

Company Number 06458635

BAA (SH) LIMITED

(the *Company*)

WRITTEN MEMBER RESOLUTIONS

Written resolutions of the sole shareholder of the above company in accordance with the Company's articles of association

Date *13 October 2010* (the *Circulation Date*)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the *Act*) **WE**, being the sole member of the Company who at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company, **CONFIRM** and **AGREE** that the following resolutions shall have effect as if passed at a general meeting of the Company duly convened and held. The resolutions shall each be passed as a special resolutions (together, the *Written Resolutions*) Accordingly **WE RESOLVE**:

SPECIAL RESOLUTIONS

- 1 **THAT** the Company be re-registered as a public company under the Companies Act 2006 by the name of BAA (SH) Plc
- 2 **THAT** the regulations contained in the document attached to the Written Resolutions be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association

AGREEMENT TO WRITTEN RESOLUTIONS

Please read the notes at the end of this document before signifying your agreement to the Written Resolutions

The undersigned, being the sole person entitled to vote on the Written Resolutions on the Circulation Date, hereby irrevocably agree to the Written Resolutions

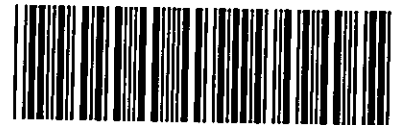
Corporate member

Signed by *JOSE LEO* (print name of signatory)

Signature

for and on behalf of
BAA (DSH) LIMITED

FRIDAY



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LD1 15/10/2010 25
COMPANIES HOUSE

NOTES

3 If you agree to all of the Written 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 BAA (SH) Limited, c/o Alex Turnbull, The Compass Centre, Nelson Road, Hounslow, Middlesex, TW6 2GW

Post returning the signed copy by post to BAA (SH) Limited, c/o Alex Turnbull, The Compass Centre, Nelson Road, Hounslow, Middlesex, TW6 2GW

E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to Alex Turnbull at alexander_turnbull@baa.com Please enter "Written Resolutions dated [Circulation Date]" in the e-mail subject box

4 If you do not agree to all of the Written Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

5 Once you have indicated your agreement to the Written Resolutions, you may not revoke your agreement

6 Unless sufficient agreement has been received for the Written Resolutions to pass before the end of the period of 28 days beginning on the Circulation Date, they will lapse. If you agree to the Written Resolutions, please ensure that your agreement reaches us before or during this date

7 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 of members

8 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