



WRITTEN RESOLUTION

OF

WORKNORTH II LIMITED
(the "Company")

PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006

ORDINARY RESOLUTION

WE RESOLVE THAT:

- (A) The Company and any of its Subsidiaries (as defined in section 1159 of the Companies Act 2006) be and are hereby authorised and instructed to exercise any of the powers and do anything or take any action which would otherwise be restricted by article 24 1 of the articles of association of the Company under or in connection with the transactions contemplated by the STID (as defined below) and/or these Resolutions and are hereby authorised to do all such acts and things and execute all such agreements and make such arrangements as may seem to them necessary, expedient or appropriate for the purpose of giving effect to, or otherwise in connection with, the exercise of any of the powers which would otherwise be restricted by article 24 1 of the articles of association of the Company under or in connection with the transactions contemplated by the STID and/or these Resolutions, and the associated ancillary arrangements related thereto

SPECIAL RESOLUTIONS

WE RESOLVE THAT

- (B) The Company be and is hereby authorised and instructed to approve the terms of, and the transactions contemplated by, and to enter into a security trust and intercreditor deed to be entered into between, amongst others, the Company, the Security Trustee and the Initial Facility Agent (the "STID")
- (C) The Company be, and is hereby, authorised and instructed to execute and deliver, file, record and/or despatch any agreement, deed, document, power of attorney, letter of notice, filing, recording, instrument, certificate, stock or note power or other document to be executed and delivered, filed, recorded and/or despatched by it under or in connection with the STID and each other agreement, deed, document, power of attorney, letter of notice, filing, recording, instrument, certificate, stock or note power, agreement or other document as may be required, necessary or desirable arising out of or in connection with the delivery and execution of and the transactions supplemental or incidental to or contemplated by the STID and take any other action, including paying

any charges, fees, taxes and expenses and obtaining any government approvals necessary or desirable in connection with the transactions contemplated by the STID and the performance of the Company's obligations thereunder

By order of the board

A handwritten signature in black ink, appearing to read "Neil Phua", with a long horizontal flourish extending to the right.

Director

Dated

14 January

, 2013

INFORMATION REQUIRED TO COMPLY WITH

SECTION 291(4) OF THE COMPANIES ACT 2006

- 1 Worknorth II Limited is a sole member company
- 2 The circulation date of the written resolution is *14 January 2013* (the "Circulation Date")
- 3 The procedure for signifying agreement by the sole member to a written resolution is as follows
 - (A) The sole member signifies its agreement to a proposed written resolution when the company receives from the member (or someone acting on its behalf) an authenticated document
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating its agreement to the resolution
 - (B) The document must be sent to the company in hard copy form or in electronic form
 - (C) The sole member's agreement to a written resolution, once signified, may not be revoked
 - (D) A written resolution is passed when the sole member has signified its agreement to it

The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date (see section 297 of the Companies Act 2006)

**AGREEMENT BY ELIGIBLE MEMBERS
TO WRITTEN RESOLUTION**

The sole member of the Company

- 1 confirms receipt of a copy of the above written resolution in accordance with section 291 of the Companies Act 2006, and
- 2 hereby resolves and agrees that the above resolutions are passed as a written resolution pursuant to section 288 of the Companies Act 2006 and that resolution (A) shall take effect as an ordinary resolution and resolutions (B) and (C) shall take effect as special resolutions



For and on behalf of Manchester Airport PLC

Dated *14 January*, 2013

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