

British Airways Associated Companies Limited
(the "Company")

Written Resolution of the sole Member of the Company

CIRCULATION DATE: 1 OCTOBER 2009

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

SPECIAL RESOLUTION

THAT:

- (i) the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of Section 28 of the 2006 Act, are to be treated as part of the Company's Articles of Association; and
- (ii) the amended Articles of Association produced to the Meeting and attached to this Resolution be adopted as the Articles of Association of the Company, in substitution for and to the exclusion of, the existing Articles of Association.

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution on 1 October 2009, hereby irrevocably agrees to the Resolution:

Signature: William Walsh

Director for and on behalf of British Airways Plc

Name: William Walsh Date: 1 October 2009

THURSDAY



PC2

P11LYDX1
08/10/2009
COMPANIES HOUSE

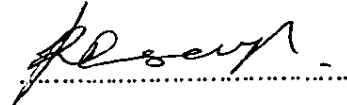
607

The preceding Special Resolution was passed as a Written Resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 1 October 2009, the signatory being the sole member of the Company.

.....

Secretary

The preceding Special Resolution was passed as a Written Resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 1 October 2009, the signatory being the sole member of the Company.

A handwritten signature in black ink, appearing to read 'R. S. S.', is written over a horizontal dotted line.

Secretary