

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.

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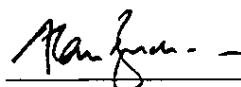
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For the purposes of this Resolution:

- (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