

Company No 2524175

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**OF**  
**BRITISH AIRWAYS TRAVEL SHOPS LIMITED**

On 1<sup>st</sup> October 2008 the following special resolution was duly passed as a written resolution of the Company pursuant to section 288 of the Companies Act 2006

That the regulations contained in the document marked "A" accompanying this resolution be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association

Signature



Director for and on behalf of British Airways Plc

Name William Walsh

**Date: 1 October 2008**

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COMPANIES HOUSE

**Company Number 2524175**

**COMPANIES ACTS 1985 AND 2006**

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**ARTICLES OF ASSOCIATION**

**of**

**BRITISH AIRWAYS TRAVEL SHOPS  
LIMITED**

**Incorporated on 20<sup>th</sup> July 1990**

**(adopted by special resolution  
passed on 1 October 2008)**

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**ADDLESHAW GODDARD**

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**COMPANIES ACTS 1985 AND 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**of**

**BRITISH AIRWAYS TRAVEL SHOPS  
LIMITED**

**(adopted by special resolution passed  
on 1 October 2008)**

**1 Preliminary and interpretation**

**1 1** In these articles

**Table A** means Table A of The Companies (Tables A to F) Regulations 1985, as amended by the Companies (Tables A to F) (Amendment) Regulations 1985, the Companies Act 1985 (Electronic Communications) Order 2000, the Companies (Tables A to F) (Amendment) Regulations 2007 and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007

references to a **regulation** are to a regulation in Table A

references to an **article** are to a provision of these articles

references to **CA 1985** and **CA 2006** are to the Companies Act 1985 and the Companies Act 2006 respectively

references to any particular provision of CA 1985 include any statutory modification or re-enactment of that provision for the time being in force and any provision(s) of CA 2006 (and its related commencement orders) which replace(s) the same (with or without modification)

references to the **Companies Acts** are to CA 1985 and CA 2006 in each case to the extent to which the provisions of the same are for the time being in force

words and phrases used in these articles shall have the meanings ascribed to them in or by virtue of Table A

- 1 2** The regulations in Table A shall apply to the Company, except where they are excluded or modified by these articles or are otherwise inconsistent with these articles and, together with these articles, they shall constitute the articles of the Company

**2 Share capital**

- 2 1** Unless the authority hereby given is previously revoked or varied by the Company in general meeting, the directors may at any time and from time to time within the period of five years commencing on the date of adoption of these articles, in accordance with section 80 CA 1985, exercise generally and unconditionally the power of the Company to allot relevant securities (as defined in the said section) and to offer or agree to allot such securities

(notwithstanding that such offer or agreement would or might require such securities to be allotted by the Company after the said period) provided that the maximum nominal value of the securities so allotted or offered or agreed to be allotted shall not, when aggregated with the nominal value of the shares in the capital of the Company agreed to be taken by the subscriber to the Memorandum of Association of the Company and any other shares already allotted on the date of adoption of these articles, exceed the authorised share capital of the Company as at the date of adoption of these articles

- 2 2 By virtue of section 91 CA 1985 the provisions of sub-section (1) of section 89 and sub-sections (1) to (6) inclusive of section 90 CA 1985 shall not apply to the Company

### 3 **Lien**

The lien conferred by regulation 8 shall attach also to fully paid shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any member, whether he is their sole registered holder or is one of two or more joint holders, for all money presently payable by him or his estate to the Company Regulation 8 shall be modified accordingly

### 4 **Transfer of shares**

- 4 1 Subject to article 4 3 and to the directors giving reasons for the refusal to the proposed transferee, the directors may, in their absolute discretion, refuse to register any transfer of a share, whether it is fully paid or not Regulation 24 shall be modified accordingly
- 4 2 If the directors refuse to register a transfer of a share they shall, as soon as practicable and in any event within two months after the date on which the transfer was lodged with the Company, send to the transferee notice of, and the reasons for, the refusal
- 4 3 Notwithstanding anything contained in these articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration of any shares where such transfer is executed by any person to whom such shares have been charged by way of security, or by any nominee of any such person, pursuant to a power of sale under such security (whether or not such transfer is to the person to whom such person has been charged by way of security or to any nominee of any such person), and a certificate by any such person or any employee of any such person that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts
- 4 4 The directors may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of the holder thereof to elect either to be registered himself in respect of the share or to transfer the share and if the notice is not complied with within sixty days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice shall have been complied with Regulation 31 shall be modified accordingly

### 5 **Purchase of own shares**

Subject to the Companies Acts, the Company may redeem or purchase, and may enter into any contract for the purchase of, all or any of its shares of any class (including any redeemable shares), and may enter into any contract under which it may, subject to any conditions, become entitled or obliged to purchase all or any of such shares and may make payments in respect of the redemption or purchase of such shares otherwise than out of distributable profits or the proceeds of a fresh issue of shares Every redemption, purchase or contract entered into pursuant to this article shall be authorised by such resolution of the

Company as may for the time being be required by law but, subject to such resolution, the directors shall have full power to determine or approve the terms of any such redemption, purchase or contract. Neither the Company nor the directors shall be required to select the shares in question rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class in accordance with the rights as to dividends or capital conferred by any class of shares. Subject to the Companies Acts, the Company may agree to the variation of any contract entered into pursuant to this article and to release any of its rights or obligations under any such contract. Notwithstanding anything to the contrary contained in these articles, the rights attaching to any class of shares shall not be deemed to be varied by anything done by the Company pursuant to this article. Regulation 35 shall not apply to the Company.

