committee held at Brook Road, Wimborne, Dorset BH21 2BJ on 28<sup>th</sup> March 2006

**Present:** A E Cook - Chairman  
W G Tucker

**In attendance:** J M Pope - Secretary

1. It was reported that the participant below had given notice to the company in compliance with the scheme rules exercising his options in accordance with the following particulars:

### 1.1 The Cobham Executive Share Option Scheme (1994) – [Approved (“A”)]

<u>Date of Grant</u>	<u>Name</u>	<u>Date of Notice</u>	<u>No. of Shares</u>	<u>Subscription Price</u>
29.11.01	J Danning	23.3.06	4,878	£5,282.87
29.10.02	“	“	13,440	£12,319.10

It was resolved that a total of 18,318 new ordinary shares of 2.5p nominal value each be allotted in accordance with the following particulars such shares to rank pari passu with the existing ordinary shares of 2.5p each.

<u>Name</u>	<u>No. of Shares</u>	<u>Premium per Share (£)</u>
J Danning	4,878	£1.058
	13,440	£0.8866

- 1.2 It was further resolved that the secretary be instructed:
- 1.2.1. to direct the Registrars to prepare as soon as possible a definitive share certificate for 18,318 ordinary shares of 2.5p each in the company allotted to Rood Nominees Limited [Crest Account CFIN/Participant DT01];
- 1.2.2. to prepare and file form 88(2) and to notify the Stock Exchange of the issue of the shares.
2. There being no further business the meeting closed.



.....  
Chairman

COBHAM PLC

Minutes of a meeting of the General Purposes Committee  
held at Brook Road, Wimborne,  
Dorset BH21 2BJ on 28<sup>th</sup> March 2006

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2006 MAR -14 AM 11:51  
OFFICE OF THE  
SECRETARY

Present: A E Cook - Chairman  
W G Tucker

In attendance: J M Pope - Secretary

1. It was reported that the participant below had given notice to the company in compliance with the scheme rules exercising his options in accordance with the following particulars:

1.1 The Cobham Executive Share Option Scheme (1994) – [Approved (“A”)]

<u>Date of Grant</u>	<u>Name</u>	<u>Date of Notice</u>	<u>No. of Shares</u>	<u>Subscription Price</u>
30.10.03	L Fossey	27.03.06	12,670	£15,024.47

1.2 The Cobham Executive Share Option Scheme (1994) – [Un-approved (“U”)]

30.10.03	“	“	1,260	£1,494.15
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1.3 The Cobham Executive Share Option Scheme (2004 – [Un-approved (“U”)]

20.09.04	“	“	12,340	£16,626.09
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It was resolved that a total of 26,270 new ordinary shares of 2.5p nominal value each be allotted in accordance with the following particulars such shares to rank pari passu with the existing ordinary shares of 2.5p each.

<u>Name</u>	<u>No. of Shares</u>	<u>Premium per Share (£)</u>
L Fossey	12,670	£1.16083
	1,260	£1.16083
	12,340	£1.322333

- 1.2 It was further resolved that the secretary be instructed:

- 1.2 1. to direct the Registrars to prepare as soon as possible a definitive share certificate for 26,270 ordinary shares of 2.5p each in the company allotted to Rood Nominees Limited [Crest Account CFIN/Participant DT01];

- 1.2.2 to prepare and file form 88(2) and to notify the Stock Exchange of the issue of the shares.
2. There being no further business the meeting closed.

A handwritten signature in black ink, appearing to be 'A. B. C.', written over a horizontal dotted line.

**Chairman**

**Minutes of a meeting of the General Purposes Committee  
held at Brook Road, Wimborne,  
Dorset BH21 2BJ on 29<sup>th</sup> March 2006**

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2006-03-29 11:54

COBHAM PLC

**Present:**       A E Cook - Chairman  
                  W G Tucker

**In attendance:** J M Pope - Secretary

1. It was reported that the participant below had given notice to the company in compliance with the scheme rules exercising his options in accordance with the following particulars:

**1.1 The Cobham Executive Share Option Scheme (1994) – [Unapproved (“U”)]**

<u>Date of Grant</u>	<u>Name</u>	<u>Date of Notice</u>	<u>No. of Shares</u>	<u>Subscription Price</u>
29.10.02	C Esplin-Jones	16.03.06	3,290	£2,999.36

**1.2 The Cobham Executive Share Option Scheme (2004 – [Unapproved (“U”)]**

20.09.04	C Esplin-Jones	16.03.06	24,600	£33,144.39
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It was resolved that a total of 27,890 new ordinary shares of 2.5p nominal value each be allotted in accordance with the following particulars such shares to rank pari passu with the existing ordinary shares of 2.5p each.

