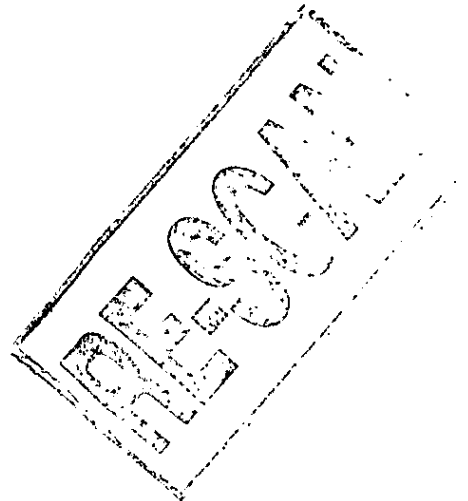


COMPANY NO: 1777777

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
OF

BRITISH AIRWAYS Plc



At the Annual General Meeting of the above-named Company duly convened and held at the Queen Elizabeth II Conference Centre, London on Tuesday 14 July 2009, the following Resolution was duly passed as a Special Resolution:-

with effect from 00:01 a.m. on 1 October, 2009:

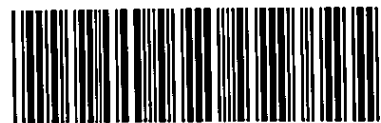
- (i) the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of Section 28 Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and
- (ii) the Articles of Association produced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

Signed:

Alan Buchanan
Company Secretary

Date: 15 July 2009

FRIDAY



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COMPANIES HOUSE

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COMPANY NO: 1777777

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

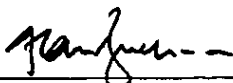
BRITISH AIRWAYS Plc

At the Annual General Meeting of the above-named Company duly convened and held at the Queen Elizabeth II Conference Centre, London on Tuesday 14 July 2009, the following Resolution was duly passed as a Special Resolution:-

that the Company be and is hereby generally and unconditionally authorised for the purposes of Section 166 of the Companies Act 1985 to make market purchases (within the meaning of Section 163(3) of the Companies Act 1985) of its ordinary shares upon and subject to the following conditions:

- (a) the maximum number of ordinary shares which are authorised to be purchased shall be such number as represents 10 per cent of the aggregate nominal amount of the Company's issued ordinary share capital as at the date of the passing of this resolution;
- (b) the maximum price, exclusive of any expenses, which may be paid for any ordinary share shall be the higher of:
 - (1) an amount equal to 105 per cent of the average of the middle market quotations for the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which such shares are contracted to be purchased; and
 - (2) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange Daily Official List at the time that the purchase is carried out.
- (c) the minimum price, exclusive of any expenses, which may be paid for any ordinary share shall not be less than the nominal value of such ordinary share at the time of the purchase; and
- (d) the authority conferred by this resolution shall, unless renewed prior to such time, expire at the end of the next Annual General Meeting or on 14 October, 2010, whichever is the earlier, save that the Company may before such expiry enter into a contract of purchase under which such purchase may be completed or executed wholly or partly after the expiry of this authority

Signed:



Alan Buchanan
Company Secretary
15 July 2009

Date:

COMPANY NO: 1777777

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

BRITISH AIRWAYS Plc

At the Annual General Meeting of the above-named Company duly convened and held at the Queen Elizabeth II Conference Centre, London on Tuesday 14 July 2009, the following Resolution was duly passed as a Special Resolution:-

that a General Meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

Signed:



Alan Buchanan
Company Secretary

Date:

15 July 2009



COMPANIES HOUSE

COMPANY NO: 1777777

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

BRITISH AIRWAYS Plc

At the Annual General Meeting of the above-named Company duly convened and held at the Queen Elizabeth II Conference Centre, London on Tuesday 14 July 2009, the following Resolution was duly passed as a Special Resolution:-

that subject to the passing of Resolution 7 above, the Directors be empowered to allot equity securities (as defined in Section 94(2) of the Companies Act 1985) wholly for cash:

- (i) pursuant to the authority given by paragraph (i) of Resolution 7 above or where the allotment constitutes an allotment of equity securities by virtue of Section 94(3A) of the Companies Act 1985 in each case:
 - (I) in connection with a pre-emptive offer; and
 - (II) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £14 million; and
- (ii) pursuant to the authority given by paragraph (ii) of Resolution 7 above in connection with a rights issue,

as if Section 89(1) of the Companies Act 1985 did not apply to any such allotment;

such power to expire at the end of the next Annual General Meeting or on 14 October, 2010, whichever is the earlier but so that the Company may make offers and enter into agreements during this period which would, or might, require equity securities to be allotted after the power ends and the Board may allot equity securities under any such offer or agreement as if the power had not ended.

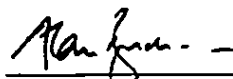


COMPANIES HOUSE

For the purposes of this Resolution:

- (a) "rights issue" has the same meaning as in Resolution 7 above;
- (b) "pre-emptive offer" means an offer of equity securities open for acceptance for a period fixed by the Directors to holders (other than the Company) on the register on a record date fixed by the Directors of ordinary shares in proportion to their respective holdings but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory;
- (c) references to an allotment of equity securities shall include a sale of treasury shares; and
- (d) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

Signed:



Alan Buchanan
Company Secretary

Date:

15 July 2009