

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

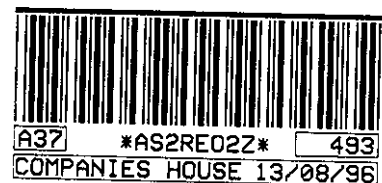
SPECIAL RESOLUTION
OF
BRITISH AIRWAYS Plc

PASSED 16 JULY 1996

At the ANNUAL GENERAL MEETING of the above named Company duly held on 16 July 1996, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION namely:-

that the Articles of Association in the form produced to the meeting and signed for the purpose of identification by the Chairman be adopted as the Articles of Association of the Company in substitution for the existing Articles of Association.


ASSISTANT SECRETARY



7 June 1996

Heathrow Airport (London)
Hounslow
TW6 2JA

Chairman
Sir Colin Marshall

Dear Shareholder

I am writing to invite you to our Annual General Meeting at the Barbican Centre on Tuesday 16 July 1996. The meeting will start at 11am and I would suggest that you be with us at the Barbican by 10am to allow you to be seated in good time.

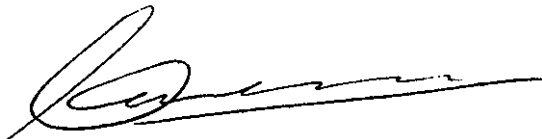
Your Investor newspaper and Proxy card are enclosed together with the Annual Report and Accounts, if you have requested them.

The Issues of Concern card can be used to identify any items which you would like me to address at the meeting. I consider that it is most important that I discuss the issues of the greatest concern to you, our Shareholders and the returned cards will enable me to do this for you.

It is also timely to inform you that we have a new Registrar. Following Barclays Bank PLC's decision to withdraw from the share registration business, we have appointed The Royal Bank of Scotland plc as Registrar to the Company. Contact details are on page 10 of the enclosed Investor newspaper.

I look forward to seeing you at the Barbican.

Yours sincerely



Sir Colin Marshall



British Airways Plc
Registered Office:
Speedbird House
Heathrow Airport (London)
Hounslow TW6 2JA
Registered in England No. 1777777

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the thirteenth annual general meeting of British Airways Plc will be held at the Barbican Centre, Silk Street, London EC2Y 8DS on Tuesday, 16 July 1996, at 11.00 am for the following purposes:

- 1 To receive and adopt the accounts for the year ended 31 March 1996, together with the report of the Directors;
- 2 To declare a final dividend of 9.80p per ordinary share and to authorise its payment on 31 July 1996 to shareholders on the register on 11 June 1996;
- 3 To re-elect Sir Colin Marshall who retires by rotation in accordance with Article 89 of the Company's Articles of Association and being eligible, offers himself for re-election;
- 4 To re-elect Mr Michael Davies who retires by rotation in accordance with Article 89 of the Company's Articles of Association and being eligible, offers himself for re-election;
- 5 To elect Sir Robin Renwick who retires in accordance with Article 94 of the Company's Articles of Association and being eligible, offers himself for election;
- 6 To elect Dr Ashok S. Ganguly who retires in accordance with Article 94 of the Company's Articles of Association and being eligible, offers himself for election;
- 7 To re-appoint the Auditors, Ernst & Young, and to authorise the Directors to determine their remuneration;
- 8 To consider and if thought fit to pass as a Special Resolution:
That the authority and power to allot shares conferred on the Directors by Article 11(B) of the Company's Articles of Association be renewed for the period ending on the date of the annual general meeting in 1997 or on 16 October 1997, whichever is the earlier, and for such period:
 - a the prescribed amount shall be £77 million; and
 - b the section 89 amount shall be £11 million;
- 9 To consider and if thought fit to pass as a Special Resolution:
That the Articles of Association in the form produced to the meeting and signed for the purpose of identification by the Chairman be adopted as the Articles of Association of the Company in substitution for the existing Articles of Association.
- 10 To resolve that:
 - (i) the Rules of the British Airways Savings-Related Share Option Scheme 1996 ("Savings-Related Scheme"), the principal features of which are summarised in the Explanatory Notes accompanying the notice convening this meeting, a copy of which is produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification, be and are hereby approved and the Directors be authorised to do all acts and things as they may consider necessary or expedient to carry the Savings-Related Scheme into effect and to obtain the approval of the Inland Revenue; and
 - (ii) the Directors be authorised to establish such further schemes for the benefit of employees overseas which are based on the Savings-Related Scheme subject to such modifications as may be necessary or desirable to take account of overseas tax, exchange control, or securities laws provided that any shares made available under the Savings-Related Scheme are treated as counting against any limits on individual participation in such further schemes and any new shares made available under such further schemes are treated as counting against any limits on overall participation in the Savings-Related Scheme.
- 11 To resolve that:
 - (i) the Rules of the British Airways Profit Sharing Share Scheme 1996 ("Profit Sharing Scheme"), the principal features of which are summarised in the Explanatory Notes accompanying the notice convening this meeting, a copy of which is produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification, be and are hereby approved and the Directors be authorised to do all acts and things as they may consider necessary or expedient to carry the Profit Sharing Scheme into effect and to obtain the approval of the UK Inland Revenue; and
 - (ii) the Directors be authorised to establish such further schemes for the benefit of employees overseas which are based on the Profit Sharing Scheme subject to such modifications as may be necessary or desirable to take account of overseas tax, exchange control, or securities laws provided that any shares made available under the Profit Sharing Scheme are treated as counting against any limits on individual participation in such further schemes and any new shares made available under such further schemes are treated as counting against any limits on overall participation in the Profit Sharing Scheme;
- 12 To resolve that:
 - (i) the Rules of the British Airways Long Term Incentive Plan 1996 ("Incentive Plan"), the principal features of which are summarised in the Explanatory Notes accompanying the notice convening this meeting, a copy of which is produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification, be and are hereby approved and the Directors be authorised to do all acts and things as they may consider necessary or expedient to carry the Incentive Plan into effect; and
 - (ii) the Directors be authorised to establish such further schemes for the benefit of employees overseas which are based on the Incentive Plan subject to such modifications as may be necessary or desirable to take account of overseas tax, exchange control or securities laws provided that any shares made available under such schemes are treated as counting against any limits on individual or overall participation in the Incentive Plan.

By Order of the Board,
G F Redwood, Secretary

Registered Office: Speedbird House
Heathrow Airport (London), Hounslow TW6 2JA
London 7 June 1996

- a Every person entitled to attend and vote at the annual general meeting of the Company is entitled to appoint a proxy to attend, speak and, on a poll, vote instead of that person. A proxy need not be a member of the Company.
- b Mr Robert Ayling, Mr Derek Stevens and Sir Francis Kennedy have service contracts with the Company. These and the register of Directors' interests in the share capital of the Company may be inspected during normal business hours at the registered office of the Company between the date of this notice and the annual general meeting. A copy will also be available for inspection before, during and after the meeting at the Barbican Centre. No other Director has a service contract with the Company or any of its subsidiaries.
- c Copies of the Memorandum and Articles of Association of the Company and copies of the draft Articles and Rules proposed for approval in resolutions 9, 10, 11 and 12 are available for inspection at the registered office of the Company and at Linklaters & Paines, 59/67 Gresham Street, London EC2, during usual business hours on any weekday (Saturdays and Public Bank Holidays excluded) from the date of this notice until the date of the annual general meeting and also before, during and after the meeting at the Barbican Centre.

There are twelve resolutions which require shareholders' approval at the annual general meeting this year. The Directors recommend you to vote in favour of all these resolutions.

RESOLUTION 1: REPORT AND ACCOUNTS

The Directors present to the meeting their report and the accounts of the Company for the preceding financial year, together with the report of the Company's Auditors.

RESOLUTION 2: DECLARATION OF DIVIDEND

The Directors recommend the payment of a final dividend of 9.80p per ordinary share to be paid on 31 July 1996 to shareholders registered on 11 June 1996. Together with the interim dividend of 3.85p per share paid in January, this would give a total for the year of 13.65p per share.

RESOLUTIONS 3 AND 4: RE-ELECTION OF DIRECTORS

Article 88 requires that one third of the Directors must retire and stand for re-election at the annual general meeting each year. Article 89 requires that the Directors elected longest ago shall retire, including for this purpose any Director who wishes to retire permanently. Mr Charles Mackay retires from the Board at this meeting and does not seek re-election. Sir Francis Kennedy also retires from the Board at this meeting, having attained the retiring age applicable to him as a Director. Sir Colin Marshall and Mr Michael Davies stand for re-election at this meeting.

Sir Colin Marshall, aged 62, joined the Board as Chief Executive in 1983. He was appointed Deputy Chairman and Chief Executive in 1989 and Chairman of the Company in 1993 serving on an executive basis until December 1995, and since then as non-executive Chairman. He is also non-executive Chairman of Inchcape plc, President of the Confederation of British Industry, Deputy Chairman of British Telecommunications plc and a Director of HSBC Holdings plc and Qantas Airways Limited. Sir Colin is married and has one daughter.

Mr Michael Davies, aged 61, joined the Board as a non-executive Director in 1983. An accountant by profession, he is Chairman of Calor Group PLC, Perkins Foods PLC, Simon Engineering PLC and National Express PLC and Deputy Chairman, GPA Group Plc. Mr Davies serves on the Board's Audit, Safety Review, Nominations and Remuneration Committees. He is married with three daughters.

RESOLUTIONS 5 AND 6: ELECTION OF NEW DIRECTORS

Under Article 94 any Director appointed to the Board during the year holds office only until the next annual general meeting and is then eligible for election by the shareholders.

Sir Robin Renwick, aged 58, was appointed to the Board on 1 March 1996. He had an outstanding career in the diplomatic service culminating in appointments as British Ambassador to South Africa and then to Washington. Since his retirement in 1995, he has been appointed a Director of Robert Fleming Holdings Ltd. He is married with a son and a daughter.