<u>Name</u>	<u>No. of Shares</u>	<u>Premium per Share (£)</u>
C Esplin-Jones	3,290	£0.8866
	24,600	£1.3223

- 1.2 It was further resolved that the secretary be instructed:

- 1.2 1. to direct the Registrars to prepare as soon as possible a definitive share certificate for 27,890 ordinary shares of 2.5p each in the company allotted to Rood Nominees Limited [Crest Account CFIN/Participant DT01];



- 1.2.2 to prepare and file form 88(2) and to notify the Stock Exchange of the issue of the shares.
2. There being no further business the meeting closed.

A handwritten signature in black ink, appearing to be 'A. B. C.', written over a horizontal dotted line.

**Chairman**



Please complete in typescript,  
or in bold black capitals  
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88(2)

200 100 - 4 A 11: 0 Return of Allotment of Shares

OFFICE OF INDUSTRIAL TRAINING  
CORPORATE REGISTRATION

Company Number

30470

Company name in full

Cobham plc

Shares allotted (including bonus shares):

Date or period during which shares were allotted <i>(If shares were allotted on one date enter that date in the "from" box)</i>	From			To										
	Day	Month	Year	Day	Month	Year								
	2	8	0	3	2	0	0	6						

Class of shares <i>(ordinary or preference etc)</i>	Ordinary 2.5p, £,		
Number allotted	109,888		
Nominal value of each share	£ 0.025		
Amount (if any) paid or due on each share <i>(including any share premium)</i>	£ 0.025		

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be treated as paid up			
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Consideration for which the shares were allotted <i>(This information must be supported by the duly stamped contract or by the duly stamped particulars on Form 88(3) if the contract is not in writing)</i>	

Companies House receipt date barcode

When you have completed and signed the form send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff CF14 3UZ DX 33050 Cardiff  
For companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh EH1 2EB DX 235  
For companies registered in Scotland  
Edinburgh

**Shareholder details**

**Shares and share class allotted**

Name INDIVIDUALS NAMED ON ATTACHED SCHEDULE ISSUED BY THE YORKSHIRE BUILDING Address  UK Postcode	Class of shares allotted	Number allotted
ROOD NOMINEES LIMITED (CREST PARTICIPANT DT01/CREST MEMBER ACCOUNT CFIN) Address 20 FENCHURCH STREET, LONDON, ENGLAND UK Postcode EC3P3DB	Ordinary 2.5p, £	21,050
ROOD NOMINEES LIMITED (CREST PARTICIPANT DT01/CREST MEMBER ACCOUNT CFIN) Address 20 FENCHURCH STREET, LONDON, ENGLAND UK Postcode EC3P3DB	Ordinary 2.5p, £	18,318
ROOD NOMINEES LIMITED (CREST PARTICIPANT DT01/CREST MEMBER ACCOUNT CFIN) Address 20 FENCHURCH STREET, LONDON, ENGLAND UK Postcode EC3P3DB	Ordinary 2.5p, £	44,250
ROOD NOMINEES LIMITED (CREST PARTICIPANT DT01/CREST MEMBER ACCOUNT CFIN) Address 20 FENCHURCH STREET, LONDON, ENGLAND UK Postcode EC3P3DB	Ordinary 2.5p, £	26,270
Name Address UK Postcode	Class of shares allotted	Number allotted

Please enter the number of continuation sheets (if any) attached to this form

Signed John John Pope Date 28/3/06

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please delete as appropriate

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

MR JOHN POPE, COMPANY SECRETARY, COBHAM PLC, BROOK ROAD, WIMBORNE,	
DORSET, BH21 2BJ	
Tel 01202 882020	
DX number	DX exchange

