

TBI INTERNATIONAL AIRPORTS LIMITED
Company Number 3691837
MINUTES of a meeting of the Board of Directors
held at
TBI House, 72-104 Frank Lester Way, London Luton Airport
Luton, Bedfordshire LU2 9NQ

on 5 August 2013

| | |
|---------|------------------------------|
| Present | Alex Woodward (in the Chair) |
| | Mary Gatehouse |

THURSDAY



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08/08/2013

#26

COMPANIES HOUSE

1. CHAIRMAN

The Chairman confirmed that each Director had been given proper notice of the Meeting and of the business to be transacted and declared the Meeting open.

2. QUORUM

The Chairman noted that pursuant to Article 89 of Table A in the Schedule to the Companies (Table A to F) Regulations 1985 (SI 1985/805) (as amended) a quorum of the Board of Directors was present.

3. DIRECTORS INTERESTS

3 1 Each Director noted the need to disclose:

3.1.1 any situation in which he could have a direct or indirect interest (or duty) that conflicts, or possibly may conflict, with the interests of (or his duties to) the Company, with a view to determining with the board of directors of the Company how the situation should be dealt with (to the extent such situation had not previously been duly declared and authorised, where required), and

3.1.2 the nature and extent of any direct or indirect interest he has in a proposed (or existing) transaction or arrangement with the Company (to the extent such interest had not previously been declared, where required),

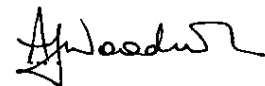
whether as a result of any of the matters to be considered at the meeting or any other matter.

3 2 Each Director present confirmed that he or she had no direct or indirect interest in any way in the proposed arrangements to be considered at the Meeting which they were required by Section 177 of the Companies Act 2006 (the "Act") and/or the Articles of Association of the Company (the "Articles") to disclose.

3 3 The Chairman noted that having declared the nature and extent of their interest, none of the Directors were disbarred from voting or being counted in the quorum pursuant to the Article 12(a) of the Articles.

- 3.4 In accordance with Section 172 of the Act the Directors noted that they had taken into account the factors as set out in Section 172 of the Act amongst other matters, prior to agreeing the matters to be discussed at this Meeting and as set out in these Minutes, and IT WAS RESOLVED that passing the Resolutions and approving the matters to be tabled would promote the success of the Company for the benefit of its members as a whole
4. It was noted that the Company was dormant and the Chairman proposed that the Company be formally struck off the Companies Register in accordance with Section 1003 of the Act
- 5 IT WAS REPORTED that in order to strike a company off the Companies Register in accordance with Section 1003 of the Act the following criteria had to be satisfied:
 - 5 1 within the previous three months the Company should not have
 - 5 1 1 changed its name,
 - 5 1 2 traded or otherwise carried on business (although any payment made in respect of a liability incurred in the course of trading or otherwise carrying on business would be permitted),
 - 5.1.3 made a disposal for value of property or rights which, immediately before ceasing to trade or otherwise carry on business, it held for the purpose of disposal for gain in the normal course of trading or otherwise carrying on business, or
 - 5.1.4 engaged in any other activity except one which is
 - 5.1.4.1 necessary or expedient for the purpose of making an application to strike the Company off the register under Section 1003 of the Act, or deciding whether to do so,
 - 5.1 4 2 necessary or expedient for the purpose of concluding the affairs of the Company; or
 - 5.1.4.3 necessary or expedient for the purpose of complying with any statutory requirement; and
 - 5 1 5 all the following requirements should be complied with:
 - 5 1 5 1 no application has been made to the Court under Part 26 of the Act on behalf of the Company for the sanctioning of a compromise or arrangement which has not been finally concluded;
 - 5.1.5.2 no voluntary arrangement in relation to the Company has been proposed under Part I of the Insolvency Act 1986 which has not been finally dealt with or withdrawn;
 - 5.1 5 3 no administration order in relation to the Company is in force under Part II of the Insolvency Act 1986 and no petition for such an order has been presented and not finally dealt with or withdrawn;

- 5.1.5.4 the Company is not being wound up under Part IV of the Insolvency Act 1986 (either voluntarily or by the Court) and neither has a petition under the Insolvency Act 1986 for the winding up of the Company by the Court been presented and not finally dealt with or withdrawn,
 - 5.1.5.5 there is no receiver or manager appointed in respect of the Company's property, and
 - 5.1.5.6 the Company's estate is not being administered by a judicial factor.
6. The Directors, having considered each of the issues raised above, noted that the criteria set out by the Companies Act for striking a company off the Register had been satisfied in respect of the Company. There was produced to the meeting an application for striking the Company off the Register on Form DS01 and IT WAS RESOLVED that the application be approved and that it be signed and submitted to the Registrar of Companies in accordance with the Act. The Secretary was instructed to provide all shareholders, creditors, directors, employees and the managers or trustees of any pension fund established for the benefit of such employees with a copy of the application submitted to the Registrar of Companies within seven days of such application being made.
7. There being no further business the Meeting closed



Chairman