Dr Ashok S. Ganguly, aged 60, was appointed to the Board on 12 April 1996. He is Director of the Research and Engineering Division of Unilever PLC and a member of its main Board. Previously Chairman, Hindustan Lever Limited. He was elected a Fellow of the Royal Society of Chemistry in 1991. He is married with two daughters.

RESOLUTION 7: RE-APPOINTMENT OF AUDITORS

The Auditors may not continue in office unless re-appointed at the meeting at which the accounts are presented. This resolution proposes the re-appointment of Ernst & Young.

RESOLUTION 8: ALLOTMENT OF SHARES

By law, shareholders' approval is required for the allotment of shares. Approval may either be given for particular allotments or by a general authority. Resolution 7 renews the Directors' general authority given last year for a period expiring at the 1996 annual general meeting or 11 October 1996, if earlier. The authority this year is again in respect of 308 million shares (£77 million) or approximately 33 per cent of the issued share capital.

Shareholders' approval is also required for the issue of equity shares wholly for cash otherwise than in accordance with certain statutory pre-emption provisions contained in the Companies Act 1985. Approval is being sought in respect of the allotment pursuant to a rights issue (not presently contemplated) of all the £77 million of share capital whose allotment is authorised and of up to £11 million or approximately 5 per cent of the issued share capital of the Company otherwise than on a rights issue. This is the same proportion as last year and accords with recommendations of the joint working party of the London Stock Exchange, The Association of Corporate Treasurers, the investment committees of the Association of British Insurers and the National Association of Pension Funds, with which the Directors intend to comply.

In proposing this Resolution, the Directors consider that it is in the best interests of the Company and its shareholders that Directors should retain the ability to take advantage of business opportunities as they arise, without the need to incur the cost and delay of an extraordinary meeting of the Company to seek specific authority for an allotment. The Directors have no present intention of using the allotment authority but propose to seek renewal of these authorities annually.

RESOLUTION 9: NEW ARTICLES OF ASSOCIATION

The new Articles of Association proposed to be adopted in substitution for the existing Articles of Association contain amendments for the purpose of giving effect to the Uncertificated Securities Regulations 1995 ("The Regulations") to allow ordinary shares in the Company to be held in either certificated or uncertificated form and to be transferred by means of the CREST system. The amendments relieve the Company of the obligation to issue share certificates held in uncertificated form and allow for transfer of shares in an uncertificated form to be made through CREST. In order to comply with the Regulations, the Company will not generally be able to refuse an instruction through CREST to effect a transfer. The amendments also permit, in accordance with the Regulations, the Company to determine not to send a Notice of Meeting to members entered on the register of members within 21 days before the day the notice is sent and that members entered on the register less than 48 hours before a meeting shall not be entitled to attend or vote at the meeting. The new Articles of Association expressly authorise payment of dividends by inter-bank transfers, through CREST or such other method of payment as the member may agree to.

In addition, a few minor changes have been made to bring the Articles of Association into line with the Listing Rules of the London Stock Exchange including a statement that if the shares are listed, the Directors cannot decline to register a transfer if to do so would prevent dealings in shares of that class from taking place on an open and proper basis, and providing that sanctions relating to a failure to comply with the notice served under Section 212 of the Companies Act

Where the TSR for the Company over the performance period is between the 40th and 75th percentiles, the number of shares over which an option will be granted will be determined pro rata on a straight line basis.

4 INDIVIDUAL PARTICIPATION

Individual participation will be linked to seniority and salary. It is proposed that maximum participation will be limited to 75 per cent of salary.

5 CESSATION OF EMPLOYMENT

If a participant ceases to be a Director and/or an employee of any member of the group, his awards will lapse unless the Remuneration Committee determines otherwise.

6 TAKEOVERS ETC

If any offer to obtain control of the Company becomes unconditional before the expiry of a performance period, all

awards vest in full, even though the performance conditions may not be satisfied, and the Directors will grant options or satisfy the awards in cash.

7 VARIATIONS IN SHARE CAPITAL

In the event of a variation in share capital of the Company including capitalisation or rights issue the number of shares comprised in an award and/or an option may be adjusted.

8 AMENDMENTS TO THE INCENTIVE PLAN

The basic structure of the Incentive Plan will not be altered without the prior approval of the Company in general meeting.

9 TERMINATION OF INCENTIVE PLAN

No awards may be made under the Incentive Plan after the tenth anniversary of the date of the approval of Plan rules by the Company.

IF YOU WISH TO APPOINT A PROXY PLEASE READ THE NOTES BELOW

To exercise your voting rights, you may yourself attend and vote at the annual general meeting or you may appoint a 'proxy' to vote on your behalf. If you wish to appoint a proxy please read the notes below and complete the card enclosed in this pack.

- 1 You may appoint anyone to be your proxy and that person need not be a shareholder.

The Chairman of the meeting is willing to be your proxy and acts as proxy to the Trustee of the British Airways Profit Sharing Share Scheme. If you wish to appoint the Chairman, you need not change this part of the form.

If you are an ordinary shareholder and you wish to appoint someone else as your proxy you should:

- (a) delete the words 'the Chairman of the meeting or' on the form, and
- (b) write the name and address of the person you wish to appoint as your proxy in the space provided.

A person appointed as a proxy will be asked to disclose on arrival that he or she is acting for you.

- 2 The resolutions to be voted on at the meeting are listed on the Form of Proxy. Further information is given in the Notice of Meeting and the accompanying explanatory notes above.

You may instruct your proxy how to vote on each of the resolutions by ticking the appropriate box opposite the resolution:

- (a) if your proxy is to vote for a resolution, please tick the 'For' box;
- (b) if your proxy is to vote against a resolution, please tick the 'Against' box;

(c) if you give no specific instruction, your proxy will have discretion to vote on your behalf. Additionally the proxy will also have discretion to vote on any further or amended resolutions put to the meeting and can also vote at any adjournment of the meeting.

If you indicate how you wish your proxy to vote by ticking some or all of the boxes, this discretion will be removed with respect to any further or amended resolutions at the annual general meeting and at any adjournment of the meeting.

- 3 The form must be signed. In the case of joint holders, any one of them may sign.

If necessary, someone else may sign the form on your behalf. In that case, a copy of the authority under which the form is signed must be sent with the form. If a proxy is being appointed by an attorney, the Power of Attorney must be sent with the form, unless it has been previously lodged with the Company's Registrar.

If a corporation is appointing the proxy, the form must be either under seal or under the hand of an attorney or duly authorised officer of the corporation and the appropriate Power of Attorney or other authority lodged with the form.

- 4 After completion, the form should be sent to the return address on the pre-paid card.
To be valid the form must arrive by 11 am on Sunday, 14 July 1996.

If you are unable to attend the annual general meeting and do not return the Form of Proxy correctly completed, your votes will not be cast at the meeting.

1985 must cease within seven days of the earlier of receipt by the Company of a notice that relevant shares have been sold or compliance with the notice.

RESOLUTION 10: BRITISH AIRWAYS SAVINGS-RELATED SHARE OPTION SCHEME 1996

The British Airways Savings-Related Share Option Scheme 1987 expires in January 1997. Set out below is a summary of the principal features of the proposed British Airways Savings-Related Share Option Scheme 1996 ("Savings-Related Scheme").

1 ELIGIBILITY

All full time Executive Directors and all employees (full-time or part-time) who have worked for the Company or a participating company for a qualifying period as determined by the Directors (but not to exceed five years) and any other employees nominated by the Directors are eligible to participate in the Savings-Related Scheme.

2 GRANT OF OPTIONS

Invitations for the grant of options will normally only be issued within 42 days following the announcement of the Company's results for any period.

3 SAVINGS CONTRACT

Employees granted an option under the Savings-Related Scheme must enter into a savings contract with a designated savings carrier under which they make monthly savings for a period of three years or, if the Directors determine any other period permitted under the relevant legislation. The monthly savings must not exceed the limit imposed by the relevant legislation (currently £250 per month). A bonus equivalent to three times the monthly savings will be payable after three years. An option is granted to the employee which is normally exercisable within six months after the bonus is payable under the savings contract using the amount saved plus the bonus.

4 OPTION PRICE

Options will be granted at an option price which is not less than 80% of the average of the market value of the shares for the three days following the 14th day after invitations are sent out (or some other date agreed with the Inland Revenue) and, where shares are to be subscribed their nominal value (if greater). Market value means on any day the average of the middle market quotation derived from The London Stock Exchange Daily Official List over the 3 preceding business days.

5 EXERCISE OF OPTIONS

Options are normally exercisable for a six month period following the bonus date under the relevant savings contract. If the option is not exercised within this six month period, the option will lapse. Options may also, however, be exercised early in certain circumstances, for example on the optionholder ceasing to be an employee due to death, injury, disability, redundancy, retirement or following change of control of the employing company and in the event of a takeover or winding-up of the Company. Exercise is also allowed, where the employee leaves if the option has been held for more than three years. If any option is exercised early, the optionholder may only use the savings made under the savings contract (together with any interest) at that time to exercise the option.

An option may only be exercised by the person to whom it is granted or his personal representative(s) and is not transferable.

6 EXCHANGE OF OPTIONS

In the event of another company acquiring control of the Company, optionholders may in certain circumstances exchange their options over shares in the acquiring company.

7 ISSUE OF SHARES

Shares issued on the exercise of options will rank equally with shares of the same class in issue on the date of allotment except in respect of rights arising by reference to a prior record date.

8 SCHEME LIMITS

The overall limits on the number of shares which may be issued under the Savings-Related Scheme are set out below. For the purposes of these limits, options which lapse cease to count.

In any 10 year period, not more than 10% of the issued ordinary share capital of the Company for the time being may in aggregate be issued or be issuable under the Savings-Related Scheme and any other employees' share scheme operated by the Company; and

In any 5 year period, not more than 5% of the issued ordinary share capital of the Company for the time being may in aggregate be issued or be issuable under the Savings-Related Scheme and any other employees' share scheme adopted by the Company.

9 VARIATION IN SHARE CAPITAL

Options may be adjusted following certain variations in the share capital of the Company including a capitalisation, rights issue or sub-division, consolidation or reduction in the capital of the Company and any capital distribution.

