

Company No: 2078273

The Companies Act 1985

COMPANY LIMITED BY SHARES

EXTRAORDINARY RESOLUTION

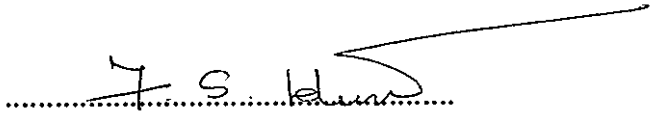
of

BIRMINGHAM INTERNATIONAL AIRPORT PLC

Passed 29 November 1995

At a separate meeting of the holders of the Cumulative Preference Shares of £1.00 each in the capital of the Company, duly convened and held on the 29 November 1995, the following resolution was duly passed as an extraordinary resolution:-

That this Separate General Meeting of the holders of the Cumulative Preference Shares of £1 each in the Capital of the Company hereby consent to and sanction the passing as a Special Resolution of the resolution number (i) set out in the notice of the Extraordinary General Meeting of Birmingham International Airport plc dated 29 November 1995 in the form attached to the notice of this meeting and hereby consent to and sanction every and any alteration or abrogation of the rights attaching to such shares as is involved in or effected by the passing and implementation of the said Special Resolution to cancel the Share Premium account of the Company proposed to be effected by a Special Resolution to be passed by the Company in General Meeting on 29 November 1995.


.....
Chairman of the Meeting

