

COMPANY NO: 177777

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF
BRITISH AIRWAYS PLC

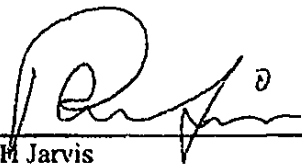
At the Annual General Meeting of the above-named Company duly convened and held at The Grosvenor Hotel, London on Tuesday 16 July 2002, the following Resolution was duly passed as a Special Resolution:-

ADOPTION OF NEW ARTICLES OF ASSOCIATION

15. It was resolved as a Special Resolution that:

- (a) the Articles of Association contained in the document submitted to the meeting and signed by the Chairman 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 of the Company; and
- (b) the authorised share capital of the Company be increased by £1,000,000 to £378,000,000 by the creation of 3,999,999 Ordinary Shares of 25p each and one Special Voting Share of 25p in the capital of the Company, having the rights set out in the new Articles of Association of the Company adopted pursuant to paragraph (a) of this resolution.

Signed:


Paul M Jarvis
Assistant Company Secretary

Date:

29/07/02

