

FRIDAY



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RM 11/12/2009 53
COMPANIES HOUSE

BAA (SH) LIMITED

A private company limited by shares

(the *Company*)

WRITTEN MEMBERS' RESOLUTION

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the *Act*), the directors of the Company propose that resolutions 1 and 2 below are passed as ordinary resolutions (the *Ordinary Resolutions*) and resolutions 3 and 4 below are passed as special resolution (the *Special Resolutions*):

ORDINARY RESOLUTION

1. **THAT** the authorised share capital of the Company be increased from £9,000,000,000 to £9,260,000,000 by the creation of 260,000,000 ordinary shares with a nominal value of £1 each ranking equally in all respects with the existing ordinary shares of £1 in the capital of the Company.
2. **THAT** the directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the *Act*) to allot shares up to an aggregate nominal amount of £9,260,000,000 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) five years after the date on which this resolution is passed, but the Company may make an offer or agreement which would or might require shares to be allotted after expiry of this authority and the directors may allot shares in pursuance of that offer or agreement as if this authority had not expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Act.

SPECIAL RESOLUTION

3. **That** the directors be generally empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of s560 of the Act) for cash, pursuant to the authority conferred by the ordinary resolution numbered 2 above as if section 561(1) of the Act did not apply to the allotment. This power shall cease to have effect when the authority is revoked or (if not revoked) expires but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired.
4. **THAT** the capital clause of the memorandum of association of the Company be amended as follows:

“The capital of the Company is £9,260,000,000 divided into 9,260,000,000 Ordinary Shares of £1 each.”
5. **THAT** the objects clause of the memorandum of association of the Company be deleted.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolutions and the Special Resolutions.

The undersigned, the person entitled to vote on the above resolutions on 12 NOVEMBER 2009, hereby irrevocably agree to the Ordinary Resolutions and the Special Resolutions:

Signed:

A handwritten signature in black ink, consisting of a large, stylized initial 'D' followed by a cursive name, written over a dotted line.

Duly authorised representative of:
BAA (DSH) Limited

Dated 12 NOVEMBER 2009

NOTES

1. You can choose to agree to all of the Ordinary Resolutions and the Special Resolutions (the *Resolutions*) or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, 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:

By Hand: delivering the signed copy to Carol Hui, BAA (SH) Limited, The Compass Centre, Nelson Road, Hounslow, Middlesex, TW6 2QQ.

Post: returning the signed copy by post to Carol Hui, BAA (SH) Limited, The Compass Centre, Nelson Road, Hounslow, Middlesex, TW6 2QQ.

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to carol_hui@baa.com. Please enter "Written resolutions dated _____ 2009" in the e-mail subject box.

If you do not agree to the Resolutions, 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 following the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on 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.

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.