## **6 Notice of general meetings**

Subject to the Companies Acts, notice of any general meeting need not be given to any director in that capacity. Regulation 38 shall be modified accordingly.

## **7 Proceedings at general meetings**

7.1 No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum, except when the Company has only one member, when the quorum shall be one such person. Regulation 40 shall not apply to the Company.

7.2 If within half an hour from the time appointed for a general meeting, a quorum is not present or, if during a meeting a quorum ceases to be present, the meeting, if convened upon the requisition of the members, shall be dissolved, in any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine. If a quorum is not present at any such adjourned meeting within half an hour from the time appointed for that meeting, the meeting shall be dissolved. Regulation 41 shall not apply to the Company.

7.3 A poll may be demanded at any general meeting by any member entitled to vote at the meeting. Regulation 46 shall be modified accordingly.

## **8 Number of directors**

Unless and until the Company in general meeting shall otherwise determine, the number of directors shall not be subject to any maximum but shall not be less than one. If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by these articles or Table A. Regulation 64 shall not apply to the Company and regulation 89 shall be modified accordingly.

## **9 Delegation of directors' powers**

The directors may delegate any of their powers to committees consisting of such persons, whether directors or not, as they think fit. Regulation 72 shall be modified accordingly.

**10 Appointment and retirement of directors**

- 10 1 Regulations 76 and 77 and the last sentence of regulation 84 shall not apply to the Company
- 10 2 Regulation 78 shall apply but with the deletion of the words "and may also determine the rotation in which additional directors are to retire"
- 10 3 A member or members holding the whole or a majority in nominal value of the issued ordinary share capital for the time being in the Company shall have power from time to time and at any time to appoint any person as a director or directors either as an additional director or to fill any vacancy and to remove from office any director howsoever appointed Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a body corporate signed by one of its directors or other officers on its behalf, and shall take effect upon lodgement at the registered office of the Company or such later date as may be specified in the instrument

**11 Gratuities and pensions**

The directors may, on behalf of the Company, exercise all the powers of the Company to provide benefits, whether by the payment of gratuities or pensions or by insurance or in any other manner (whether similar to the foregoing or not), for any director or former director or any relation, connection or dependant of any director or former director who holds or has held any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or with a predecessor in business of the Company or of any such subsidiary and may contribute to any fund and pay premiums for the purchase or provision of any such benefit No director or former director shall be accountable to the Company or the members for any benefit permitted by this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the Company Regulation 87 shall not apply to the Company

**12 Alternate directors**

An alternate director who is himself a director shall be entitled, in the absence of his appointor(s), to a separate vote (or votes) on behalf of his appointor(s) in addition (if he is himself a director) to his own vote Regulation 88 shall be modified accordingly

**13 Proceedings of directors**

- 13 1 The word "signed" in regulation 93 shall apply as if it included the words "or approved by letter or facsimile"
- 13 2 Provided that a director has disclosed to the directors the nature and extent of any interest he may have, whether directly or indirectly, in any actual or proposed contract, transaction or arrangement with the Company in accordance with the Companies Acts, or any other material interest of his, a director may vote at a meeting of directors or of a committee of directors on a resolution concerning any matter in which he has, directly or indirectly, an interest or duty, which is material and which conflicts or may conflict with the interests of the Company, and he shall be counted in the quorum when that resolution or matter is considered Regulations 94 to 96 inclusive shall not apply to the Company
- 13 3 A meeting of the board of directors may be held between directors some or all of whom are in different places, whether by telephone or video conference or any other audio or audiovisual communication media, provided always that the number of directors participating constitutes a

quorum, and provided that each director participating in the meeting can hear each of the other participants, and can address all of the other participants simultaneously

#### **14 Directors' power to authorise conflict situations**

14 1 For the purposes of section 175 CA 2006, the directors shall have the power to authorise, on such terms (including as regards duration and revocation), and subject to such limits or conditions, if any, as they may determine (**Conflict Authorisation**), any matter proposed to them in accordance with these articles which would or might, if not so authorised, constitute or give rise to a situation (a **Conflict Situation**) in which a director (an **Interested Director**) has, or can have, a direct or indirect interest which conflicts, or possibly may conflict, with the interests of the Company (including, without limitation, in relation to the exploitation of any property, information or opportunity, whether or not the Company could take advantage of it) Any Conflict Authorisation shall extend to any actual or possible conflict of interest which may reasonably be expected to arise out of the Conflict Situation so authorised

