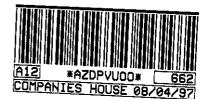
0121 236 1583

201/2/3

The Companies Act 1985

## **COMPANY LIMITED BY SHARES**



# WRITTEN RESOLUTION of BIRMINGHAM INTERNATIONAL AIRPORT LIMITED

Passed 21 March 1997

In accordance with the Company's Articles of Association and Section 381A and Schedule 15A to the Companies Act 1985, we, the undersigned, being or representing all the members of the Company for the time being entitled to receive notice of and attend and vote at a general meeting of the Company, HEREBY RESOLVE that the following resolution be passed as a written special resolution of the Company and shall be as valid and effective, from the date of the last signature, as if it had been passed at an extraordinary general meeting of the Company duly convened and held:-

### RESOLUTION

THAT, the Articles of Association be amended by deleting the existing Article 13.2 and inserting in its place a new Article 13.2 as follows:-

Name of Holder of Ordinary Shares	Signature of authorised Signatory of each holder	<u>Date of</u> Signature
Birmingham City Council Council of the City of Coventry Borough Council of Dudley Sandwell Metropolitan Borough Council Solihull Metropolitan Borough Council Walsall Metropolitan Borough Council Wolverhampton Metropolitan Borough Council	Lu	21/3/97
In accordance with section 381 B of the Cour opinion as auditors of Birmingham resolution does not concern us as auditors. Yours faithfully	Companies Act 1985, we hereby International Airport Limited	notify you that, in the above written
Ernst & Young	March 1997	

The Companies Act 1985
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#### COMPANY LIMITED BY SHARES

# WRITTEN RESOLUTION of BIRMINGHAM INTERNATIONAL AIRPORT LIMITED

Passed 21 March 1997

In accordance with the Company's Articles of Association and Section 381A and Schedule 15A to the Companies Act 1985, we, the undersigned, being or representing all the members of the Company for the time being entitled to receive notice of and attend and vote at a general meeting of the Company, HEREBY RESOLVE that the following resolution be passed as a written special resolution of the Company and shall be as valid and effective, from the date of the last signature, as if it had been passed at an extraordinary general meeting of the Company duly convened and held:-

#### RESOLUTION

THAT, the Articles of Association be amended by deleting the existing Article 13.2 and inserting in its place a new Article 13.2 as follows:-

Name of Holder of Ordinary Shales	Signature or authorized	Date OI
	Signatory of each holder	<u>Signature</u>
Birmingham City Council Council of the City of Coventry Borough Council of Dudley Sandwell Metropolitan Borough Council Solihull Metropolitan Borough Council Walsall Metropolitan Borough Council Wolverhampton Metropolitan Borough		25 Mark 1997
Council	AA444400000000000000000000000000000000	2420:00-492002004
In accordance with section 381 B of the Cour opinion as auditors of Birmingham resolution does not concern us as auditors. Yours faithfully		
***************************************	A1	
Ernst & Young	March 1997	

The C	ompanies A	ct 1985
COMPANY	LIMITED	BY SHARES

# WRITTEN RESOLUTION of BIRMINGHAM INTERNATIONAL AIRPORT LIMITED

# Passed 21 March 1997

In accordance with the Company's Articles of Association and Section 381A and Schedule 15A to the Companies Act 1985, we, the undersigned, being or representing all the members of the Company for the time being entitled to receive notice of and attend and vote at a general meeting of the Company, HEREBY RESOLVE that the following resolution be passed as a written special resolution of the Company and shall be as valid and effective, from the date of the last signature, as if it had been passed at an extraordinary general meeting of the Company duly convened and held:-

### RESOLUTION

THAT, the Articles of Association be amended by deleting the existing Article 13.2 and inserting in its place a new Article 13.2 as follows:-