10 AMENDMENTS TO THE SAVINGS-RELATED SCHEME RULES

The basic structure of the Savings-Related Scheme and, in particular, the limit on the number of shares which will be issued under it cannot be altered to the advantage of participants without the prior approval of the Company in general meeting. Alterations are subject to prior approval of the Inland Revenue if the Savings-Related Scheme is to retain its approved status.

11 TERMINATION OF THE SAVINGS-RELATED SCHEME

No options may be granted under the Savings-Related Scheme after the tenth anniversary of the date of the approval of the scheme rules by the Company.

RESOLUTION 11: BRITISH AIRWAYS PROFIT SHARING SCHEME 1996

The British Airways Profit Sharing Share Scheme 1987 expires in January 1997. Set out below is a summary of the principal features of the proposed British Airways Profit Sharing Share Scheme 1996 (the "Profit Sharing Scheme").

1 ELIGIBILITY

All full-time Executive Directors and all employees (full-time or part-time) who have worked for the Company or a participating company for a qualifying period determined by the Directors (but not to exceed 5 years) and any other employees nominated by the Directors are eligible to participate in the Profit Sharing Scheme. The Directors may also permit certain former employees to participate.

2 HOW THE PROFIT SHARING SCHEME WORKS

Under the Profit Sharing Scheme employees will be given the opportunity of acquiring the Company's shares at no cost by way of a profit share arrangement. Total profit share is based on the group's pre-tax profits. Once all applications for shares have been received from participants, the relevant number of shares are acquired by the trustee of the Profit Sharing Scheme and allocated to participants. The shares are held for up to three years when they will be received by them free of income tax.

3 TIMING

The Profit Sharing Scheme may be operated once in any calendar year. This will be within 42 days of obtaining formal Inland Revenue approval, the announcement of the Company's results for the financial year or the Directors resolving that there have been exceptional circumstances justifying operation of the Profit Sharing Scheme.

4 SHARE ACQUISITIONS

The trustee may either subscribe for or purchase shares.

The price of any share subscribed for will be the average middle market quotation derived from the London Stock Exchange Daily Official List of a share for the five preceding business days before subscription or nominal value at subscription if greater.

Any shares subscribed will rank equally with all other shares in issue at that time.

5 LIMIT ON PARTICIPATION

The maximum value of shares which can be allocated to any participant under the Profit Sharing Scheme in any tax year may not exceed the maximum amount permitted from time to time by the Income and Corporation Taxes Act. This is currently a maximum of 10 per cent of a salary up to a maximum of £8,000 or an amount not related to salary up to £3,000.

6 PARTICIPANTS' ACQUISITION OF SHARES

Once the shares have been allocated to participants the shares will be retained by the trustee of the Profit Sharing Scheme for a minimum period of two years. After that period participants can request the transfer or sale of the shares but subject to an income tax charge. The shares will be released to participants after three years without any income tax charge.

Shares can be released from the scheme early in certain circumstances like death, retirement or leaving employment by reason of injury, disability or redundancy.

Whilst a participant's shares remain held by the trustee, he will be the beneficial owner and will be entitled to receive dividends and, through the trustee, to vote, to participate in rights and capitalisation issues and to elect to receive scrip dividends in substantially the same way as other shareholders.

7 LIMITS ON SHARE ISSUES

The number of shares which can be issued under the Profit Sharing Scheme will not at any time exceed:

one per cent of the Ordinary Share capital of the Company in issue immediately before that day when aggregated with the number of shares issued under the Profit Sharing Scheme in the previous year;

10 per cent of the Ordinary Share capital of the Company in issue immediately before that day when aggregated with the number of shares issued or placed under option to subscribe in the previous 10 years under all employees' share schemes operated by the Company.

8 AMENDMENTS TO SCHEME RULES

The basic structure of the Profit Sharing Scheme, in particular the limit on the number of shares which will be issued under it, cannot be altered to the advantage of participants without the prior approval of the Company in general meeting. Alterations are subject to the prior approval of the Inland Revenue if the Profit Sharing Scheme is to retain its approved status.

9 TERMINATION OF THE PROFIT SHARING SCHEME

The Company in general meeting or the Directors may at any time terminate the Profit Sharing Scheme. If this happens no

further shares will be allocated but the provisions of the Scheme will continue in full force and effect in relation to shares already allocated.

RESOLUTION 12: BRITISH AIRWAYS LONG TERM INCENTIVE PLAN 1996

At the annual general meeting in 1995, the Chairman announced that the British Airways Executive Share Option Scheme 1987 would not be operated after 31 December 1995.

Set out below is a summary of the principal features of the British Airways Long-Term Incentive Plan 1996 ("Incentive Plan"), which is proposed in its place. It is intended to operate the Incentive Plan first in August 1996 and then annually.

1 ELIGIBILITY

All Executive Directors and employees of the Company and any subsidiaries (designated by the Directors) who are not within two years of compulsory retirement are eligible to participate in the Incentive Plan.

2 HOW THE INCENTIVE PLAN WORKS

Awards of shares will be made to selected executives under the Incentive Plan at the discretion of the Remuneration Committee (consisting wholly of non-executive Directors). Awards will vest at the end of a performance period. It is intended that there will be three performance periods in relation to each operation of the Incentive Plan. Each performance period will start on a date determined by the Remuneration Committee which will normally be the date the award is made and will end on the third, fourth and fifth anniversary of that date respectively. The maximum number of shares which can be acquired in respect of any one performance period is one third of the total shares comprised in the award.

On the vesting of an award the executive will be entitled to be granted an option to acquire some or all of the shares comprised in the award depending on the extent to which the performance conditions, set at the time the award was made, have been satisfied.

An option granted in respect of an award is exercisable immediately and will lapse if not exercised within seven years of grant. No consideration is payable for the shares on the exercise of the option granted on the vesting of an award. No shares will be issued under the Incentive Plan: entitlements will be satisfied from shares held in an employee benefit trust.

3 PERFORMANCE CONDITIONS

The performance condition proposed to be set by the Remuneration Committee for the operation of the Incentive Plan will be based on Total Shareholder Return ("TSR"). In addition the Remuneration Committee will consider whether or not the Company's overall financial performance (for example growth in earnings per share) justifies the vesting of an award and the grant of an option. TSR will be measured by reference to the movement in the price of a share and the value of gross dividends paid in respect of the share.

In order for an award to vest in full the TSR in respect of an ordinary share of the Company over the performance period must be such as to place it at or above the 75th percentile when compared with the TSR for each of the companies in the FTSE 100 (the "Comparator Companies") over the same period.

Where the TSR for the Company over the performance period is at or below the 40th percentile when compared with the TSR for the Comparator Companies over the same period no shares will be acquired.

No. 1777777

**THE COMPANIES ACTS 1948 to 1983
AND THE COMPANIES ACT 1985
as amended by the Companies Act 1989**

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed on 16 July 1996)

of

BRITISH AIRWAYS Plc

Incorporated the 13th day of December 1983



**CERTIFICATE OF INCORPORATION
OF A PUBLIC LIMITED COMPANY**

No. 1777777

I hereby certify that

BRITISH AIRWAYS Plc

is this day incorporated under the Companies Acts 1948 to 1981
as a public company and that the Company is limited.

Given under my hand at Cardiff the 13TH DECEMBER 1983

A handwritten signature in cursive script, likely belonging to the Registrar of Companies.

Registrar of Companies

C.173 AR

**THE COMPANIES ACTS 1948 TO 1983
AND THE COMPANIES ACT 1985**

PUBLIC COMPANY LIMITED BY SHARES

**MEMORANDUM OF ASSOCIATION
(amended by Special Resolutions passed on
26 January 1987 and 16 July 1991)**

OF

BRITISH AIRWAYS Plc

1. The Name of the Company is "BRITISH AIRWAYS Plc".
2. The Company is to be a public company.
3. The Registered Office of the Company will be situate in England and Wales.
4. The Objects for which the Company is established are:-
 - (A) To succeed to the undertaking of the British Airways Board (a corporation established by the Civil Aviation Act 1971 and constituted in accordance with the British Airways Board Act 1977), including all property, rights, liabilities and obligations of the Board, both inside and outside the United Kingdom, which are to be vested in the Company by virtue of section 3 of the Civil Aviation Act 1980.
 - (B) To carry on business as an airline and air transport undertaking and to provide air transport services and carry out all other forms of aerial work, whether on charter terms or otherwise, and to carry on any other trade or business or do anything which is calculated to facilitate or is auxiliary to or associated with such business including to carry on any business now or formerly carried on by the British Airways Board and its subsidiary and associated companies.
 - (C) To buy, sell, manufacture, repair, alter, improve, manipulate, prepare for market, let and take on hire, and generally deal in all kinds of aircraft, plant, machinery, apparatus, tools, utensils, materials, produce, substances, articles and things.

