

Company Number: 10299954

**NEW AIRWAYS PENSION SCHEME TRUSTEE LIMITED**  
(the "Company")

PRIVATE COMPANY LIMITED BY GUARANTEE

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**MEMBERS' WRITTEN RESOLUTION  
CIRCULATED ON 30 MARCH 2022  
PURSUANT TO CHAPTER 2  
OF PART 13 OF THE COMPANIES ACT 2006**

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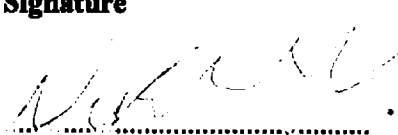
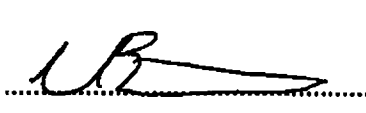
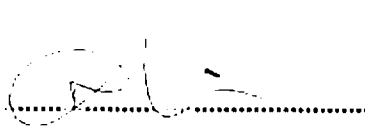
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution:

**SPECIAL RESOLUTION**

**That the Articles of Association of the Company be altered with effect on and from 30 March 2022 so that article 10 is deleted and replaced with the provision set out in the appendix to this document.**

Please read the explanatory notes at the end of this document before signifying your agreement to the resolution.

We, the undersigned, were at the time the resolution was circulated entitled to vote on the resolution and irrevocably agree to the resolution.

Name	Signature	Date of Signature
N A Blackburn		30 MARCH 2022
I D Bretherton		30 MARCH 2022
N G Cottrell	.....	.....
N M Franklin		30 MARCH 2022

K P Gay

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R P Maynard

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30 MARCH 2022  
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S Philcox

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30 MARCH 2022  
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O J Sleath

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30 MARCH 2022  
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D W Southcott

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T D Stoddart

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30 MARCH 2022  
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J L Wheale

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30 MARCH 2022  
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Dalriada Trustees  
Limited

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30 MARCH 2022  
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## APPENDIX

### 10. APPOINTMENT OF DIRECTORS

- 10.1 The provisions of this Article 10 are in all instances subject to the requirements of sections 242 and 243 of the Pensions Act 2004 and any arrangements made for the selection and appointment of Members' Representative Directors.
- 10.2 Subject to the provisions of Article 12.1 concerning any vacancies which arise, the number of Directors shall be 12.
- 10.2.1 BA shall be entitled to appoint six individuals (who shall not be corporate entities unless engaged in the business of providing a trustee service for a fee) as Directors in accordance with the procedure set for the appointment of "Employers' Representatives" in the Trust Deed and Rules ("the Employers' Representative Directors").
- 10.2.2 The Scheme Voting Members shall be entitled to appoint five individuals (who shall not be corporate entities) as Directors in accordance with the arrangements and procedures under Article 10.3 from time to time.
- 10.2.3 A sub-committee of the Directors (which shall consist of the Chairman of the Management Trustees of the Scheme (as defined in the Trust Deed and Rules), one Employers' Representative (as defined in the Trust Deed and Rules) who is not the Chairman of the Management Trustees and three Members' Representatives (as defined in the Trust Deed and Rules) provided always that a majority of the sub-committee shall have been appointed as Directors under Article 10.2.2 or this Article 10.2.3) shall be entitled to appoint one individual (who shall not be a corporate entity) as a Director in accordance with the arrangements and procedures that are in place under Article 10.3 from time to time. Directors appointed under Articles 10.2.2 or this Article 10.2.3 are referred to as the "Members' Representative Directors".
- 10.3 The selection, appointment and removal of Members' Representative Directors shall be made in accordance with:
- 10.3.1 the arrangements made by the Company for the selection and appointment of Members' Representative Directors (as amended from time to time); and
- 10.3.2 the procedure set out for the selection, appointment and removal of the "Members' Representatives" in the Trust Deed and Rules.
- In the event of a conflict between the provisions of the arrangements in place from time to time and Trust Deed and Rules, the provisions of the arrangements shall apply to the extent the arrangements are required by Sections 242 and 243 of the Pensions Act 2004.
- 10.4 At the time of incorporation of the Company, and in accordance with Article 3.1, the initial Directors shall be the "Management Trustees" of the Scheme (as defined in the Trust Deed and Rules) at that time. The Employers' Representative Directors will be the "Employers' Representatives" (as defined in the Trust Deed and Rules) and the Members' Representative Directors will be the "Members' Representatives" (as defined in the Trust Deed and Rules).
- 10.5 The appointment of a Members' Representative Director to fill a vacancy arising or anticipated as a result of the departure (whether on retirement or otherwise) of a Members' Representative Director appointed under Article 10.2.2 can only be effected by a valid ballot of the Scheme Voting Members taken in accordance with the procedure set out in the Trust Deed and Rules, save where only one person eligible for appointment is so nominated in which case such person shall be deemed duly appointed.
- 10.6 The appointment of a Members' Representative Director to fill a vacancy arising or anticipated as a result of the departure (whether on retirement or otherwise) of a Members' Representative Director appointed under Article 10.2.3 shall be effected by a decision of a sub-committee of the Directors in accordance with Article 10.2.3. In the event that only one person eligible for appointment is so nominated, the sub-committee shall not be obliged to appoint them.
- 10.7 An appointment of a Members' Representative Director shall take effect on the later of the day immediately following the date of declaration of such result and the effective date of the retirement in respect of which the vacancy has arisen (if applicable).
- 10.8 For as long as the Company is the trustee of a pension scheme to which sections 242 and 243 of the Pensions

Act 2004 apply, the number of Directors specified in Article 10.2, and arrangements relating to their appointment and removal, shall be subject to the applicable requirements of the MND provisions. The Directors may not exercise their powers under these Articles in such a way as to contravene those sections or those arrangements.

