

SCHEDULE 5

BLOCKLISTING SIX MONTHLY RETURN

To: Listing Applications
 UK Listing Authority
 Financial Services Authority
 25, The North Colonnade
 Canary Wharf
 London, E14 5HS



Please ensure the entries on this return are typed

SUPL

1. Name of company

BAE Systems plc

2. Name of scheme

BAE Share Option Plan 2001
 (Options granted 2001 onwards)

3. Period of return:

From 1 July 2005

To 31 December 2005

4. Number and class of shares(s) (amount of stock / debt security) not issued under scheme

10,945,854

5. Number of shares issued / allotted under scheme during period:

21,000

6. Balance under scheme not yet issued / allotted at end of period

10,924,854

7. Number and class of share(s) (amount of stock / debt securities) originally listed and the date of admission;

10,945,854 Jan 2002

Please confirm total number of shares in issue at the end of the period in order for us to update our records

3,218,734,116

PROCESSED

JAN 23 2006

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 FINANCIAL SERVICES AUTHORITY

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 2005 JAN 23 A 10:58
 OFFICE OF INTERNATIONAL
 CORPORATE FINANCE

Dee 1/23

Contact for queries

Name Simone Barratt

Address Stirling Square, 6 Carlton Gardens, London SW1Y 5AD

Telephone 01252 383945

Person making the return

Name David Parkes

Position Company Secretary

Signature

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1. Name of company

BAE Systems plc

2. Name of scheme

BAE JV Share Option Plan 2001
(Options granted 2001 onwards)

3. Period of return:

From 1 July 2005

To 31 December 2005

4. Number and class of shares(s) (amount of stock / debt security) not issued under scheme

2,918,010

5. Number of shares issued / allotted under scheme during period:

Nil

6. Balance under scheme not yet issued / allotted at end of period

2,918,010

7. Number and class of share(s) (amount of stock / debt securities) originally listed and the date of admission;

2,925,060 Jan 2002

Please confirm total number of shares in issue at the end of the period in order for us to update our records

3,218,734,116

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1. Name of company

BAE Systems plc

2. Name of scheme

BAE Systems Executive Share Option Scheme 1993
(Options granted 1994 to 2000)

3. Period of return:

From 1 July 2005

To 31 December 2005

4. Number and class of shares(s) (amount of stock / debt security) not issued under scheme

12,531,186

5. Number of shares issued / allotted under scheme during period:

701,943

6. Balance under scheme not yet issued / allotted at end of period

11,829,243

7. Number and class of share(s) (amount of stock / debt securities) originally listed and the date of admission;

24,776,492 between April 1996 and April 2000

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1. Name of company

BAE Systems plc

2. Name of scheme

BAE Systems Joint Venture SAYE Share Option Scheme 1998
(Options granted 1998 onwards)

3. Period of return:

From 1 July 2005

To 31 December 2005

4. Number and class of shares(s) (amount of stock / debt security) not issued under scheme

5,557,814

5. Number of shares issued / allotted under scheme during period:

778,227

6. Balance under scheme not yet issued / allotted at end of period

4,779,587

7. Number and class of share(s) (amount of stock / debt securities) originally listed and the date of admission;

5,973,931 (Nov 1998 to Apr 2000)

Please confirm total number of shares in issue at the end of the period in order for us to update our records

3,218,734,116

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BAE Systems plc

2. Name of scheme

BAE Systems Joint Venture Executive Share Option Scheme 1998
(Options granted 1998 to 2000)

3. Period of return:

From 1 July 2005

To 31 December 2005

4. Number and class of shares(s) (amount of stock / debt security) not issued under scheme

797,679

5. Number of shares issued / allotted under scheme during period:

NIL

6. Balance under scheme not yet issued / allotted at end of period

797,679

7. Number and class of share(s) (amount of stock / debt securities) originally listed and the date of admission;

860,209 (Nov 1999 to Apr 2000)

Please confirm total number of shares in issue at the end of the period in order for us to update our records

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BAE Systems plc

2. Name of scheme

BAE Systems SAYE Share Option Scheme 1993
(Options granted to 2002)

3. Period of return:

From 1 July 2005

To 31 December 2005

4. Number and class of shares(s) (amount of stock / debt security) not issued under scheme

46,731,028

5. Number of shares issued / allotted under scheme during period:

4,411,790

6. Balance under scheme not yet issued / allotted at end of period

42,319,238

7. Number and class of share(s) (amount of stock / debt securities) originally listed and the date of admission;

84,028,260 (Dec 1994 to Apr 2000)

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1. Name of company

BAE Systems plc

2. Name of scheme

BAE Systems All Employee Share Schemes
(Options granted 2002 onwards)

3. Period of return:

From 1 July 2005

To 31 December 2005

4. Number and class of shares(s) (amount of stock / debt security) not issued under scheme

2,859,156

5. Number of shares issued / allotted under scheme during period:

345,522

6. Balance under scheme not yet issued / allotted at end of period

2,513,634

7. Number and class of share(s) (amount of stock / debt securities) originally listed and the date of admission;

3,000,000 (5 December 2003)

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