

COMPANIES ACT 1985

BAA plc

COMPANY LIMITED BY SHARES

COMPANY NO: 01970855

At an extraordinary general meeting of the above-named company, duly convened and held on 20 November 2006, the Resolutions were passed as Special Resolutions:

SPECIAL RESOLUTION

THAT:

1. the Company be re-registered as a private limited company under section 53 of the Companies Act 1985 (the *Act*) and that on such re-registration its memorandum of association be amended as follows:
 - (a) in clause 1 by deleting the words "plc" and by replacing it with the word "Limited";
 - (b) by deleting clause 2; and
 - (c) by renumbering the existing clauses 3, 4, 5 and 6 as 2, 3, 4 and 5 respectively; and
2. on re-registration of the Company as a private limited company, the regulations contained in the document produced to the meeting marked "A", and initialed by the chairman of the meeting for the purposes of identification, be adopted as the new articles of association of the Company to replace in their entirety the existing articles of association of the Company.


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Company Secretary

BAA plc

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