### **EXPLANATORY NOTES FOR MEMBERS:**

1. If you agree to the resolution, please signify your agreement by either:
  - (a) signing and dating this document where indicated above via the DocuSign link that will be sent to you;
  - (b) signing and dating this document and returning it by hand to the Company Secretary.
2. If you do not agree to the above resolution, you do not need to do anything. Once you have signified your agreement to the resolution, you may not revoke your agreement.
3. Unless, by the date falling 40 days after the date on which the resolution is circulated, sufficient agreement has been received for the resolution to be passed, it will lapse. If you agree to the resolution, please ensure that signification of your agreement reaches us before or on 9 May 2022.
4. Sufficient agreement will have been reached to pass a special resolution if at least two thirds of the eligible members (i.e. members who were entitled to vote at the time the resolution was circulated) signify their agreement to it. In addition, at least two of those in favour of the resolution must be END Members and two be MND Members (each as defined in the Company's Articles of Association). As the proposed amendments relate to Articles 9 to 18 and 23, according to the Company's Articles of Association, consent of British Airways plc must be obtained for such resolution to be passed and effective.
5. If you are signing this document on behalf of a person as a proxy, under a power of attorney or other authority, please send a copy of the relevant written instrument appointing a proxy and the power of attorney or other authority when returning this document. A sample of the form is available in the Company's Articles of Association. Please note that a Member's proxy must be another Member.

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(the "Company")

PRIVATE COMPANY LIMITED BY GUARANTEE

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MEMBERS' WRITTEN RESOLUTION  
CIRCULATED ON 30 MARCH 2022  
PURSUANT TO CHAPTER 2  
OF PART 13 OF THE COMPANIES ACT 2006

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Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution:

SPECIAL RESOLUTION

That the Articles of Association of the Company be altered with effect on and from 30 March 2022 so that article 10 is deleted and replaced with the provision set out in the appendix to this document.

Please read the explanatory notes at the end of this document before signifying your agreement to the resolution.

We, the undersigned, were at the time the resolution was circulated entitled to vote on the resolution and irrevocably agree to the resolution.

Name	Signature	Date of Signature
N A Blackburn	.....	.....
I D Bretherton	.....	.....
N G Cottrell	<div>DocuSigned by:  .....06E1712C25A7484.....</div>	30 March 2022 .....
N M Franklin	.....	.....

K P Gay	.....	.....
R P Maynard	.....	.....
S Philcox	.....	.....
O J Sleath	.....	.....
D W Southcott	.....	.....
T D Stoddart	.....	.....
J L Wheale	.....	.....
Dalriada Trustees Limited	.....	.....

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- 10.2.2 The Scheme Voting Members shall be entitled to appoint five individuals (who shall not be corporate entities) as Directors in accordance with the arrangements and procedures under Article 10.3 from time to time.
- 10.2.3 A sub-committee of the Directors (which shall consist of the Chairman of the Management Trustees of the Scheme (as defined in the Trust Deed and Rules), one Employers' Representative (as defined in the Trust Deed and Rules) who is not the Chairman of the Management Trustees and three Members' Representatives (as defined in the Trust Deed and Rules) provided always that a majority of the sub-committee shall have been appointed as Directors under Article 10.2.2 or this Article 10.2.3) shall be entitled to appoint one individual (who shall not be a corporate entity) as a Director in accordance with the arrangements and procedures that are in place under Article 10.3 from time to time. Directors appointed under Articles 10.2.2 or this Article 10.2.3 are referred to as the "Members' Representative Directors".
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- In the event of a conflict between the provisions of the arrangements in place from time to time and Trust Deed and Rules, the provisions of the arrangements shall apply to the extent the arrangements are required by Sections 242 and 243 of the Pensions Act 2004.
- 10.4 At the time of incorporation of the Company, and in accordance with Article 3.1, the initial Directors shall be the "Management Trustees" of the Scheme (as defined in the Trust Deed and Rules) at that time. The Employers' Representative Directors will be the "Employers' Representatives" (as defined in the Trust Deed and Rules) and the Members' Representative Directors will be the "Members' Representatives" (as defined in the Trust Deed and Rules).
- 10.5 The appointment of a Members' Representative Director to fill a vacancy arising or anticipated as a result of the departure (whether on retirement or otherwise) of a Members' Representative Director appointed under Article 10.2.2 can only be effected by a valid ballot of the Scheme Voting Members taken in accordance with the procedure set out in the Trust Deed and Rules, save where only one person eligible for appointment is so nominated in which case such person shall be deemed duly appointed.
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- 10.8 For as long as the Company is the trustee of a pension scheme to which sections 242 and 243 of the Pensions



Act 2004 apply, the number of Directors specified in Article 10.2, and arrangements relating to their appointment and removal, shall be subject to the applicable requirements of the MND provisions. The Directors may not exercise their powers under these Articles in such a way as to contravene those sections or those arrangements.

## EXPLANATORY NOTES FOR MEMBERS:

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N A Blackburn	.....	.....
I D Bretherton	.....	.....
N G Cottrell	.....	.....
N M Franklin	.....	.....

K P Gay

KP Gay

31<sup>st</sup> MARCH 2022

R P Maynard

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S Philcox

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