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2008 SEP 30 A 8:17

OFFICE OF INTERNATIONAL  
CORPORATE FINANCE

**Cobham plc**  
Brook Road, Wimborne,  
Dorset, BH21 2BJ, England

T: +44 (0)1202 882020  
F: +44 (0)1202 840523

Our ref: L/COB/88.2/8037

26<sup>th</sup> September 2008

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

SUPPL



08005094

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. Notice of allotment of shares or securities on Form 88(2) dated 18 September 2008.
2. 2 x General Purposes Committee resolution allotting securities dated 18 September 2008.

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

Yours faithfully  
for **Cobham plc**

**E Evans**  
**Chief Legal Officer & Company Secretary**

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88(2)

Please complete in typescript, or in bold black capitals  
CHFP029

2008 SEP 30 A 8:17 Return of Allotment of Shares

OFFICE OF INTERMEDIATE  
COMPANIES

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								
	1	8	0	9	2	0	0	8						

Class of shares <i>(ordinary or preference etc)</i>	Ordinary 2.5p, £,		
Number allotted	46,766		
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>	

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 INDIVIDUALS NAMED ON ATTACHED SCHEDULE ISSUED BY THE YORKSHIRE BUILDING</p> <p>Address</p> <p>_____</p> <p>_____</p> <p>UK Postcode    L L L L L L L</p>	<table border="1"> <tr> <td>Class of shares allotted</td> <td>Number allotted</td> </tr> <tr> <td>Ordinary 2.5p, £.</td> <td>10,356</td> </tr> <tr> <td>_____</td> <td>_____</td> </tr> <tr> <td>_____</td> <td>_____</td> </tr> </table>	Class of shares allotted	Number allotted	Ordinary 2.5p, £.	10,356	_____	_____	_____	_____
Class of shares allotted	Number allotted								
Ordinary 2.5p, £.	10,356								
_____	_____								
_____	_____								
<p>Name ROOD NOMINEES LIMITED (CREST PARTICIPANT DT01/CREST MEMBER ACCOUNT CFIN)</p> <p>Address 20 FENCHURCH STREET, LONDON, ENGLAND</p> <p>_____</p> <p>_____</p> <p>UK Postcode    E C 3 P 3 D B</p>	<table border="1"> <tr> <td>Class of shares allotted</td> <td>Number allotted</td> </tr> <tr> <td>Ordinary 2.5p, £.</td> <td>36,410</td> </tr> <tr> <td>_____</td> <td>_____</td> </tr> <tr> <td>_____</td> <td>_____</td> </tr> </table>	Class of shares allotted	Number allotted	Ordinary 2.5p, £.	36,410	_____	_____	_____	_____
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_____	_____								
_____	_____								
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Class of shares allotted	Number allotted								
_____	_____								
_____	_____								
_____	_____								

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

Signed 

Date 20/04/06

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.

ELEANOR EVANS, COMPANY SECRETARY, COBHAM PLC, BROOK ROAD, WIMBORNE,	
DORSET, BH21 2BJ	
Tel 01202 882020	
DX number	DX exchange

Closure Report		Yorkshire Building Society		17th September 2008		Option		Share		Employee		Exercised		Cost		Address1		Address2		Address3		Address4		Postcode		Forenames		Location						
AccountNumber	GrantDate	Term	Option Price	Premium	Title	Surname	Initials	No	Employee	Exercised	Cost	Address1	Address2	Address3	Address4	Postcode	Forenames	Location	Address1	Address2	Address3	Address4	Postcode	Forenames	Location	Address1	Address2	Address3	Address4	Postcode	Forenames	Location		
005774284466	151105	3	1.24	1.215	MR	JARVIS	PJ	000736		552	684.48	WILBY	84 CHALKLANDS	BOURNE END	SL8 5TJ	PAUL JOHN	CEL																	
006634399567	061106	3	1.53	1.505	MR	JARVIS	PJ	000736		2748	4204.44	WILBY	84 CHALKLANDS	BOURNE END	SL8 5TJ	PAUL JOHN	CEL																	
007007496668	191107	3	1.63	1.605	MR	JARVIS	PJ	736		103	167.89	WILBY	84 CHALKLANDS	BOURNE END	SL8 5TJ	PAUL JOHN	CEL																	
005777044966	151105	3	1.24	1.215	MR	QUIGLEY	B	8551		785	948.61	THE TUSOCKS	MARCHWOOD	SOUTHAMPTON	SO40 4YE	BRYCE	FRL																	
006635000267	061106	3	1.53	1.505	MR	QUIGLEY	B	8551		504	771.12	THE TUSOCKS	MARCHWOOD	SOUTHAMPTON	SO40 4YE	BRYCE	FRL																	
007008114868	191107	3	1.63	1.605	MR	QUIGLEY	B	R6551		142	231.46	THE TUSOCKS	MARCHWOOD	SOUTHAMPTON	SO40 4YE	BRYCE	FRL																	
005777238766	151105	5	1.24	1.215	MR	STERNE	NGC	0066		1402	1738.48	ASHDOWN ROAD	FAWLEY	SOUTHAMPTON	SO45 1EF	NICHOLAS	CEL																	
008870675765	161104	5	1.076	1.051	MR	STERNE	NGC	0066		4140	4454.64	ASHDOWN ROAD	FAWLEY	SOUTHAMPTON	SO45 1EF	NICHOLAS	CEL																	
<b>Totals:</b>										<b>10356</b>	<b>£13,201.11</b>																							

