

The Companies Act 1985

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COMPANY LIMITED BY SHARES

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SPECIAL RESOLUTION

of

BIRMINGHAM INTERNATIONAL AIRPORT PLC

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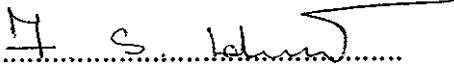
Passed 27 March 1996

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At an extraordinary general meeting of the Company, duly convened and held on the 27 March 1996, the following resolution was duly passed as a special resolution:-

THAT:-

- (a) The Company be re-registered as a private company;
- (b) the Company change its name by removing the words "public limited company" from its name and inserting in their place the word "limited";
- (c) the Memorandum of Association of the Company be altered so that any reference to the Company being a public company is deleted by, in Clause 1, deleting the reference to "public limited company" and inserting in its place the word "limited".

  
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Chairman of the Meeting

