

The Companies Act 1985

COMPANY LIMITED BY SHARES

EXTRAORDINARY RESOLUTION

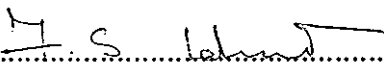
of

BIRMINGHAM INTERNATIONAL AIRPORT PLC

Passed 27 March 1996

At a separate meeting of the holders of the 1993 Cumulative Preference Shares of £1.00 each in the capital of the Company, duly convened and held on the 27 March 1996, the following resolution was duly passed as an extraordinary resolution:-

That this Separate Meeting of the holders of the 1993 Cumulative Preference Shares of £1 of the Company hereby sanctions the passing as a Special Resolution of the resolution referred to as (c) set out in the notice of Extraordinary General Meeting of the Company dated 1 March 1996 (a copy of which notice accompanies the notice convening this meeting) and hereby sanctions each and every variation or abrogation of the rights attached to the said 1993 Cumulative Preference Shares of £1 which may result from or be involved in or effected by or pursuant to the passing as aforesaid of such resolution or which may be necessary to give full validity and effect thereto to the intent that such resolution, if duly passed, shall be valid and effective for all purposes and binding upon all holders of the 1993 Cumulative Preference Shares of £1 each of the Company.

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Chairman of the Meeting