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OFFICE OF INTERNATIONAL  
CORPORATE FINANCE

**Minutes of a meeting of the General Purposes Committee  
held by electronic communication  
on 18<sup>th</sup> September 2008**

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

**In attendance:** A Weston - Secretary

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

1.1 It was reported that the participant(s) listed on the share-save closure schedule received from the Yorkshire Building Society dated 17<sup>th</sup> September 2008 had given notice to the company (such notice being accompanied by the appropriate subscription price of £13,201.11) in compliance with the Scheme rules exercising their options in accordance with the particulars set out in the said schedules.

1.2 It was resolved that a total of 10,356 new ordinary shares of 2.5p nominal value each be allotted to the said participant(s) in accordance with the particulars set out in the closure schedules dated 17<sup>th</sup> September 2008 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		Yorkshire Building Society		Dated:		17th September 2008											
AccountNumber	GrantDate	Term	Option Price	Share Premium	Title	Surname	Initials	Employee No	Exercised	Cost	Address1	Address2	Address3	Address4	Postcode	Forenames	Location
005774284466	151105	3	1.24	1,215	MR	JARVIS	PJ	000736	552	684.48	WILBY	84 CHALKLANDS	BOURNE END	SL8 5TJ	PAUL JOHN	CEL	
006634399567	061106	3	1.53	1,505	MR	JARVIS	PJ	000736	2748	4204.44	WILBY	84 CHALKLANDS	BOURNE END	SL8 5TJ	PAUL JOHN	CEL	
007007496668	191107	3	1.63	1,605	MR	JARVIS	PJ	736	103	167.89	WILBY	84 CHALKLANDS	BOURNE END	SL8 5TJ	PAUL JOHN	CEL	
005777044966	151105	3	1.24	1,215	MR	QUIGLEY	B	6551	765	948.6	THE TUSSOCKS	MARCHWOOD	SOUTHAMPTON	SO40 4YE	BRYCE	FRL	
006635000267	061106	3	1.53	1,505	MR	QUIGLEY	B	6551	504	771.12	27 THE TUSSOCKS	MARCHWOOD	SOUTHAMPTON	SO40 4YE	BRYCE	FRL	
007008114868	191107	3	1.63	1,605	MR	QUIGLEY	B	R6551	142	231.46	27 THE TUSSOCKS	MARCHWOOD	SOUTHAMPTON	SO40 4YE	BRYCE	FRL	
005777238766	151105	5	1.24	1,215	MR	STERNE	NGC	0066	1402	1738.48	22 ASHDOWN ROAD	FAWLEY	SOUTHAMPTON	SO45 1EF	NICHOLAS	CEL	
008870675765	161104	5	1.076	1,051	MR	STERNE	NGC	0066	4140	4454.64	22 ASHDOWN ROAD	FAWLEY	SOUTHAMPTON	SO45 1EF	NICHOLAS	CEL	
Totals:									10356	£13,201.11							

THE NO. 0204920

# COBHAM PLC

## Minutes of a meeting of the General Purposes Committee held by electronic communication on 18<sup>th</sup> September 2008

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

**In attendance:** A Weston - 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)

<u>Date of Grant</u>	<u>Name</u>	<u>Date of Notice</u>	<u>No. of Shares</u>	<u>Subscription Price</u>
20/04/06	R Sismey	18.09.08	2,622 (A)	£ 4,859.35
19/10/05	"	"	14,378 (A)	£22,429.68
20/04/06	"	"	19,410 (U)	£35,972.54

It was resolved that a total of 36,410 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>
R Sismey	2,622	1.8283
	14,378	1.5350
	19,410	1.8283

- 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 36,410 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 the shares.

2. There being no further business the meeting closed.

  
.....  
Chairman

END