14 2 Where directors give a Conflict Authorisation

- (a) the terms of the Conflict Authorisation shall be recorded in writing (but the authority shall be effective whether or not the terms are so recorded), and
- (b) the directors may revoke or vary such authority at any time but this will not affect anything done by the relevant director prior to such revocation in accordance with the terms of such authority

14 3 Subject to the provisions of the Companies Acts, any proposal made to the directors and any authorisation by the directors in relation to a Conflict Situation shall be dealt with in the same way as that in which any other matter may be proposed to and resolved upon by the directors

14 4 An Interested Director shall be obliged

- (a) to disclose to the other directors the nature and extent of his interest in any Conflict Situation, such disclosure to be made as soon as reasonably practicable, and
- (b) to act in accordance with any terms, limits or conditions determined by the directors under article 14 1

14 5 Any terms to which a Conflict Authorisation is made subject (**Conflict Authorisation Terms**) may include (without limitation to article 14 1) provision that

- (a) where the Interested Director obtains (other than through his position as a director of the Company) information that is confidential to a third party, he will not be obliged to disclose it to the Company or to use it in relation to the Company's affairs in circumstances where to do so would amount to a breach of that confidence,
- (b) where the Interested Director has a direct or indirect interest in a matter which conflicts, or may conflict, with the interests of the Company, he may absent himself from the discussion of such matter at any meeting of the directors and be excused from reviewing papers prepared by or for the directors to the extent that they relate to that matter, and
- (c) the Interested Director be excluded from the receipt of information, the participation in discussion and/or the making of decisions (whether at directors' meetings or otherwise) related to the matter which the Interested Director has a direct or indirect interest which conflicts, or may conflict, with the interests of the Company,

and anything done (or omitted to be done) by the Interested Director in accordance with any such provision (or otherwise in accordance with any Conflict Authorisation Terms given under article 14 1) will not constitute a breach by him of his duties under sections 172 to 174 CA 2006

14 6 Subject to article 14 7 but without prejudice to article 14 1 to article 14 5, if and for so long as the Company shall be a member of the Relevant Group, authorisation is given by members of the Company for the time being on the terms of these articles to each director in respect of any Conflict Situation that arises because the director is also a shareholder or investor or other participant in, lender to, guarantor, director, officer, manager or employee of, or otherwise in any other way interested or concerned in any other member of the Relevant Group (**Group Conflict Authorisation**) The conflict authorisation terms applicable to the Group Conflict Authorisation are automatically set by this article 14 6 so that the director concerned

(a) is not obliged to disclose to the Company confidential information obtained by him (other than in his capacity as its director or as its employee or agent or, if the directors so decide, in any other capacity that would otherwise oblige him to disclose it to the Company) in any situation to which the Group Conflict Authorisation applies, nor to use any such information directly or indirectly for the benefit of the Company or in performing his duties as a director of the Company, where to do so would amount to a breach of a duty of confidence to any third party, and

(b) may (but shall be under no obligation to) absent himself from any Board discussions, and make arrangements not to receive documents and information, relating to the Conflict Situation concerned for so long as he reasonably believes such conflict of interest (or possible conflict of interest) subsists,

and the Company will not treat anything done, or omitted to be done, by the director concerned in accordance with the Group Conflict Authorisation Terms as a breach of duty under sections 172 to 174 CA 2006

14 7 Group Conflict Authorisation given or deemed under article 14 6 may be revoked or reduced in its scope or effect by special resolution of the members of the Company

14 8 In this article 14 **Relevant Group** comprises

(a) the Company

(b) any body corporate which is for the time being a wholly owned subsidiary of the Company

(c) any body corporate of which the Company is for the time being a wholly owned subsidiary (**Parent**) and

(d) any body corporate (not falling within any preceding paragraph of this definition) which is for the time being a wholly owned subsidiary of the Parent

## 15 Notices

15 1 Any notices to be given pursuant to these articles may be given by facsimile transmission to the facsimile number maintained at the relevant address of the addressee Such a notice shall be conclusively deemed to have been properly given at the time shown on the transmission report received by the sender

- 15 2 Any notice or other document delivered to or left at a registered address otherwise than by post shall be deemed to have been given at the time it was so delivered or left

16 **Indemnity**

Subject to the provisions of the Companies Acts, but without prejudice to any other indemnity to which the person concerned may otherwise be entitled, every director, auditor, secretary or other officer of the Company shall be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities incurred by him in relation to the actual or purported execution and discharge of the duties of such office. Regulation 118 shall be extended accordingly