- (D) To carry on any business involving the ownership or possession of land or other immovable property and to build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, shops, factories, offices, works, machinery, engines and to clear sites for the same or to join with any person, firm or company in doing any of the things aforesaid and to work, manage and control the same or join with others in so doing.
- (E) To provide for any person technical advice or assistance, including research services, as respects any matter in which the British Airways Board had or the Company has skill or experience.
- (F) To maintain, unless and until terminated in accordance with its provisions, any scheme for the payment of pensions, allowances or gratuities which has been established by virtue of any enactment for the benefit of members, or employees, of the British Overseas Airways Corporation, the British European Airways Corporation or the British Airways Board, or for the benefit of other persons entitled to benefit under such a scheme who are connected with the Corporations or the Board, and which is in force when the Company succeeds to the property, rights, liabilities and obligations of the Board.
- (G) To act as an investment holding company and to co-ordinate the business of any companies in which the Company is for the time being interested, and to acquire (whether by original subscription, tender, purchase, exchange or otherwise) and whole of, or any part of the stock, shares, debentures, debenture stocks, bonds or other securities issued or guaranteed by any body corporate, constituted or carrying on business in any part of the world or by any Government, sovereign ruler, commissioner, public body or municipal or local authority and to hold the same as investments and to sell, exchange, carry and dispose of the same.
- (H) To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed.
- (I) To acquire, undertake and carry on the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on or possess, or which may seem to the Company capable of being conveniently carried on or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights, or any property suitable for the purposes of the Company.
- (J) To enter into any arrangements with any Government or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such

Government or authority any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

- (K) To apply for, or join in applying for purchase or by other means acquire and protect, prolong and renew whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, registered designs, protections and concessions, which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting and testing and making researches, and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (L) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession, or otherwise with any company, or with any employees of the Company, including in such case if thought fit the conferring of a participation in the management or its directorate, or with any company carrying on or engaged in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company. And to lend money to, guarantee the contracts of, or otherwise assist any such company, and to take or otherwise acquire shares or securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
- (M) To subsidise and assist any persons or companies and to act as agents for the collection, receipt or payment of money and generally to act as advisers, consultants, brokers and agents for and render services to customers and others.
- (N) To enter into any guarantee, contract of indemnity or suretyship and in particular either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee, and to guarantee or secure by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital or by both such methods or by any other means whatsoever the performance of the obligations and the payment of any monies (including but not limited to capital or principal, premiums, dividends or interest, commissions, charges, discount and any costs or expenses relating thereto whether on any stocks, shares or securities or in any other manner whatsoever) by any company, firm or person including but not limited to any company which is for the time being the Company's holding company as defined by Sections 736 and 736A of the Companies Act 1985 as amended by the Companies Act 1989, or a subsidiary of the Company or of the Company's holding company as so defined or any company, firm or

person who is for the time being a member or otherwise has any interest in the Company or is associated with the Company in any business or venture or any other person, firm or company whatsoever.

- (O) To promote any company for the purpose of acquiring all or any of the property and liabilities of that company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (P) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation and registration of the Company.
- (Q) To issue and allot shares or securities of the Company credited as paid up in full or in part or otherwise for cash or for any real or personal property purchased or otherwise acquired or any services rendered to the Company or for any other purpose.
- (R) Generally to purchase, take on lease or exchange, hire, take options over or otherwise acquire for any estate or interest any real or personal property and any rights or privileges for the purpose of its business.
- (S) To receive money on deposit.
- (T) To invest the monies of the Company in any investments and to hold, sell or otherwise deal with such investments and to carry on the business of a property or investment company.
- (U) To lend money with or without security and grant or provide credit and financial accommodation to any other person or company and to carry on the business of a banking, insurance or finance company.
- (V) To borrow, raise or secure the payment of money in any manner, and in particular by the issue of debentures or debenture stock, perpetual or otherwise charged upon all or any of the Company's undertaking property and assets (both present and future), including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (W) To remunerate any company for services rendered or to be rendered, in placing, or assisting to place, or guaranteeing the placing or procuring the underwriting of any of the shares or debentures, or other securities of the Company or of any company in which the Company may be interested or proposes to be interested, or in or about the formation of the Company or the conduct of the business of the Company.
- (X) To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other obligations of any other company having objects altogether or in part similar to those of the Company.

- (Y) To draw, make, accept, endorse, discount, execute, issue and deal in bills of exchange, promissory notes, bills of lading, warrants, debentures and other instruments whether negotiable or not.
- (Z) To sell, lease, exchange, let on hire, or grant licences, easements, options, servitudes and other rights over and in any other manner dispose of any real or personal property or the undertaking of the Company, or any part or parts thereof, for any consideration and, in particular, for shares whether fully or partly paid up, debentures or securities of any other company, whether or not having objects altogether, or in part, similar to those of the Company, and to hold and retain any shares, debentures or securities so acquired, and to improve, manage, develop, sell, exchange, lease, mortgage, dispose of or turn to account or otherwise deal with all or any part of the property or rights of the Company.
- (AA) To adopt such means of making known the business, services and products of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by the promotion of cultural, sporting or recreational events, by purchase and exhibition or works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
- (BB) To pay, or make payments for the provision of, pensions, allowances or gratuities, or establish and maintain schemes (whether contributory or not) for such payment for the benefit of any person who is or has been a Director or employee of the Company or any subsidiary, allied or associated company or who has been a member or employee of the British Overseas Airways Corporation, or the British Airways Board or who is the wife, child or other relative or dependant of such a person.
- (CC) To support or subscribe to any charitable or public object and any association, institution, society or club which may be for the benefit of the Company or its Directors, officers or employees, or the directors, officers and employees of its predecessors in business, or of any company which is or was a subsidiary, allied or associated company of the Company, or may be connected with any town or place where the Company carries on business; to give charitable aid to any persons (including any Directors) who may have served the Company or its predecessors in business, or any subsidiary, allied or associated company as aforesaid or to the wives, children or other relatives or dependants of such persons or any persons for whom the British Airways Board was empowered to pay pensions, allowances or gratuities; to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any Directors or officers of or persons employed by the Company, or of or by its predecessors in business, or of or by any subsidiary, allied or associated company as aforesaid; to subsidise or assist any association of employers or employees, or any trade association and to subscribe,

guarantee or pay money for any purpose likely, directly or indirectly to further the interests of the Company or for any national, charitable, benevolent, educational, social, public or general or useful object.

- (DD) To establish and maintain, and to contribute to, any scheme for encouraging or facilitating the holding of shares or debentures in the Company by or for the benefit of its employees or former employees, or those of any of its subsidiaries, or by or for the benefit of such other persons as may for the time being be permitted by law, or any scheme for sharing profits with its employees or those of any of its subsidiaries and (so far as for the time being permitted by law) to lend money to employees of the Company or of any subsidiary of the Company or of any company which otherwise is allied to or associated with the Company with a view to enabling them to acquire shares in the Company.
- (EE) To obtain any Provisional Order or Act of Parliament for enabling the Company to carry any of its objects into effect or for effecting any modifications of the Company's constitution or for any other purposes which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (FF) To establish, grant and take up agencies in any part of the world, and to do all such other things as the Company may deem conducive to the carrying on of the Company's business, either as principals or agents, and to remunerate any persons in connection with the establishment or granting of such agencies upon such terms and conditions as the Company may think fit.
- (GG) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others and to procure the Company to be registered or recognised in any foreign country or place.
- (HH) To cease carrying on or wind up any business or activity of the Company and to cancel any registration of land to wind up or procure the dissolution of any company in any state or territory.
- (II) To distribute any of the property of the Company in specie among its creditors or members.
- (JJ) To amalgamate with any other company having objects altogether or in part similar to those of the Company.
- (KK) To carry on any other business or activity and do anything of any nature which in the opinion of the Directors of the Company is or may be capable of being conveniently carried on or done in connection with the

above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking, property or assets or otherwise to advance the interests of the Company or of its members.

- (LL) To do all such other things as in the opinion of the Directors of the Company are or may be incidental or conducive to the attainment of the above objects or any of them.
- (MM) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time Directors, officers or employees of the Company, or of any other company which is its holding company or in which the Company or such holding company or any of the predecessors of the Company or of such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund and to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability; for the purposes of this Clause "holding company" and "subsidiary undertaking" shall have the same meanings as in the Companies Act 1985 as amended by the Companies Act 1989.

And it is hereby declared that the word "company" in this Clause shall be deemed to include any person or partnership or other body of persons whether domiciled in the United Kingdom or elsewhere, and words denoting the singular number only shall include the plural number and vice versa, and so that the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be regarded as independent objects, and in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

- 5. The liability of the Members is limited.
- 6. The Share Capital of the Company is £327,000,000 divided into 1,308,000,000 Shares of 25p each.*

* The Company was incorporated on 13th December, 1983 with a Share Capital of £50,000 divided into 50,000 Shares of £1 each.

By an Ordinary Resolution passed on 23rd March, 1984 the Authorised Share Capital was increased from £50,000 to £180,050,000 divided into 180,050,000 Shares of £1 each.

By an Ordinary Resolution passed on 4th November, 1986 the 180,050,000 Ordinary Shares of £1 each were divided into 720,200,000 Ordinary Shares of 25p each.

By an Ordinary Resolution passed on 26th January, 1987 the Authorised Share Capital was increased (conditionally on the whole of the issued share capital being admitted to the Official List by The Stock Exchange not later than 27th February, 1987) from £180,050,000 to £240,000,000 by the creation of 239,800,000 Ordinary Shares of 25p each.

By an Ordinary Resolution passed on 14th August, 1987 the Authorised Share Capital was increased from £240,000,000 to £267,000,000 by the creation of 108,000,000 new Ordinary Shares of 25p each.

By an Ordinary Resolution passed on 13th July 1993, the Authorised Share Capital was increased from £267,000,000 to £327,000,000 by the creation of 240,000,000 Ordinary Shares of 25p each.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES & DESCRIPTIONS OF SUBSCRIBERS	Number of shares taken by each Subscriber
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LAURENCE OATES,
Wavendon,
Wych Hill Lane,
Woking,
Surrey.

Civil Servant

One

ROGER ERIC CLARKE,
64 Scotts Lane,
Shortlands,
Bromley ,
Kent. BR2 0LX

Civil Servant

One

DATED the 6th day of December, 1983.

WITNESS to all the above Signatures:-

PETER GEORGE HANDLEY,
44 Eighth Avenue,
Sundon Park,
Luton,
Bedfordshire,
LV3 3DW

Civil Servant

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THE COMPANIES ACTS 1985 TO 1989
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
(incorporating amendments to 16 July 1996)

OF
BRITISH AIRWAYS Plc

PRELIMINARY

1. The regulations in Table A in The Companies (Tables A to F) Regulations 1985 and in any Table A applicable to the Company under any former enactment relating to companies shall not apply to the Company.
2. In these Articles (if not inconsistent with the subject or context) the words and expressions set out in the first column below shall bear the meanings set opposite to them respectively:-

The Act	The Companies Act 1985
The Statutes	The Act, the Regulations and every other statute for the time being in force concerning companies and affecting the Company
These Articles	These Articles of Association as from time to time altered
Office	The registered office of the Company for the time being
Transfer Office	The place where the Register of Members is situate for the time being
Seal	The common seal of the Company
Securities Seal	An official seal kept by the Company by virtue of Section 40 of the Act

The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
Year	Calendar year
In writing	Written or produced by a non-transitory substitute for writing or partly one and partly another
Paid	Paid or credited as paid
The Regulations	The Uncertificated Securities Regulations 1995 (SI 1995 No. 95/3272)

The expressions "debenture" and "debenture holder" shall respectively include "debenture stock" and "debenture stockholder".

