

SCHEDULE 5

82-03138
RECEIVED

BLOCKLISTING SIX MONTHLY RETURN

2006 AUG 14 P 1:29

OFFICE OF INTERNATIONAL
CORPORATE FINANCE

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

1. Name of company

BAE Systems plc



06015945

2. Name of scheme

BAE Share Option Plan 2001
(Options granted 2001 onwards)

SUPPL

3. Period of return:

From 1 January 2006

To 30 June 2006

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

10,924,854 + 14,700,000 = 25,624,854

PROCESSED

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

AUG 14 2006

167,473

THOMSON
FINANCIAL

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

25,457,381

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

3,233,069,400

Handwritten signature
8/14

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 January 2006

To 30 June 2006

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

2,918,010 + 4,300,000 = 7,218,010

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

2,050

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

7,215,960

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

3,233,069,400

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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 January 2006

To 30 June 2006

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

11,829,243

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

1,717,783

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

10,111,460

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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3,233,069,400

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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 January 2006

To 30 June 2006

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

4,779,587

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

1,396,640

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

3,382,947

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

3,233,069,400

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1. Name of company

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 January 2006

To 30 June 2006

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:

18,562

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

779,117

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

3,233,069,400

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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 January 2006

To 30 June 2006

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

42,319,238

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

5,001,418

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

37,317,820

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)

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

3,233,069,400

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1. Name of company

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2. Name of scheme

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

3. Period of return:

From 1 January 2006

To 30 June 2006

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

2,513,634 +11,000,000 = 13,513,634

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

3,101,491

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

10,412,143

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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Sir Nigel Rudd

As previously announced, Sir Nigel Rudd will join the BAE Systems board as a non-executive Director on 10 September 2006.

Sir Nigel Rudd is currently a director of Alliance Boots plc, Barclays plc and Pendragon plc and is a former director of Pilkington plc, Kidde plc and Boots Group plc. He has no other details to disclose under paragraph 9.6.13 of The Listing Rules.

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