

Company Number: 01899007

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

DUNWOODY AIRLINE SERVICES (HOLDINGS) LIMITED (the "Company")

Circulation Date: *21 Oct* 2013

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

ORDINARY RESOLUTION

To approve the declaration and distribution of an interim dividend in specie of all the assets of the Company being 1,000 ordinary shares of £1 00 each in the share capital of Dunwoody Airline Services Limited (the "DASL Ordinary Shares") and an intragroup debtor balance of £509,052 owed by DASL to the Company (the "Intragroup Debt") on the following basis

Company shareholders	Shares held in the Company	Percentage Shareholding	Number of DASL Ordinary Shares to be received	Amount of Intragroup Debt
Worldwide Flight Services Limited	300 ordinary B shares and 300 ordinary C shares	60%	600	£305,431 20
British Airways Plc	400 ordinary A shares	40%	400	£203,620 80

The assets the subject of this dividend in specie will be distributed on *15th November 2013* (or such later time or date as the directors of the company may determine)



SPECIAL RESOLUTION

THAT the issued share capital of the Company be reduced from £1000 to £10 by cancelling and extinguishing 297 Ordinary B Shares, 297 Ordinary C Shares and 396 Ordinary A Shares, all with a nominal value of £1 00 each in the Company, each of which is fully paid up and the amount by which the share capital is so reduced be repaid to the holders of those shares

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


The undersigned being the only persons entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions

Signed by

for and on behalf of
Worldwide Flight Services Limited

Sign

Date



20/10/2013

Signed by

for and on behalf of
British Airways Plc

Sign

Date


20/10/2013

NOTES

- 1 If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

By Hand To the Directors, Dunwoody Airline Services (Holdings) Limited, Building 70 Argosy Road, East Midlands Airport, Castle Donnington, Derby, DE74 2SA

By Post To the Directors, Dunwoody Airline Services (Holdings) Limited, Building 70 Argosy Road, East Midlands Airport, Castle Donnington, Derby, DE74 2SA

If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 3 Unless, within 28 days of the Circulation Date sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date

- 4 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document