

Cobham plc, Brook Road, Wimborne  
Dorset, England BH21 2BJ  
Tel: +44 (0)1202 882020 • Fax: +44 (0)1202 840523  
[www.cobham.com](http://www.cobham.com)

RECEIVED

2006 APR 10 P 1:49

OFFICE OF INTERNATIONAL  
CORPORATE FINANCE

Our ref: L/COB/88.2/19706

4<sup>th</sup> April 2006

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



06012369

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 3 April 2006.
2. General Purposes Committee resolution allotting securities dated 3 April 2006.
3. Notice of allotment of shares or securities on Form 88(2) dated 4 April 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

APR 11 2006

J THOMSON  
FINANCIAL

**Minutes of a meeting of the General Purposes Committee**  
**held at Cobham plc,**  
**Brook Road, Wimborne, Dorset BH21 2BJ**  
**On 3<sup>rd</sup> April 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 schedule dated 29th March 2006 have given notice to the company (such notice being accompanied by the appropriate subscription price £2,976.03) 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 3,870 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 29th March 2006 and that such shares to rank pari passu with the existing ordinary shares of 2.5p each:

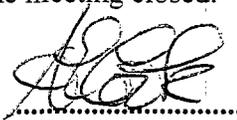
1.3 It was further resolved that the secretary be instructed:

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 29th March 2006										Schedule to						
Originator: Yorkshire Building Society										General Purposes Committee minute dated 3rd April 2006						
AccountNumber	Grant Date	Term	Option Price	Share Premium	Title	Surname	Initials	NINO	Exercised Share	Cost	Address1	Address2	Address3	Postcode	Forenames	Location
004830579263	141102	3	0.769	0.744	MR	MCDOWELL	KW	YW612338C	3190	2453.11	13B WOLVERTON ROAD	BOURNEMOUTH		BH7 6HT	KENNETH WILLIAM	FRA
00482927263	141102	3	0.769	0.744	MR	MITCHELL	CJ	ZW714788A	680	522.92	83B WINCHESTER STREET	BOTLEY	SOUTHAMPTON	SO30 2EB	COLIN	FRHIT
Totals									3870	2976.03						

**COBHAM PLC**

**Minutes of a meeting of the General Purposes Committee  
held at Brook Road, Wimborne,  
Dorset BH21 2BJ on 3<sup>rd</sup> April 2006**

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

**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>
29.10.02	P Long	3.4.06	16,460	£15,005.92

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

29.10.02	“	“	91,430	£83353.07
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It was resolved that a total of 107,890 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>
P Long	16,460	£0.88666
	91,430	£0.88666

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 107,890 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.

.....  
Chairman



# 88(2)

Please complete in typescript,  
or in bold black capitals  
CHFP029

## Return of Allotment of Shares

Company Number

30470

Company name in full

Cobham plc

### Shares allotted (including bonus shares):

Date or period during which  
shares were allotted  
*(If shares were allotted on one date  
enter that date in the "from" box)*

From			To		
Day	Month	Year	Day	Month	Year
03	04	2006			

--	--	--	--	--	--

Class of shares  
*(ordinary or preference etc)*

Ordinary 2.5p, £,

Number allotted

111,760

Nominal value of each share

£ 0.025

Amount (if any) paid or due on each  
share *(including any share premium)*

£ 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  
*(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	
Name INDIVIDUALS NAMED ON ATTACHED SCHEDULE ISSUED BY THE YORKSHIRE BUILDING Address  UK Postcode    L L L L L L L L	Class of shares allotted  Ordinary 2.5p, £	Number allotted  3,870
Name ROOD NOMINEES LIMITED (CREST PARTICIPANT DT01/CREST MEMBER ACCOUNT CFIN) Address 20 FENCHURCH STREET, LONDON, ENGLAND  UK Postcode    E C 3 P 3 D B	Class of shares allotted  Ordinary 2.5p, £	Number allotted  107,890
Name  Address  UK Postcode    L L L L L L L L	Class of shares allotted 	Number allotted 
Name  Address  UK Postcode    L L L L L L L L	Class of shares allotted 	Number allotted 
Name  Address  UK Postcode    L L L L L L L L	Class of shares allotted 	Number allotted 

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

Signed



JM POPE

Date

4/4/06

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

Export\_Control

Closure report dated 28th March 2006 Originator: Yorkshire Building Society		Schedule to General Purposes Committee minute dated 3rd April 2006												
Account Number	Grant Date	Option Price	Share Premium	Surname	Initials	NINO	Exercised Share	Cost	Address1	Address2	Address3	Postcode	Forenames	Location
004830579263	141102	0.769	0.744	MR MCDOWELL	KW	YW612338C	3190	2453.11	13B WOLVERTON ROAD	BOURNEMOUTH		BH7 6HT	KENNETH WILLIAM	FRA
004829372763	141102	0.769	0.744	MR MITCHELL	CJ	ZW714788A	680	522.92	83B WINCHESTER STREET	BOTLEY	SOUTHAMPTON	SO30 2EB	COLIN	FRHT
Totals							3870	2976.03						

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*Amended - attachments as  
previous letter*

Our ref: L/COB/88.2/19698

30<sup>th</sup> March 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**

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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.
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for Cobham plc



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