Name of Holder of Ordinary Shares	Signature of authorised Signatory of each holder	<u>Date of</u> Signature
Birmingham City Council	***************************************	444444444
Council of the City of Coventry		***************************************
Borough Council of Dudley	J. Pohjandin	2144 Mark 1997
Sandwell Metropolitan Borough Council	\$804.44.844.944.9444.444.000\$\$\$\$\$\$\$\$\$	^ <b>\$</b> ^*****************
Solihull Metropolitan Borough Council	********************************	100000001111111111111111111111111111111
Walsall Metropolitan Borough Council	***************************************	***********
Wolverhampton Metropolitan Borough		
Council	***************************************	******************
In accordance with section 381 B of the Cour opinion as auditors of Birmingham resolution does not concern us as auditors. Yours faithfully	International Airport Limited	
Emal & Starms	R f 1 1007	
Ernst & Young	March 1997	

20-MAR-1997 17:04

The	Com	panies	Act	1985
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### **COMPANY LIMITED BY SHARES**

# WRITTEN RESOLUTION of BIRMINGHAM INTERNATIONAL AIRPORT LIMITED

## Passed 21 March 1997

In accordance with the Company's Articles of Association and Section 381A and Schedule 15A to the Companies Act 1985, we, the undersigned, being or representing all the members of the Company for the time being entitled to receive notice of and attend and vote at a general meeting of the Company, **HEREBY RESOLVE** that the following resolution be passed as a written special resolution of the Company and shall be as valid and effective, from the date of the last signature, as if it had been passed at an extraordinary general meeting of the Company duly convened and held:-

#### RESOLUTION

THAT, the Articles of Association be amended by deleting the existing Article 13.2 and inserting in its place a new Article 13.2 as follows:-

Name of Holder of Ordinary Shares	Signature of authorised	<u>Date of</u>
	Signatory of each holder	<u>Signature</u>
Birmingham City Council	***************************************	4141444444
Council of the City of Coventry	**************************************	44++++
Borough Council of Dudley	======================================	***************************************
Sandwell Metropolitan Borough Council		21.3.97.
Solihull Metropolitan Borough Council	***************************************	*******************************
Walsall Metropolitan Borough Council	***************************************	77100041544
Wolverhampton Metropolitan Borough		
Council	***************************************	342416074511114466677725111
In accordance with section 381 B of the Cour opinion as auditors of Birmingham resolution does not concern us as auditors. Yours faithfully	companies Act 1985, we hereby International Airport Limited	notify you that, in the above written
Ernst & Young	March 1997	
	IVIAICII I 79/	

The	Comp	anies	Act	1985
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### COMPANY LIMITED BY SHARES

## WRITTEN RESOLUTION of BIRMINGHAM INTERNATIONAL AIRPORT LIMITED

## Passed 21 March 1997

In accordance with the Company's Articles of Association and Section 381A and Schedule 15A to the Companies Act 1985, we, the undersigned, being or representing all the members of the Company for the time being entitled to receive notice of and attend and vote at a general meeting of the Company, HEREBY RESOLVE that the following resolution be passed as a written special resolution of the Company and shall be as valid and effective, from the date of the last signature, as if it had been passed at an extraordinary general meeting of the Company duly convened and held:-

### RESOLUTION

THAT, the Articles of Association be amended by deleting the existing Article 13.2 and inserting in its place a new Article 13.2 as follows:-

Name of Holder of Ordinary Shares	Signature of authorised Signatory of each holder	<u>Date of</u> Signature
Birmingham City Council Council of the City of Coventry Borough Council of Dudley		
Sandwell Metropolitan Borough Council Solihull Metropolitan Borough Council Walsall Metropolitan Borough Council Wolverhampton Metropolitan Borough Council	Wytwe-Brown.	20th Marsh 1997
In accordance with section 381 B of the Cour opinion as auditors of Birmingham resolution does not concern us as auditors. Yours faithfully	International Airport Limited	notify you that, in the above written
Ernst & Young	March 1997	,

