

Company No: 2078273

COMPANYC:11457

The Companies Act 1985

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COMPANY LIMITED BY SHARES

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EXTRAORDINARY RESOLUTION

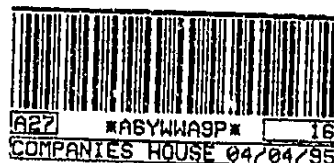
of

BIRMINGHAM INTERNATIONAL AIRPORT plc

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 29 March 1995, the following resolution was duly passed as an extraordinary resolution :-

That this separate meeting of the holders of the 1993 Cumulative Preference Shares of £1.00 each in the capital of the Company hereby sanction the passing as an ordinary resolution of the resolution set out in the notice of extraordinary general meeting of the Company dated 29 March 1995 (a copy of which notice accompanied 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 £1.00 each in the capital of the Company 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 the holders of the said 1993 Cumulative Preference Shares.

.....*M.S. Islam*.....  
Chairman of the Meeting



COMPANYC:11460

Company No: 2078273

The Companies Act 1985

COMPANY LIMITED BY SHARES

EXTRAORDINARY RESOLUTION

of

BIRMINGHAM INTERNATIONAL AIRPORT plc

At a separate meeting of the holders of the 1994 Cumulative Preference Shares of £1.00 each in the capital of the Company, duly convened and held on 29 March 1995, the following resolution was duly passed as an extraordinary resolution :-

That this separate meeting of the holders of the 1994 Cumulative Preference Shares of £1.00 each in the capital of the Company hereby sanction the passing as an ordinary resolution of the resolution set out in the notice of extraordinary general meeting of the Company dated 29 March 1995 (a copy of which notice accompanied the notice convening this meeting) and hereby sanctions each and every variation or abrogation of the rights attached to the said 1994 Cumulative Preference Shares of £1.00 each in the capital of the Company 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 the holders of the said 1994 Cumulative Preference Shares.

.....*M. S. Khan*.....  
Chairman of the Meeting



Company No. 2078273

COMPANYC:11450

The Companies Act 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of

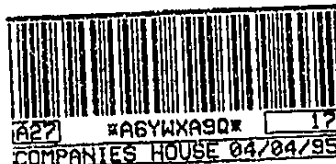
BIRMINGHAM INTERNATIONAL AIRPORT plc

Passed 29 March 1995

At an extraordinary general meeting of the Company, duly convened and held on 29 March 1995, the following resolution was duly passed as an ordinary resolution:

THAT:-

- (i) the lease by the Company of property situated at Birmingham International Airport to Birmingham City Council and the Council of the Metropolitan Borough of Solihull (on their own behalf and on behalf of the Council of the City of Coventry, Metropolitan Borough Council of Dudley, Metropolitan Borough Council of Sandwell, Metropolitan Borough Council of Walsall and the Metropolitan Borough Council of Wolverhampton) on the terms and conditions set out in the Lease produced in draft to the Meeting marked 'A' and for the purpose of identification initialled by the Chairman thereof is hereby approved and that the Directors of the Company be and they are hereby authorised to do all such things as may be necessary to give effect thereto (including without limitation signing the said lease on behalf of the Company) subject to such variations to the terms and conditions of such lease as the Directors shall, in their absolute discretion, think fit; and
- (ii) the lease by Birmingham City Council and the Council of the Metropolitan Borough of Solihull (on their own behalf and on behalf of the Council of the City of Coventry, Metropolitan Borough Council of Dudley, Metropolitan Borough Council of Sandwell, Metropolitan Borough Council of Walsall and the Metropolitan Borough Council of Wolverhampton) of property situated at Birmingham International Airport to the Company on the terms and conditions set out in the Lease produced in draft to the Meeting marked 'B' and for the purpose of identification initialled by the Chairman thereof is hereby approved and that the Directors of the Company be and they are hereby authorised to do all such things as may be necessary to give effect thereto (including without limitation signing the said lease on behalf of the Company) subject to such variations to the terms and conditions of such lease as the Directors shall, in their absolute discretion, think fit.



.....H.S. ....  
Chairman of the Meeting