

BAA LIMITED

(the *Company*)

(Company No. 01970855)

WRITTEN MEMBER'S RESOLUTIONS

7 AUGUST 2008

MONDAY



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18/08/2008

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COMPANIES HOUSE

In accordance with section Chapter 2 of Part 13 of the Companies Act 2006, **WE**, being the sole member of the Company who at the date of circulation of these resolutions would be entitled to vote on them at a general meeting of the Company, **CONFIRM THAT** we have been supplied with the statutory declarations made in compliance with section 155(6) of the Companies Act 1985 (the *Act*) by the directors of the Company together with the auditor's statutory reports annexed thereto, and **AGREE** that the following resolutions shall have effect as if passed by the Company in general meeting as special resolutions and accordingly **WE RESOLVE**

1 **THAT** the provision by the Company of financial assistance (within the meaning of sections 151 and 152 of the Act) to, *inter alios*, Airport Development & Investment Limited (*ADIL*), in the form and manner approved by a meeting of the board of directors of the Company held on 7 August 2008 (the *Board Meeting*) for

- (a) the purpose of reducing or discharging liabilities incurred for the purpose of the acquisition of the entire issued share capital of the Company by ADIL; and
- (b) the purpose of the acquisition of the entire issued share capital of the Company by BAA (D&ND Holdco) Limited,

be approved and authorised with immediate effect, and

2 **THAT** the provision by the following of the Company's subsidiaries of financial assistance (within the meaning of sections 151 and 152 of the Act) to, *inter alios*, Airport Development & Investment Limited (*ADIL*), in the form and manner approved by a meeting of the board of directors of the Company held on 7 August 2008 (the *Board Meeting*) for

- (a) the financial assistance to be provided by Heathrow Airport Limited for the purposes of reducing or discharging liabilities incurred for the purpose of the acquisition of the entire issued share capital of the Company by ADIL;
- (b) the financial assistance to be provided by Gatwick Airport Limited for the purposes of reducing or discharging liabilities incurred for the purpose of the acquisition of the entire issued share capital of the Company by ADIL,

- (c) the financial assistance to be provided by Stansted Airport Limited for the purposes of reducing or discharging liabilities incurred for the purpose of the acquisition of the entire issued share capital of the Company by ADIL,
- (d) the financial assistance to be provided by Scottish Airports Limited for the purposes of reducing or discharging liabilities incurred for the purpose of the acquisition of the entire issued share capital of the Company by ADIL;
- (e) the financial assistance to be provided by BAA (AH) Limited for the purposes of reducing or discharging liabilities incurred for the purpose of the acquisition of the entire issued share capital of the Company by ADIL,
- (f) the financial assistance to be provided by BAA (SH) Limited for the purposes of reducing or discharging liabilities incurred for the purpose of the acquisition of the entire issued share capital of the Company by ADIL,
- (g) the financial assistance to be provided by BAA (SP) Limited for the purposes of reducing or discharging liabilities incurred for the purpose of the acquisition of the entire issued share capital of the Company by ADIL,
- (h) the financial assistance to be provided by BAA (DSH) Limited for the purposes of reducing or discharging liabilities incurred for the purpose of the acquisition of the entire issued share capital of the Company by ADIL,
- (i) the financial assistance to be provided by Heathrow Express Operating Company Limited for the purposes of reducing or discharging liabilities incurred for the purpose of the acquisition of the entire issued share capital of the Company by ADIL;
- (j) the financial assistance to be provided by Southampton International Airport Limited for the purposes of reducing or discharging liabilities incurred for the purpose of the acquisition of the entire issued share capital of the Company by ADIL,
- (k) the financial assistance to be provided by Heathrow Airport Limited for the purpose of the acquisition of the entire issued share capital of the Company by BAA (D&ND Holdco) Limited,
- (l) the financial assistance to be provided by Gatwick Airport Limited for the purpose of the acquisition of the entire issued share capital of the Company by BAA (D&ND Holdco) Limited,
- (m) the financial assistance to be provided by Stansted Airport Limited for the purpose of the acquisition of the entire issued share capital of the Company by BAA (D&ND Holdco) Limited;
- (n) the financial assistance to be provided by Scottish Airports Limited for the purpose of the acquisition of the entire issued share capital of the Company by BAA (D&ND Holdco) Limited;

- (o) the financial assistance to be provided by BAA (AH) Limited for the purpose of the acquisition of the entire issued share capital of the Company by BAA (D&ND Holdco) Limited,
- (p) the financial assistance to be provided by BAA (SH) Limited for the purpose of the acquisition of the entire issued share capital of the Company by BAA (D&ND Holdco) Limited,
- (q) the financial assistance to be provided by BAA (SP) Limited for the purpose of the acquisition of the entire issued share capital of the Company by BAA (D&ND Holdco) Limited,
- (r) the financial assistance to be provided by Heathrow Express Operating Company Limited for the purpose of the acquisition of the entire issued share capital of the Company by BAA (D&ND Holdco) Limited,
- (s) the financial assistance to be provided by Southampton International Airport Limited for the purpose of the acquisition of the entire issued share capital of the Company by BAA (D&ND Holdco) Limited
- (t) the financial assistance to be provided by BAA (DSH) Limited for the purpose of the acquisition of the entire issued share capital of the Company by BAA (D&ND Holdco) Limited, and

be approved and authorised with immediate effect, and

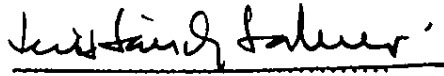
- 3 **THAT** the directors and the secretary of the Company be and hereby are empowered and authorised to execute the Whitewash Documents (as defined in the minutes of the Board Meeting) in the form approved by the Board Meeting.

AGREEMENT

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

The undersigned, a person entitled to vote on the above resolutions on 7 August 2008, hereby irrevocably agrees to the above resolutions.

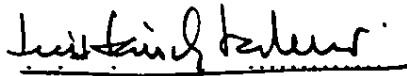
This resolution is dated 7 August 2008.



for and on behalf of
Airport Development & Investment Limited

Notice to members

A copy of these resolutions has been sent to the Company's auditor,
PricewaterhouseCoopers LLP.



Director/Secretary

We, being the auditor of the Company, confirm that we have received a copy of these
resolutions.

PricewaterhouseCoopers LLP

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NOTES

1. You can choose to agree to all of the resolutions detailed above or none of them but you cannot agree to only some of the resolutions. If you agree to all of 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 delivering the signed copy to

Robert Herga
Company Secretary
BAA Limited
130 Wilton Road
London
SW1V 1LQ

Post returning the signed copy by post to

Robert Herga
Company Secretary
BAA Limited
130 Wilton Road
London
SW1V 1LQ

If you do not agree to all of 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, by 28 days from the date on which this document is circulated, 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 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5 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.