

Company No 464648

BRITISH MIDLAND AIRWAYS LIMITED

(the "Company")

MEMBERS' WRITTEN RESOLUTION

FRIDAY



A40DJRYZ

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25/02/2011

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COMPANIES HOUSE

23 February 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution (the "Resolution")

SPECIAL RESOLUTION

That the Articles of Association of the Company be amended by deleting Article 23 02 in its entirety and replacing with the following -

23 02 The quorum necessary for the transaction of the business of the Directors shall be two

Please read the Notes at the end of this document before signifying your agreement to the Resolution below

BY ORDER OF THE BOARD

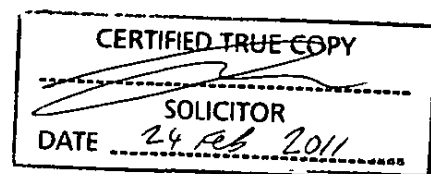
Secretary

AGREEMENT

WE THE UNDERSIGNED, being all of the members of the Company entitled to vote on the Resolution on 23 February 2011 HEREBY IRREVOCABLY AGREE to the Resolution

authorised signatory for and on behalf of
British Midland Limited

Dated 23 FEBRUARY 2011



NOTES

- (1) To signify your agreement to the Resolution you should sign and date this document where indicated above and return it by post to The Directors, British Midland Airways Limited, Donington Hall, Castle Donington, Derby, Derbyshire, DE74 2SB
- (2) Once you have signified your agreement to the Resolution, you may not revoke your agreement
- (3) Unless, by 28 days after the circulation date, sufficient agreement has been received for the Resolution to pass, it will lapse