

Company No : 3442017

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS OF**  
**WEST MIDLANDS INTERNATIONAL AIRPORT LIMITED**

**PASSED ON 15th July 2004**

The following resolutions were duly passed as Written Resolutions of the Company by the sole shareholder on 15<sup>th</sup> July 2004.

**RESOLUTIONS**

Pursuant to Section 381A of the Companies Act 1985 we the undersigned, being all the members of the Company who at the date of this resolution are entitled to attend and vote at a meeting of the holders of the ordinary shares of the Company, unanimously resolved as an elective resolution in accordance with Section 379A of the Companies Act 1985 ("the Act").

- THAT (a) The provisions of Section 80A of the Act shall apply, instead of the provisions of Section 80(4) and (5) of the Act, in relation to the giving or renewal, after passing of this resolution, of an authority under the said Section 80.
- (b) The Company hereby elects:
- (i) pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the company in general meeting;
  - (ii) pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings;
  - (iii) pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually.
- (c) While the election made by resolution (B)(iii) above remains in force, the remuneration of the auditors be fixed by the directors.

  
.....  
**TUI Northern Europe Limited**  
**Sole Shareholder**

