

ARORA GATWICK AIRPORT LIMITED

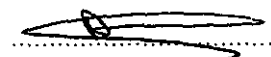
Written resolution of the Company pursuant to  
section 381A of the Companies Act 1985

We, being the holder of the entire issued share capital of the Company and being the sole member of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, HEREBY PASS the following resolution as a written resolution of the Company.

RESOLUTION

THAT the terms of, the arrangements contemplated by, and the execution, delivery and performance by the Company of the following documents to be entered into pursuant to a facilities agreement (the "T5 Facilities Agreement") to be entered into by the Borrower (as defined therein), the Company's parent company, Arora Holdings Limited (the "Parent"), as Guarantor and AIB Group (UK) plc ("AIB") and the Royal Bank of Scotland plc (together, the "Banks") in their various capacities as Arrangers, Lenders, Agent, Security Trustee and Hedge Counterparty for the provision of certain banking facilities upon the terms and conditions contained therein be and are hereby approved:

- (i) a debenture to be entered into by the Company (1) and AIB as security trustee (2) to secure the obligations of the Borrower under the T5 Facilities Agreement; and
- (ii) a deed of priority to be entered into by, amongst others the Company (1), the Parent (2) and the Banks in various capacities (3) ranking the competing interests of certain creditors of the Parent and its subsidiaries (including the Company), including those under the T5 Facilities Agreement.

  
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For and on behalf of  
Arora Holdings Limited

Dated: 06/07/05

