



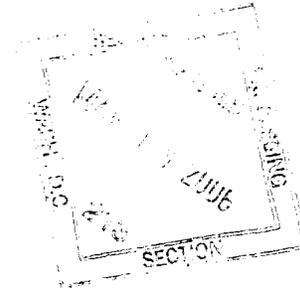
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SUPL

Our ref: L/COB/88.2/19630

15th February 2006

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



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 14 February 2006.
2. Notice of allotment of shares or securities on Form 88(2) dated 14 February 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

PROCESSED

MAR 15 2006

**THOMSON
FINANCIAL**

COBHAM PLC

**Minutes of a meeting of the General Purposes Committee
held at Cobham plc,
Brook Road, Wimborne, Dorset BH21 2BJ
On 14th February 2006**

Present: A E Cook - Chairman
W G 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 schedules dated 14th February 2006 have given notice to the company (each such notice being accompanied by the appropriate subscription price of £40,637.43 and 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 a total of 48,430 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 14th February 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



88(2)

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 |
| | 1 | 4 | 0 | 2 | 2 | 0 |
| | | | | | | |

| | | | |
|---|-------------------|--|--|
| Class of shares <i>(ordinary or preference etc)</i> | Ordinary 2.5p, £, | | |
| Number allotted | 48,430 | | |
| 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 <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, Crown Way, Cardiff CF14 3UZ DX 33050 Cardiff
For companies registered in England and Wales

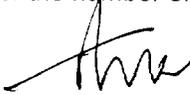
Companies House, 37 Castle Terrace, Edinburgh EH1 2EB DX 235
For companies registered in Scotland Edinburgh

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 L</p> | <p>Class of shares allotted</p> <p>Number allotted</p> <p>Ordinary 2.5p. £. _____ 48,430</p> <p>_____</p> <p>_____</p> |
| <p>Name</p> <p>_____</p> <p>Address</p> <p>_____</p> <p>_____</p> <p>UK Postcode L L L L L L L L</p> | <p>Class of shares allotted</p> <p>Number allotted</p> <p>_____</p> <p>_____</p> <p>_____</p> |
| <p>Name</p> <p>_____</p> <p>Address</p> <p>_____</p> <p>_____</p> <p>UK Postcode L L L L L L L L</p> | <p>Class of shares allotted</p> <p>Number allotted</p> <p>_____</p> <p>_____</p> <p>_____</p> |
| <p>Name</p> <p>_____</p> <p>Address</p> <p>_____</p> <p>_____</p> <p>UK Postcode L L L L L L L L</p> | <p>Class of shares allotted</p> <p>Number allotted</p> <p>_____</p> <p>_____</p> <p>_____</p> |
| <p>Name</p> <p>_____</p> <p>Address</p> <p>_____</p> <p>_____</p> <p>UK Postcode L L L L L L L L</p> | <p>Class of shares allotted</p> <p>Number allotted</p> <p>_____</p> <p>_____</p> <p>_____</p> |

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

Signed  John Pope Date 14/2/06

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 |