The expression "Employees' Share Scheme" bears the meaning ascribed thereto by Section 743 of the Act.

The expression "Secretary" shall include any person appointed by the Directors to perform any of the duties of the Secretary including a joint, assistant or deputy Secretary.

The expression "Stock Exchange Nominee" bears the meaning ascribed thereto by Section 185 of the Act.

All such of the provisions of these Articles as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" shall be construed accordingly.

Words denoting the singular shall include the plural and vice versa. Words denoting the masculine shall include the feminine. Words denoting persons shall include corporations.

References to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force.

Subject as aforesaid any words or expressions defined in or for the purposes of the Act or the Regulations shall (if not inconsistent with the subject or context) bear the same meanings in these Articles.

A Special or Extraordinary Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of these Articles or the Statutes and where for any purpose an Extraordinary Resolution is so required a Special Resolution shall be effective.

Except for the purposes of Articles 36 and 44, a person shall be deemed to have an "Interest" in relation to shares, if such person has an interest which would be taken into account in determining for the purposes of Part VI of the Act whether a person has a notifiable interest (including any interest which he would be taken as having for those purposes) or any interest referred to in Section 209(1)(a), (b), (e) and (j) of the Act (except that of a bare or custodian trustee under the laws of England or a simple trustee under the laws of Scotland), and "interested" shall be construed accordingly.

SHARE CAPITAL

3. The share capital of the Company at the date of the amendment of these Articles is £327,000,000 divided into 1,308,000,000 Ordinary Shares of 25p each.

VARIATION OF RIGHTS

4. Whenever the share capital of the Company is divided into different classes of shares, the special rights attached to any class may, subject to the provisions of the Statutes, be varied or abrogated either with the consent in writing of the holders of three-quarters in nominal value of the issued shares of the class or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the shares of the class (but not otherwise) and may be so varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding-up. To every such separate General Meeting all the provisions of these Articles relating to General Meetings of the Company and to the proceedings thereat shall mutatis mutandis apply, except that the necessary quorum shall be two persons at least holding or representing by proxy at least one-third in nominal value of the issued shares of the class (but that at any adjourned meeting any holder of shares of the class present in person or by proxy shall be a quorum) and that any holder of shares of the class present in person or by proxy may demand a poll and that every such holder shall on a poll have one vote for every share of the class held by him. The foregoing provisions of this Article shall apply to the variation or abrogation of the special rights attached to some only of the shares of any class as if each group of shares of the class differently treated formed a separate class the special rights whereof are to be varied.
5. The special rights attached to any class of shares having preferential rights shall not unless otherwise expressly provided by the terms of issue thereof be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or all respects pari passu therewith but in no respect in priority thereto.

ALTERATION OF SHARE CAPITAL

6. The Company may from time to time by Ordinary Resolution increase its capital by such sum to be divided into shares of such amounts as the resolution shall prescribe. All new shares shall be subject to the provisions of the Statutes and of these Articles with reference to allotment, payment of calls, lien, transfer, transmission, forfeiture and otherwise.
7. (A) The Company may by Ordinary Resolution:-
 - (i) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (ii) cancel any shares which, at the date of the passing of the resolution, have not been taken, or agreed to be taken, by any person and diminish the amount of its capital by the amount of the shares so cancelled;
 - (iii) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association (subject, nevertheless, to the provisions of the Statutes), and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may, as compared with the others, have any such preferred, deferred or other special rights, or be subject to any such restrictions, as the Company has power to attach to unissued or new shares.
- (B) Whenever as a result of a consolidation of shares any members would become entitled to fractions of a share, the Directors may deal with the fractions as they think fit and in particular may sell the shares representing the fractions to any person (including, subject to the provisions of the Statutes, the Company) and distribute the net proceeds of sale in due proportion among those members and the Directors may authorise some person to transfer or deliver the shares to, or in accordance with the directions of, the purchaser. The person to whom any shares are transferred or delivered shall not be bound to see to the application of the purchase monies nor shall his title to the shares be affected by any irregularity in, or invalidity of, the proceedings relating to the sale.
8. Subject to the provisions of the Statutes, the Company may purchase any of its own shares (including any redeemable shares). Every contract for the purchase by the Company of, or under which it may become entitled or obliged to purchase, its own shares shall, in addition

to such authorisation as may be required by the Statutes, be sanctioned by a separate General Meeting of the holders of each class of shares in issue convertible into equity share capital of the Company. Neither the Company nor the Directors shall be required to select the shares to be purchased rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares. Notwithstanding anything to the contrary contained in these Articles, the special rights attached to any class of shares shall be deemed not to be varied by anything done by the Company pursuant to this Article.

9. The Company may reduce its share capital or any capital redemption reserve, share premium account or other undistributable reserve in any manner and with and subject to any incident authorised and consent required by law.

SHARES

10. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares for the time being issued, any share in the Company may be issued with such preferred, deferred or other special rights, or subject to such restrictions, whether as regards dividend, return of capital, voting or otherwise, as the Company may from time to time by Ordinary Resolution determine (or, in the absence of any such determination, as the Directors may determine) and subject to the provisions of the Statutes the Company may issue any shares which are, or at the option of the Company or the holder are liable, to be redeemed.
11. (A) Subject to the provisions of the Statutes relating to authority, pre-emption rights and otherwise and of any resolution of the Company in General Meeting passed pursuant thereto, all unissued shares shall be at the disposal of the Directors and they may allot (with or without conferring a right of renunciation), grant options over or otherwise dispose of them to such persons, at such times and on such terms as they think proper.

(B) (i) Pursuant to and in accordance with Section 80 of the Act the Directors shall be generally authorised to exercise for each prescribed period all the powers of the Company to allot and to make offers or agreements to allot relevant securities up to an aggregate nominal amount equal to the prescribed amount; provided that the aggregate nominal amount of the equity securities allotted wholly for cash during such period otherwise than in connection with a rights issue shall not exceed the Section 89 amount.

- (ii) Pursuant to and within the terms of the said authority the Directors shall be empowered during each prescribed period to allot or make offers or agreements to allot equity securities as if Section 89(l) of the Act did not apply to any such allotment.
- (iii) The said authority and the said power shall allow and enable the Directors to make offers or agreements which would or might require the making of allotments after the expiry thereof.
- (iv) For the purposes of this Article:-
 - (a) "rights issue" means an offer of equity securities open for acceptance for a period fixed by the Directors to holders of Ordinary Shares on the Register of Members on a fixed record date in proportion to their then holdings of such shares and other persons so entitled by virtue of the rights attaching to any other securities held by them (but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to the fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or stock exchange in, any territory);
 - (b) the nominal amount of any equity securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the maximum nominal amount of such shares which may fall to be allotted pursuant to such rights;
 - (c) "the Section 89 amount" shall for the period ending on the date of the Annual General Meeting be that stated in the relevant Special Resolution of the previous Annual General Meeting whether passed before or after the adoption of these Articles;
 - (d) "prescribed period" means the period (not exceeding fifteen months on any occasion) for which the authority and power conferred by sub-paragraphs (i) and (ii) above (or their predecessor provisions) are conferred, renewed or extended by a Special Resolution of the

Company stating the prescribed amount for such period; and

- (e) "the prescribed amount" shall be that stated in the relevant Special Resolution.

12. The Company may exercise the powers of paying commissions conferred by the Statutes to the full extent thereby permitted. The Company may also on any issue of shares pay such brokerage as may be lawful.
13. The Directors may at any time after the allotment of any share but before any person has been entered in the Register of Members as the holder recognise a renunciation thereof by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation upon and subject to such terms and conditions as the Directors may think fit to impose.
14. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or compelled in any way to recognise any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these Articles or by law otherwise provided) any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder.

SHARE CERTIFICATES

15. Every share certificate shall be issued under the Seal (or under a Securities Seal or, in the case of shares on a branch register, an official seal for use in the relevant territory) or such other form of authentication as the Directors may determine, and shall specify the number and class of shares to which it relates and the amount paid up thereon. No certificate shall be issued representing shares of more than one class. No certificate shall normally be issued in respect of shares held by a Stock Exchange Nominee.
16. In the case of a share held jointly by several persons in certificated form the Company shall not be bound to issue more than one certificate therefor and delivery of a certificate to one of the joint holders shall be sufficient delivery to all.
17. Any person (subject as aforesaid) whose name is entered in the Register of Members in respect of any shares held in certificated form of any one class upon the issue or transfer thereof shall be entitled without payment to a certificate therefor (in the case of issue) within one month (or such longer period as the terms of issue shall provide) after allotment or (in the case of a transfer of fully-paid shares) within

fourteen days after lodgment of a transfer or (in the case of a transfer of partly-paid shares) within two months after lodgment of a transfer.

18. Where some only of the shares comprised in a share certificate are transferred the old certificate shall be cancelled and, to the extent that the balance is to be held in certificated form, a new certificate for the balance of such shares issued in lieu without charge.
19.
 - (A) Any two or more certificates representing shares of any one class held by any member may at his request be cancelled and a single new certificate for such shares issued in lieu without charge.
 - (B) If any member shall surrender for cancellation a share certificate representing shares held by him and request the Company to issue in lieu two or more share certificates representing such shares in such proportions as he may specify, the Directors may, if and on such terms as they think fit, comply with such request.
 - (C) If a share certificate shall be damaged or defaced or alleged to have been lost, stolen or destroyed, a new certificate representing the same shares may be issued to the holder upon request subject to delivery up of the old certificate or (if alleged to have been lost, stolen or destroyed) compliance with such conditions as to evidence and indemnity and the payment of any exceptional out-of-pocket expenses of the Company in connection with the request as the Directors may think fit.
 - (D) In the case of shares held jointly by several persons any such request may be made by any one of the joint holders.

