

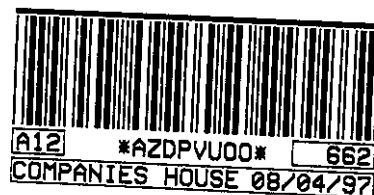
Company No: 20782

0121 236 1583

2078273

## 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:-

"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  
 Borough Council of Dudley  
 Sandwell Metropolitan Borough Council  
 Solihull Metropolitan Borough Council  
 Walsall Metropolitan Borough Council  
 Wolverhampton Metropolitan Borough  
 Council

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21/3/97  
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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 &amp; Young

March 1997

**The Companies Act 1985**

**COMPANY LIMITED BY SHARES**

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BIRMINGHAM INTERNATIONAL AIRPORT LIMITED**

**Passed 21 March 1997**

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Birmingham City Council	.....	.....
Council of the City of Coventry	.....	20 <sup>th</sup> March 1997
Borough Council of Dudley	.....	.....
Sandwell Metropolitan Borough Council	.....	.....
Solihull Metropolitan Borough Council	.....	.....
Walsall Metropolitan Borough Council	.....	.....
Wolverhampton Metropolitan Borough Council	.....	.....

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Ernst & Young

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March 1997

Company No: 2078273

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Birmingham City Council	.....	.....
Council of the City of Coventry	.....	.....
Borough Council of Dudley	..... J. P. ...	..... 21st March 1997
Sandwell Metropolitan Borough Council	.....	.....
Solihull Metropolitan Borough Council	.....	.....
Walsall Metropolitan Borough Council	.....	.....
Wolverhampton Metropolitan Borough Council	.....	.....

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March 1997

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Birmingham City Council	.....	.....
Council of the City of Coventry	.....	.....
Borough Council of Dudley	.....	.....
Sandwell Metropolitan Borough Council	.....	21.3.97
Solihull Metropolitan Borough Council	.....	.....
Walsall Metropolitan Borough Council	.....	.....
Wolverhampton Metropolitan Borough Council	.....	.....

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Ernst & Young.....  
March 1997

Company No: 2078273

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Passed 21 March 1997

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Birmingham City Council	.....	.....
Council of the City of Coventry	.....	.....
Borough Council of Dudley	.....	.....
Sandwell Metropolitan Borough Council	.....	.....
Solihull Metropolitan Borough Council	<i>M. J. Lane - B. J. Lane</i>	20th March 1997
Walsall Metropolitan Borough Council	.....	.....
Wolverhampton Metropolitan Borough Council	.....	.....

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March 1997

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COMPANY LIMITED BY SHARES

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Passed

1997

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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	.....	.....

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Yours faithfully

Ernst & Young

March 1997

Company No: 2078273

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BIRMINGHAM INTERNATIONAL AIRPORT LIMITED****Passed 21 March 1997**

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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	<u>Sandra B. Stephens</u>	<u>20th March 1997</u>

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

Bircorp 48004

20-MAR-1997 16:32

0121 236 1583

P.03

Company No: 2078273

**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**

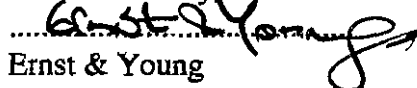
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Solihull Metropolitan Borough Council	.....	.....
Walsall Metropolitan Borough Council	.....	.....
Wolverhampton Metropolitan Borough Council	.....	.....

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March 1997