Closure report dated 22nd March 2006										Schedule 1 to									
Originator: Yorkshire Building Society										General Purposes Committee Minute dated 27th March 2006									
Account Number	Grant Date	Term	Option Price	Share Premium	Title	Surname	Initials	NI NO	Exercised Shares	Cost	Address1	Address2	Address3	Address4	Postcode	Forenames	Location		
004829535563	141102	3	0.769	0.744	MR	BUDD	MP	YZ125386D	1620	1245.78	4 ATKINSON CLOSE	GOSPORT			P012 2BZ	MARTIN PETER	FRHIT		
004830686163	141102	3	0.769	0.744	MS	COVENTRY	HB	NH078703A	680	522.92	67 LUMSDEN CRESCENT	ALMONDBANK	PERTH		PH1 3LG	HELEN B	FRALMD		
004830399463	141102	3	0.769	0.744	MISS	DEAN	AM	NMT16947B	1620	1245.78	78 PARKWAY DRIVE	BOURNEMOUTH			BH8 9JR	ALISON MARY	COB		
004830489363	141102	3	0.769	0.744	MR	DUNFORD	RB	YT145699C	1620	1245.78	30 SUTTON ROAD	TOTTEN	SOUTHAMPTON		SO4D 3PH	ROBERT	FRA		
001227531561	061100	5	0.769	0.744	MR	FLEMING	IM	WM689855A	680	522.92	29 UPPER DRIVE	EAST PRESTON	LITTLEHAMPTON		BN16 1QN	MICHAEL	CRED		
004829365463	141102	3	0.769	0.744	MR	GALLOWAY	DB	NY305941A	4030	3369.08	70 CHURCH ROAD	FERNDOWN			BR22 9EX	DARRYN BRIAN	FRL		
004829652163	141102	3	0.769	0.744	MR	MASSEY	AE	YH305681B	1810	1391.89	18 SUMMERFIELDS	LOCKS HEATH	SOUTHAMPTON		SO31 6NN	ALAN ERNEST	FRHIT		
004830119363	141102	3	0.769	0.744	MR	PAGE	JN	INW731171A	6290	4837.01	13 JASMINE COTTAGES	YWFYFORD	READING	BERKSHIRE	RG10 9JH	JAMES NICHOLAS	CEL		
004829945863	141102	3	0.769	0.744	MR	SEARLE	S	WM719221A	1080	830.52	40 ROCKLEY ROAD	HIGH STREET	SPETISBURY	BLANDFORD FORUM	DT11 9DN	JULIAN	FRL		
<b>Totals</b>									<b>21050</b>	<b>16457.46</b>									

Please complete in typescript,  
or in bold black capitals  
CHFP029

**Return of Allotment of Shares**

**Company Number**

**Company name in full**

**Shares allotted (including bonus shares):**

Date or period during which shares were allotted <i>(If shares were allotted on one date enter that date in the "from" box)</i>	From			To		
	Day	Month	Year	Day	Month	Year
	2   9	0   3	2   0   0   6			

Class of shares <i>(ordinary or preference etc)</i>	Ordinary 2.5p, £,		
Number allotted	27,890		
Nominal value of each share	£ 0.025		
Amount (if any) paid or due on each share <i>(including any share premium)</i>	£ 0.025		

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be treated as paid up

Consideration for which the shares were allotted  
*(This information must be supported by the duly stamped contract or by the duly stamped particulars on Form 88(3) if the contract is not in writing)*

**When you have completed and signed the form send it to the Registrar of Companies at:**

Companies House receipt date barcode

**Companies House, Crown Way, Cardiff CF14 3UZ      DX 33050 Cardiff**  
For companies registered in England and Wales

**Companies House, 37 Castle Terrace, Edinburgh EH1 2EB      DX 235**  
For companies registered in Scotland      **Edinburgh**

**Shareholder details**

**Shares and share class allotted**

<p>Name ESPLIN-JONES, CHRISTOPHER JOHN</p> <p>Address THE COTTAGE, HURSLEY, WINCHESTER, HANTS, ENGLAND</p> <p>UK Postcode S O 2 1 2 J W</p>	<p>Class of shares allotted Ordinary 2.5p, £</p> <p>Number allotted 27,890</p>
<p>Name</p> <p>Address</p> <p>UK Postcode</p>	<p>Class of shares allotted</p> <p>Number allotted</p>
<p>Name</p> <p>Address</p> <p>UK Postcode</p>	<p>Class of shares allotted</p> <p>Number allotted</p>
<p>Name</p> <p>Address</p> <p>UK Postcode</p>	<p>Class of shares allotted</p> <p>Number allotted</p>
<p>Name</p> <p>Address</p> <p>UK Postcode</p>	<p>Class of shares allotted</p> <p>Number allotted</p>

Please enter the number of continuation sheets (if any) attached to this form

Signed John Pope Date 29/3/06

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please delete as appropriate

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

MR JOHN POPE, COMPANY SECRETARY, COBHAM PLC, BROOK ROAD, WIMBORNE,	
DORSET, BH21 2BJ	
Tel 01202 882020	
DX number	DX exchange

**END**