CALLS ON SHARES

20. The Directors may from time to time make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or, when permitted, by way of premium) but subject always to the terms of issue of such shares. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be made payable by instalments.
21. Each member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof. A call may be revoked or postponed as the Directors may determine.

22. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate (not exceeding 15 per cent. per annum) as the Directors determine but the Directors shall be at liberty in any case or cases to waive payment of such interest wholly or in part.
23. Any sum (whether on account of the nominal value of the share or by way of premium) which by the terms of issue of a share becomes payable upon allotment or at any fixed date shall for all the purposes of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable. In case of non-payment all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
24. The Directors may on the issue of shares differentiate between the holders as to the amount of calls to be paid and the times of payment.
25. The Directors may if they think fit receive from any member willing to advance the same all or any part of the monies (whether on account of the nominal value of the shares or by way of premium) uncalled and unpaid upon the shares held by him and such payment in advance of calls shall extinguish pro tanto the liability upon the shares in respect of which it is made and (until and to the extent that the same would but for such advance become payable) the Company may pay interest upon the money so received at such rate (not exceeding 15 per cent. per annum) as the member paying such sum and the Directors may agree.

FORFEITURE AND LIEN

26. If a member fails to pay in full any call or instalment of a call on the due date for payment thereof, the Directors may at any time thereafter serve a notice on him requiring payment of so much of the call or instalment as is unpaid together with any interest which may have accrued thereon and any expenses incurred by the Company by reason of such non-payment.
27. The notice shall name a further day (not being less than seven days from the date of service of the notice) on or before which and the place where the payment required by the notice is to be made, and shall state that in the event of non-payment in accordance therewith the shares on which the call has been made will be liable to be forfeited.
28. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest and expenses due in respect thereof has been made, be forfeited by a

resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited share and not actually paid before forfeiture. The Directors may accept a surrender of any share liable to be forfeited hereunder.

29. A share so forfeited or surrendered shall become the property of the Company and may be sold, re-allotted or otherwise disposed of either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto or to any other person upon such terms and in such manner as the Directors shall think fit and at any time before a sale, re-allotment or disposition the forfeiture or surrender may be cancelled on such terms as the Directors think fit. The Directors may, if necessary, authorise some person to transfer a forfeited or surrendered share to any such other person as aforesaid.
30. A member whose shares have been forfeited or surrendered shall cease to be a member in respect of the shares but shall notwithstanding the forfeiture or surrender remain liable to pay to the Company all monies which at the date of forfeiture or surrender were then payable by him to the Company in respect of the shares with interest thereon at 15 per cent. per annum (or such lower rate as the Directors may determine) from the date of forfeiture or surrender until payment and the Directors may at their absolute discretion enforce payment without any allowance for the value of the shares at the time of forfeiture or surrender or waive payment in whole or in part.
31. The Company shall have a first and paramount lien on every share (not being a fully-paid share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of such share and, subject to the Statutes, the Company shall also have a first and paramount lien on every share (not being a fully-paid share) standing registered in the name of a single member for all the debts and liabilities of such member or his estate to the Company whether the same shall have been incurred before or after notice to the Company of any equitable or other interest of any person other than such member and whether the period for the payment or discharge of the same shall have actually arrived or not and notwithstanding that the same are joint debts or liabilities of such member or his estate and any other person, whether a member of the Company or not. The Directors may waive any lien which has arisen and may resolve that any share shall for some limited period be exempt wholly or partially from the provisions of this Article.
32. The Company may sell in such manner as the Directors think fit any share on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is then payable nor until the expiration of fourteen days after a notice in writing stating and demanding payment of the sum presently payable and giving notice of intention to sell in default shall have been given to the holder for the

time being of the share or the person entitled thereto by reason of his death or bankruptcy.

33. For the purpose of a sale under Article 32 of a share held in certificated form, the Directors may appoint any person to execute as transferor an instrument of transfer in favour of the transferee and may enter the name of the transferee in respect of the transferred share in the Register of Members notwithstanding the absence of any share certificate and such instrument of transfer shall be as effective as if it had been executed by the holder. The net proceeds of such sale shall be received by the Company, shall be converted into sterling (if necessary) and shall be held on trust for and paid (together with interest at such rate as the Directors deem appropriate) to the former holder (or, in the case of joint holders, the first-named joint holder thereof in the Register of Members) upon surrender by him or on his behalf of any certificate in respect of the share sold and formerly held by him. When a share has been sold as aforesaid the Directors shall notify the former holder of the share and inform him that the net proceeds of sale of the share will be paid to him upon surrender by him or on his behalf of any certificate in respect of the share.
34. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share has been duly forfeited or surrendered or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. Such declaration and the receipt of the Company for the consideration (if any) given for the share on the sale, re-allotment or disposal thereof together, if the share is held in certificated form, with the share certificate delivered to a purchaser or allottee thereof shall (subject to the execution of a transfer if the same be required) constitute a good title to the share and the person to whom the share is sold, re-allotted or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by an irregularity or invalidity in the proceedings relating to the forfeiture, surrender, sale, re-allotment or disposal of the share.

TRANSFER OF SHARES

35. (A) All transfers of shares which are held in certificated form may be effected by transfer in writing in any usual or common form or in any other form acceptable to the Directors and may be under hand only. The instrument of transfer shall be signed by or on behalf of the transferor and (except in the case of fully-paid shares) by or on behalf of the transferee. The transferor shall remain the holder of the shares concerned until the name of the transferee is entered in the Register of Members in respect thereof.

(B) All transfers of shares which are held in uncertificated form may be effected by means of a relevant system (as defined in the Regulations).

36. (A) The Directors shall not register any person as a holder of any share in the Company (other than an allottee under an issue of shares by way of capitalisation of profits or reserves made pursuant to these Articles or a Stock Exchange Nominee or a Depositary (as defined in Article 44)) unless:-

- (a) in the case of shares held in certificated form, such person has furnished to the Directors a declaration (in such form as the Directors may from time to time prescribe) signed by him or on his behalf (or, in the case of a corporation, sealed by the corporation or signed on its behalf by an attorney or duly authorised officer of the corporation), together with such evidence as the Directors may require of the authority of any signatory on behalf of such person, stating (i) the name and nationality of any person who has an Interest in any such share and (if such declaration or the Directors so require) the nature and extent of the Interest of each such person or (ii) such other information as the Directors may from time to time determine;
- (b) in the case of shares held in uncertificated form, the Directors receive information relating to nationality through a relevant system (as defined in the Regulations).

The Directors shall in any case where they may consider it appropriate require such person or the Operator to provide such evidence or give such information as to the matters referred to in the declaration as they think fit. The Directors shall decline to register any person as a holder of a share held in certificated form if such further evidence or information is not provided or given. The Directors shall, so long as they act reasonably and in good faith, be under no liability to the Company or to any other person if they register any person as the holder of a share on the basis of a declaration or other evidence or information provided pursuant to this Article 36(A) which declaration, evidence or information appears on its face to be correct. Nothing in this Article 36(A) shall in any way restrict the exercise by the Directors of their powers pursuant to Article 44(H).

(B) For the purpose of this Article 36 the expression "Interest" shall have the meaning set out in Article 44(B).

37. The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine and either generally or in respect of any class of shares except that, in respect of any shares which are participating securities, the Register of

Members shall not be closed without the consent of the Operator. The Register of Members shall not be closed for more than thirty days in any year.

38. The Directors may, in the case of shares held in certificated form, in their absolute discretion and without assigning any reason therefor refuse to register a transfer of shares (not being fully paid shares) provided that, where any such shares are admitted to the Official List of the London Stock Exchange, such discretion may not be exercised in such a way as to prevent dealings in the shares of that class from taking place on an open and proper basis. The Directors may also refuse to register a transfer of shares (whether fully paid or not) in favour of more than four persons jointly. If the Directors refuse to register a transfer they shall within two months after the date on which:-
- (i) the instrument of transfer was lodged with the Company (in the case of shares held in certificated form); or
 - (ii) the Operator-instruction requiring the Company to register a transfer of title to shares held in uncertificated form was received by the Company (in the case of shares held in uncertificated form),

send to the transferee notice of the refusal, except where such refusal is made pursuant to Article 44(H) when such notice shall be sent within fourteen days after the date on which the transfer was lodged with the Company (in the case of shares held in certificated form).

39. The Directors may decline to recognise any instrument of transfer relating to shares held in certificated form unless the instrument of transfer is in respect of only one class of share and is lodged at the Transfer Office accompanied by the relevant share certificate(s) and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do). In the case of a transfer of shares held in certificated form by a Stock Exchange Nominee the lodgment of share certificates will only be necessary if and to the extent that certificates have been issued in respect of the shares in question.
40. All instruments of transfer which are registered may be retained by the Company.
41. No fee will be charged by the Company in respect of the registration of any transfer or probate or letters of administration or certificate of marriage or death or stop notice or power of attorney or other document relating to or affecting the title to any shares or otherwise for making any entry in the Register of Members affecting the title to any shares.

42. The Company shall be entitled to destroy all instruments of transfer and the declarations and other evidence or information relating thereto furnished or provided pursuant to Article 36 which have been registered at any time after the expiration of three years from the date of registration thereof (but shall retain thereafter a non-documentary record thereof) and all dividend mandates and notifications of change of address at any time after the expiration of two years from the date of recording thereof and all share certificates which have been cancelled at any time after the expiration of one year from the date of the cancellation thereof and it shall conclusively be presumed in favour of the Company that every entry in the Register of Members purporting to have been made on the basis of an instrument of transfer or other document so destroyed was duly and properly made and every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and every share certificate so destroyed was a valid and effective certificate duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company; Provided always that:-

- (i) the provisions aforesaid shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant;
- (ii) nothing herein contained shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any other circumstances which would not attach to the Company in the absence of this Article; and
- (iii) references herein to the destruction of any document include references to the disposal thereof in any manner.

