

COMPANY NO. 05723977

ADI FINANCE 1 LIMITED

(the Company)

WRITTEN RESOLUTION OF SOLE SHAREHOLDER

In accordance with Chapter 2 Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as written resolutions (the *Written Resolutions*)

SPECIAL RESOLUTION

- (a) **THAT** the capital clause in the memorandum of association be amended as follows

“The capital of the Company is £40,000,010 divided into 400,000,100 Ordinary Shares of £0 10 each ”

ORDINARY RESOLUTIONS

- (b) **THAT** the authorised share capital of the Company be increased from £10 to £40,000,010 by the creation of 400,000,000 ordinary shares of £0 10 each ranking pari passu in all respects with the existing ordinary shares of £0 10 pence each in the capital of the Company, and
- (c) **THAT** subject to passing resolution (b) above, the directors be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the *Act*) to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £40,000,010, provided that this authority is for a period expiring five years from the date of this resolution, but the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry, and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred upon the directors pursuant to section 80 of the Act, but without prejudice to the allotment of any relevant securities already made or to be made pursuant to such authorities



AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Written Resolutions

The undersigned, a person entitled to vote on the Written Resolutions on 15 August 2008, hereby irrevocably agrees to the above resolutions

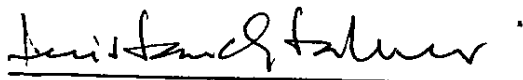
This resolution is dated 15 August 2008



Duly authorised representative of **FGP Topco Limited**

Date 15 August 2008

A copy of these resolutions has been sent to the Company's auditor, PricewaterhouseCoopers LLP



Director/Secretary
ADI Finance 1 Limited

NOTES

1 Please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to ROBERT_HERGA@BAA.COM

If you do not agree to the resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement

3 Unless, by 28 days from the date on which this document is circulated, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members

5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document