

Company No 00464648

BRITISH MIDLAND AIRWAYS LIMITED

(the "Company")

MEMBERS' WRITTEN RESOLUTIONS



9 June 2010

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are passed as ordinary resolutions and special resolutions (the "Resolutions")

ORDINARY RESOLUTION

THAT, in accordance with paragraph 43 of schedule 2 to the companies act 2006 (commencement no 8, transitional provisions and savings) order 2008, the directors be and are hereby authorised to exercise any power of the company under s550 of the Companies Act 2006

SPECIAL RESOLUTIONS

THAT the articles of association of the Company be amended by deleting all the provisions of the Company's memorandum of association which, by virtue of section 28 Companies Act 2006, are to be treated as provisions of the Company's articles of association

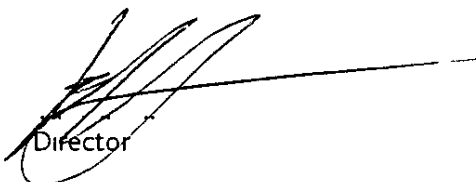
THAT the articles of association of the Company be amended by inserting after Article 2, the following new 3 01

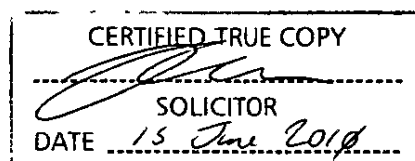
"LIABILITY OF MEMBERS"

3 01 "The liability of the members is limited to the amount, if any, unpaid on the shares held by them "

Please read the Notes at the end of this document before signifying your agreement to the Resolutions below

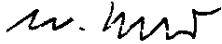
BY ORDER OF THE BOARD


Director



AGREEMENT

WE THE UNDERSIGNED, being all of the members of the Company entitled to vote on the Resolutions on 9 June 2010 HEREBY IRREVOCABLY AGREE to the Resolutions



authorised signatory for and on behalf of
British Midland Limited

Dated 9 June 2010

NOTES

- 1 To signify your agreement to the Resolutions you should sign and date this document where indicated above and return it by post to The Directors, British Midland Airways Limited, Donington Hall, Castle Donington, Derby, Derbyshire, DE74 2SB
- 2 Once you have signified your agreement to the Resolutions, you may not revoke your agreement
- 3 Unless, by 28 days after the circulation date, sufficient agreement has been received for the Resolutions to pass, they will lapse