DISCLOSURE OF INTERESTS

43. (A) The Directors may by notice in writing (in this Article called "a Disclosure Notice") require any member or other person appearing to be interested or appearing to have been interested in the shares of the Company to disclose to the Company in writing such information as the Directors shall require relating to the ownership of or Interests in the shares in question as lies within the knowledge of such member or other person (supported if the Directors so require by a statutory declaration and/or by independent evidence) including (without prejudice to the generality of the foregoing):-

- (i) any information which the Company is entitled to seek pursuant to Section 212 of the Act; and
 - (ii) any information which the Directors shall deem necessary or desirable in order to determine whether any shares are Relevant Shares (as defined in Article 44(B)) or are capable of being Affected Shares (as so defined) or whether it is necessary to take steps in order to protect an Operating Right (as so defined) of the Company or any subsidiary of the Company or otherwise in relation to the application or potential application of Article 44.
- (B) The Directors may give a Disclosure Notice pursuant to paragraph (A) of this Article at any time and the Directors may give one or more than one such notice to the same Member or other person in respect of the same shares.
- (C) Where the member on which a Disclosure Notice is served is a Depositary (as defined in Article 44(B)) acting in its capacity as such, the obligations of the Depositary, as a member pursuant to Article 43(A), shall be limited to disclosing to the Company in accordance with Article 43(A) such information relating to the ownership of or Interests in the shares in question as has been recorded by it pursuant to the terms entered into between the Depositary and the Company provided that nothing in this Article 43(C) shall in any other way restrict the powers of the Directors under Article 43.
- (D) The provisions of Article 44(K) shall apply, mutatis mutandis, to the service of notices pursuant to this Article.
- (E) If any member, or any other person appearing to be interested in shares held by such member, has been duly served with a Disclosure Notice under this Article and is in default for the prescribed period in supplying to the Company the information thereby required, then the Directors may in their absolute discretion at any time thereafter by notice (a "direction notice") to such member direct that in respect of the shares in relation to which the default occurred (the "default shares") the member shall not be entitled to vote either personally or by proxy at a General Meeting of the Company or to exercise any other right conferred by membership in relation to General Meetings of the Company or meetings of the holders of any class of shares of the Company.
- (F) Where the default shares represent at least 0.25 per cent. of the issued shares of that class then the direction notice may additionally direct:-

- (i) that any dividend or other money which would otherwise be payable in respect of each of the default shares shall (in whole or any part thereof) be retained by the Company without any liability to pay interest thereon when such money is finally paid to the member; and/or
 - (ii) that no transfer of any of the default shares held by such member in certificated form shall be registered unless:-
 - (a) the member is not himself in default as regards supplying the information required; and
 - (b) the transfer is of part only of the member's holding and when presented for registration is accompanied by a certificate by the member in a form satisfactory to the Directors to the effect that after due and careful enquiry the member is satisfied that none of the shares the subject of the transfer is a default share.
- (G) The Company shall send to each other person appearing to be interested in the shares the subject of any direction notice a copy of the notice, but the failure or omission by the Company to do so shall not invalidate such notice.
- (H) Any direction notice shall have effect in accordance with its terms for so long as the default in respect of which the direction notice was issued continues but shall cease to have effect thereafter upon the Directors so determining (such determination to be made within a period of one week of the default being duly remedied with written notice thereof being given forthwith to the member). Any direction notice shall cease to have effect in relation to any default shares which are transferred by such member by means of an approved transfer.
- (I) For the purpose of this Article:-
 - (i) a person shall be treated as appearing to be interested in any shares if the member holding such shares has given to the Company a notification under Section 212 of the Act which either (a) names such person as being so interested or (b) fails to establish the identities of those interested in the shares and (after taking into account the said notification and/or any other relevant notification pursuant to Section 212 of the Act) the Company knows or has reasonable cause to believe that the person in question is or may be interested in the shares:

- (ii) the prescribed period is 28 days from the date of service of the notice except that if the default shares represent at least 0.25 per cent. of the issued share of that class, the prescribed period is 14 days from such date; and
- (iii) a transfer of shares is an approved transfer if but only if:-
 - (a) it is a transfer of shares to an offeror by way or in pursuance of acceptance of a takeover for a company (as defined in Section 428 of the Act);
or
 - (b) the Directors are satisfied that the transfer is made pursuant to a sale of the whole of the beneficial ownership of the shares to a party unconnected with the member or with other persons appearing to be interested in such shares;
or
 - (c) the transfer results from a sale made through a recognised investment exchange as defined in the Financial Services Act 1986 or any other stock exchange outside the United Kingdom on which the Company's shares are normally traded.
- (J) Nothing contained in this Article shall limit the power of the Directors under Section 216 of the Act.

LIMITATIONS ON SHARE OWNERSHIP

44. (A) The purpose of this Article is to ensure that so long as and to the extent that the holding or enjoyment by the Company or any subsidiary of the Company of any Operating Right is conditional on the Company being to any degree owned or controlled by United Kingdom nationals, the Company is so owned and controlled.

- (B) In this Article:-

"Affected Share" means any share which shall be treated as such pursuant to sub-paragraph (ii) of paragraph (D) of this Article;
"Affected Share Disposal" means a disposal or disposals of or of interests in an Affected Share such that the Share ceases to be an Affected Share;

"Affected Share Notice" means a notice in writing served in accordance with the provisions of paragraph (E) of this Article;

"British Citizen" has the meaning ascribed thereto in the British Nationality Act 1981;

"Depository" means a custodian or other person approved by the Directors appointed under contractual arrangements with the Company (or a nominee for such custodian or other person) whereby such custodian or other person holds or is interested in Shares and which issues securities evidencing the right to receive such Shares;

"Depository Receipts" means receipts or similar documents of title issued by or on behalf of a Depository;

"Depository Shares" means the Shares held by a Depository or in which such Depository is interested in its capacity as a Depository;

"Exempted Share" means any Share which is at the material time held by (or, in the case of (i), (ii), (iii) or (iv) below, by a nominee or custodian trustee for):-

- (i) a trustee (acting in its capacity as such) of any Employees' Share Scheme established by the Company or any other scheme or arrangement principally for the benefit of employees of the Company and/or its subsidiaries which has been approved by the Company in General Meeting;
- (ii) a trustee (acting in its capacity as such) of any superannuation fund or retirement benefits scheme which has been approved by the Board of Inland Revenue and established wholly or mainly for United Kingdom employees of the Company or of any other business or undertaking carried on (wholly or mainly) in the United Kingdom otherwise than by a Relevant Person;
- (iii) any charity which is registered under the provisions of the Charities Act 1960; and
- (iv) any exempt charity within the meaning of that Act;

"Intervening Act" means the refusal, withholding, suspension or revocation of any Operating Right applied for, granted to or enjoyed by the Company or any subsidiary of the Company, or the imposition of any conditions or limitations upon any such Operating Right which materially inhibit the exercise thereof, in either case by any state, authority or person in reliance upon any provision or by reason of any matter or circumstance relating to

the nationality of persons owning or controlling (however described) the Company;

"Operating Right" means all or any part of any authority, permission, licence or privilege whether granted or enjoyed pursuant to an Air Services Agreement or otherwise, which enables an air service to be operated;

"Permitted Maximum" means, if at any time the Directors have specified a maximum under sub-paragraph (ii)(c) of paragraph (D) of this Article, that aggregate number of Shares which they have so specified as the maximum aggregate permitted number of Relevant Shares;

"Relevant Person" means:-

- (i) any individual who is not a British Citizen;
- (ii) any body corporate other than a body corporate which is incorporated under the laws of any part of, and which has its principal place of business and central management and control in, the United Kingdom;
- (iii) a government or governmental department, agency or body, otherwise than of the United Kingdom or any part thereof;
- (iv) any municipal, local, statutory or other authority or any undertaking or body formed or established in any country other than the United Kingdom, and
- (v) any person who (a) falls within any of the foregoing paragraphs of this definition and (b) would be taken to be interested in any Shares pursuant to the provisions of Section 203 of the Act if a body corporate were interested in those Shares;

"Relevant Share" means any Share, other than an Exempted Share or a Share particulars of which are removed by the Directors from the Separate Register pursuant to paragraph (C)(iv) of this Article, in which a Relevant Person has an Interest or which is declared by the Directors to be a Relevant Share pursuant to paragraph (C)(iii) of this Article;

"Separate Register" means the register to be maintained in accordance with paragraph (C)(i) of this Article; and

"Share" means any share in the relevant share capital of the Company as that expression is defined in Section 198(2) of the

Act; and a person shall be deemed to have an "Interest," in relation to shares, if:-

- (i) such person has an interest which would (subject as provided below) be taken into account, or which he would be taken as having, in determining for the purposes of Part VI of the Act whether a person has a notifiable interest; or
- (ii) he has any such interest as is referred to in Section 209(1)(a), (b), (e), or (j) of the Act but shall not be deemed to have an Interest in any shares in which his spouse or any infant child or stepchild (or, in Scotland, pupil or minor) of his is interested by virtue of that relationship or which he holds as a bare or custodian trustee under the laws of England or as a simple trustee under the laws of Scotland, and "interested" shall be construed accordingly.

(C) (i) The Directors shall maintain, in addition to or, if the Register of Members is maintained in a non-documentary form, in a fashion such that it is distinct from, the Register of Members, a Separate Register, in which shall be entered particulars of any Share which:-

- (a) has been acknowledged by the holder (or by any one of joint holders) or the Operator, whether pursuant to a declaration made in accordance with Article 36 or sub-paragraph (ii) below or otherwise, to be a Relevant Share; or
- (b) has been declared to be a Relevant Share pursuant to sub-paragraph (iii) below;

and in either case which has not ceased to be a Relevant Share. The particulars entered on the Separate Register in respect of any Share shall comprise, in addition to the identity of the holder or joint holders, such information as has been requested by and supplied to the Directors (regarding, where appropriate, the name and nationality of any person having an Interest in such Share and the nature and extent of the Interest of each such person) pursuant to a declaration made in accordance with Article 36 or sub-paragraph (ii) below or otherwise or, if no such information has been supplied, such information as the Directors consider appropriate. The Directors may from time to time (if they so determine) cause to be entered in the Separate Register particulars of any Share in respect of which the holder or any joint holder or the Operator has not made a declaration as to whether or not the Share is a Relevant Share and all or

some specified number of the Depositary Shares in respect of which Depositary Receipts have been issued by a Depositary (and any number so specified may from time to time be varied by the Directors).

