

COMPANY NO: 1777777

THE COMPANIES ACT 1985
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 15 July 2003, the following Resolution was duly passed as a Special Resolution:-

5. AMENDMENT TO ARTICLES OF ASSOCIATION

It was resolved as a Special Resolution that for Article 78 of the Company's Articles of Association there be substituted the following replacement Article:

'78 The Directors may decide on the amount, timing and manner of payment of fees to be paid by the Company to the Directors for acting as Directors provided that (i) such fees are consistent with the principles referred to in the Company's remuneration policy as approved by shareholders in general meeting from time to time, (ii) the Directors disclose their remuneration in a remuneration report (which report shall also include the Company's remuneration policy) to be voted upon at the Annual General Meeting each year, and (iii) no Director shall be responsible for determining his or her own remuneration. These fees can be satisfied in cash or in any other form and shall be divided between some or all of the Directors in the way that they decide or, failing agreement, equally except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion related to the period during which he has held office.'

Signed:



Alan Buchanan
Company Secretary

Date:

18 July 2003

