

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

BAA plc

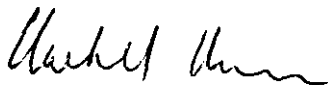
At the adjourned Annual General Meeting of the Company held at 130 Wilton Road, London SW1V 1LQ on 19th October 2006, the following resolution was duly passed as a Special Resolution of the Company:

SPECIAL RESOLUTION

26. The directors be and they are hereby authorised, pursuant to section 95(1) of the Companies Act 1985 and in place of all such existing authorities which are hereby revoked, to allot equity securities (as defined in section 94(2) of that Act) for cash as if section 89(1) of that Act did not apply to such allotment provided that this power shall be limited to:
- (a) the allotment of equity securities in connection with a rights issue, open offer or other offer of securities in favour of the holders of ordinary shares on the register of members at such record date as the directors may determine where the equity securities respectively attributable to the interests of all such shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them on such record date, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatsoever; and
 - (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities to any person or persons up to an aggregate nominal value of £54,054,000 being 54,054,000 ordinary shares of £1 each,

such authority to expire on the date of the next annual general meeting after the passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the said authority had not expired.

Certified to be a true copy



R Rowson
Secretary