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The Co	mpanies Act 1985	
COMPANY I	LIMITED BY SHARES	
WRITTE	EN RESOLUTION of	
BIRMINGHAM INTERI		LIMITED
Passed	1997	
In accordance with the Company's Article 15A to the Companies Act 1985, we, the of the Company for the time being entire general meeting of the Company, HERI passed as a written special resolution of the the date of the last signature, as if it had the Company duly convened and held:-	undersigned, being or reputed to receive notice of EBY RESOLVE that the Company and shall be as	resenting all the members and attend and vote at a following resolution be salid and effective, from
THAT, the Articles of Association be a inserting in its place a new Article 13.2 as "The quorum for the transaction of directors and unless so fixed at an office only as an alternate director the quorum."	follows:- of the business of the dire ny other number shall be t	ctors may be fixed by the
Name of Holder of Ordinary Shares	Signature of authorised Signatory of each holder	<u>Date of</u> Signature
Birmingham City Council Council of the City of Coventry Borough Council of Dudley Sandwell Metropolitan Borough Council Solihull Metropolitan Borough Council Walsall Metropolitan Borough Council Wolverhampton Metropolitan Borough Council	14 Haling	21. 3. 97.
In accordance with section 381 B of the Cour opinion as auditors of Birmingham resolution does not concern us as auditors. Yours faithfully	Companies Act 1985, we had international Airport Line	nereby notify you that, in mited the above written
Ernst & Young	March 1997	······ York

The	Com	panies	Act	1985

TO

## COMPANY LIMITED BY SHARES

# WRITTEN RESOLUTION of BIRMINGHAM INTERNATIONAL AIRPORT LIMITED

## Passed 21 March 1997

In accordance with the Company's Articles of Association and Section 381A and Schedule 15A to the Companies Act 1985, we, the undersigned, being or representing all the members of the Company for the time being entitled to receive notice of and attend and vote at a general meeting of the Company, HEREBY RESOLVE that the following resolution be passed as a written special resolution of the Company and shall be as valid and effective, from the date of the last signature, as if it had been passed at an extraordinary general meeting of the Company duly convened and held:-

### RESOLUTION

THAT, the Articles of Association be amended by deleting the existing Article 13.2 and inserting in its place a new Article 13.2 as follows:-

Name of Holder of Ordinary Shares	Signature of authorised Signatory of each holder	Date of Signature
Birmingham City Council Council of the City of Coventry Borough Council of Dudley Sandwell Metropolitan Borough Council Solihull Metropolitan Borough Council Walsall Metropolitan Borough Council Wolverhampton Metropolitan Borough Council	Sandra B Signers	2012 Mars 1997
In accordance with section 381 B of the Cour opinion as auditors of Birmingham resolution does not concern us as auditors. Yours faithfully	Companies Act 1985, we hereby International Airport Limited	notify you that, in the above written
Ernst & Young	March 1997	

ΤO

Company No: 2078273

20-MAR-1997 16:36

The Companies Act 1985				
СОМ	PANY	LIMITE	D BY SHA	ARES

# WRITTEN RESOLUTION of BIRMINGHAM INTERNATIONAL AIRPORT LIMITED

Passed 21 March 1997

In accordance with the Company's Articles of Association and Section 381A and Schedule 15A to the Companies Act 1985, we, the undersigned, being or representing all the members of the Company for the time being entitled to receive notice of and attend and vote at a general meeting of the Company, **HEREBY RESOLVE** that the following resolution be passed as a written special resolution of the Company and shall be as valid and effective, from the date of the last signature, as if it had been passed at an extraordinary general meeting of the Company duly convened and held:-

#### RESOLUTION

THAT, the Articles of Association be amended by deleting the existing Article 13.2 and inserting in its place a new Article 13.2 as follows:-

"The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum."

Name of Holder of Ordinary Shares	Signature of authorised Signatory of each holder	Date of Signature
Birmingham City Council		***************************************
Council of the City of Coventry	-1,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	}}}
Borough Council of Dudley	***************************************	******************
Sandwell Metropolitan Borough Council		*****************
Solihull Metropolitan Borough Council	***************************************	
Walsall Metropolitan Borough Council	***************************************	************************
Wolverhampton Metropolitan Borough		
Council	***************************************	*************************

In accordance with section 381 B of the Companies Act 1985, we hereby notify you that, in our opinion as auditors of Birmingham International Airport Limited the above written resolution does not concern us as auditors.

Yours faithfully
Ernst & Young

March 1997