- (ii) Each registered holder of a Share which has not been acknowledged to be a Relevant Share who becomes aware that such Share is or has become a Relevant Share shall forthwith notify the Company accordingly.
 - (iii) Whether or not a Disclosure Notice pursuant to Article 43 has been given, the Directors may, and if at any time it appears to the Directors that a Share, particulars of which have not been entered in the Separate Register may be a Relevant Share shall, give notice in writing to the registered holder thereof or to any other person who appears to them to be interested in that Share or the Operator requiring him to show to their satisfaction that such a share is not a Relevant Share. Any person on whom such notice has been served and any other person who is interested in such Share and the Operator may within twenty-one days thereafter (or such longer period as the Directors may consider reasonable) make representations to the Directors as to why such Share should not be treated as a Relevant Share but if, after considering such representations and such other information as seems to them relevant, the Directors are not so satisfied, the Directors shall declare such Share to be a Relevant Share and it shall thereupon be treated as such.
 - (iv) The Directors shall remove from the Separate Register particulars of any Relevant Share if there has been furnished to them a declaration (in such form as the Directors may from time to time prescribe) by the holder of such Relevant Share or the Operator, together with such other evidence as the Directors may require, which satisfies the Directors either that such Share is no longer a Relevant Share or that, by reason of the fact that an Interest in such Share is held by a person who is not a Relevant Person or the nature of the Interest of the Relevant Person, such Share should not be treated as a Relevant Share.
- (D)
- (i) The provisions of sub-paragraph (ii) below shall apply where the Directors determine that it is necessary to take steps in order to protect any Operating Right of the Company or any subsidiary of the Company or the status of the company or such subsidiary as a United Kingdom airline by reason of the fact that:-
 - (a) an Intervening Act has taken place;
 - (b) an Intervening Act is contemplated, threatened

or intended;

- (c) the aggregate number of Relevant Shares particulars of which are entered in the Separate Register is such that an Intervening Act may occur; or
 - (d) the ownership or control of the Company is otherwise such that an Intervening Act may occur.
- (ii) Where a determination has been made under subparagraph (i) of this paragraph, the Chairman (or any Director duly acting in place of the Chairman) or the Directors, as the case may be, shall take such of the following steps, either immediately upon such determination being made or at any time or times thereafter, as seems to him or them necessary or desirable to overcome, prevent or avoid an Intervening Act:-
 - (a) the Chairman (or any Director duly acting in place of the Chairman) may remove any Director before the expiration of his term of office;
 - (b) the Directors may resolve to seek to identify those Shares or Relevant Shares which gave rise to the determination, or would in their sole opinion, if details thereof had been entered on the Separate Register at the relevant time, have given rise to a determination and to deal with such Shares as Affected Shares;
 - (c) the Directors may specify a Permitted Maximum of Relevant Shares or vary any Permitted Maximum previously specified, provided that at no time shall the Permitted Maximum be less than 25 per cent. of the aggregate number of Shares and, at any time when the aggregate number of Relevant Shares of which particulars are entered in the Separate Register exceeds the Permitted Maximum applying for the time being, the Directors may deal with such of the Relevant Shares as they decide are in excess of the Permitted Maximum as Affected Shares.
- (E) The Directors shall give an Affected Share Notice to the registered holder of any Share which they determine to deal with as an Affected Share and to any other person who appears

to them to be interested in that Share and to the Operator (in the case of a Share held in uncertificated form) and shall state which of the provisions of paragraph (F) of this Article (all of which shall be set out in the Notice) are to be applied forthwith in respect of such Affected Share. The Directors shall be entitled from time to time to serve further Affected Share Notices in respect of any Affected Share applying further provisions of paragraph (F) of this Article. The registered holder of a Share in respect of which an Affected Share Notice has been served or any other person on whom an Affected Share Notice in respect of that Share has been served (including the Operator) may make representations to the Directors as to why such Share should not be treated as an Affected Share and if, after considering such representations and such other information as seems to them relevant, the Directors consider that the Share should not be treated as an Affected Share they shall forthwith withdraw the Affected Share Notice served in respect of such Share and the provisions of paragraph (F) shall no longer apply to it. For the avoidance of doubt, any Share which the Directors determine to deal with as an Affected Share shall continue to be an Affected Share unless and until the Directors withdraw the Affected Share Notice relating thereto.

- (F) (i) A registered holder of an Affected Share upon whom an Affected Share Notice has been served shall not (if such Affected Share Notice specifies that the provisions of this sub-paragraph (i) are to apply thereto) be entitled, in respect of such Share, to attend or to speak at any General Meeting of the Company or any meeting of the holders of any class of Shares or to vote at any such meeting and the rights to attend (whether in person or by proxy), to speak and to demand and vote on a poll which, but for the provisions of this sub-paragraph (i), would have attached to the Affected Share shall vest in the chairman of such meeting. The manner in which the chairman exercises or refrains from exercising any such rights shall be entirely at his discretion. The chairman of any such meeting as aforesaid shall be informed by the Directors of any Share becoming or being deemed to be an Affected Share.
- (ii) (a) The persons on whom an Affected Share Notice has been served shall (if such Affected Share Notice specifies that the provisions of this sub-paragraph (ii) are to apply thereto), within twenty-one days of receiving such Affected Share Notice (or such longer period as may in such Notice be prescribed by the Directors), make an Affected Share Disposal so that no

Relevant Person has an Interest in that Share and, upon such Affected Share Disposal being made to the satisfaction of the Directors, such Affected Share shall cease to be a Relevant Share. The provisions of paragraph (H) of this Article shall apply to any transfer in connection with an Affected Share Disposal if as a consequence of the transfer such Share would continue, or be capable of continuing, to be an Affected Share.

- (b) If after twenty-one days from the date of service on the registered holder of an Affected Share of an Affected Share Notice specifying that the provisions of this sub-paragraph (ii) are to apply (or such longer period as the Directors may have prescribed), the Directors are not satisfied that an Affected Share Disposal has been made of or in relation to the Affected Share the subject thereof, the Directors may arrange for the sale of the Affected Share on behalf of the registered holder so that it ceases to be or to be capable of being treated as an Affected Share at the best price reasonably obtainable at the relevant time. The manner, timing and terms of any such Affected Share Disposal made or sought to be made by the Directors (including but not limited to the price or prices at which the same is made) shall be such as the Directors determine, based upon advice from bankers, brokers or other appropriate persons consulted by them for the purpose, to be reasonably practicable having regard to all the circumstances (including but not limited to the number of Shares to be disposed of); and the Directors shall not be liable to any person for any of the consequences of reliance on such advice.
 - (iii) For so long as an Affected Share is held in uncertificated form, in circumstances where the Directors are obliged, pursuant to sub-paragraph (ii)(b) of this paragraph (F), to arrange for the sale of the Affected Share, the Directors may make such arrangements on behalf of the registeredholder of the Affected Share as they may think fit to transfer title to that Affected Share through a relevant system (as defined in the Regulations).
- (G) In deciding which Shares are to be dealt with as Affected Shares the Directors shall be entitled to have regard to the Interests in

Relevant Shares which in their sole opinion have directly or indirectly caused the determination under sub-paragraph (i) of paragraph (D) but subject thereto shall, so far as practicable, have regard to the chronological order in which particulars of Relevant Shares have been, or are to be, entered in the Separate Register (and accordingly treat as Affected Shares those Relevant Shares which have been acquired, or details of which have been entered in the Separate Register, most recently) save in circumstances where such criterion would in the sole opinion of the directors be inequitable, in which event the Directors shall apply such other criterion or criteria as they may, in their absolute discretion, consider appropriate.

- (H) The transfer of any Share shall be subject to the approval of the Directors if, in the opinion of the Directors, such Share would upon transfer become, or would be capable of being treated as, or would continue or be capable of continuing to be capable of being treated as, an Affected Share and the Directors may refuse to register the transfer of any such Share. Provided that, in the case of a Share held in uncertificated form, the Directors may only exercise their discretion not to register a transfer if permitted to do so by regulation 23 of the Regulations.
- (I) For the purpose of a sale under paragraph (F)(ii)(b) of this Article of a Share held in certificated form, the Directors may appoint any person to execute as transferor an instrument of transfer in favour of the transferee and may enter the name of the transferee in respect of the transferred Share in the Register of Members notwithstanding the absence of any share certificate and such instrument of transfer shall be as effective as if it had been executed by the registered holder and title of the transferee shall not be affected by any irregularity or invalidity in the proceedings relating thereto. The net proceeds of sale of an Affected Share shall be received by the Company (whose receipt shall be a good discharge for the purchase money), shall be converted into sterling (if necessary) and shall be held on trust for and paid (together with interest at such rate as the Directors deem appropriate) to the former registered holder (or, in the case of joint holders, the first-named joint holder thereof in the Register of Members) upon surrender by him or on his behalf of any certificate in respect of the Affected Shares sold and formerly held by him. When an Affected Share has been sold as aforesaid the Directors shall notify the former registered holder of the Share and inform him that the net proceeds of sale of the Share will be paid to him upon surrender by him or on his behalf of any certificate in respect of the Share.
- (J) Subject to the provisions of this Article:-

- (i) the Directors shall, unless any Director has reason to believe otherwise, be entitled to assume without enquiry that all Shares are neither Relevant Shares (other than those Shares particulars of which are entered in the Separate Register) nor Shares which would be or be capable of being treated as Affected Shares if a determination under sub-paragraph (i) of paragraph (D) were to be made; and
 - (ii) the Directors shall be entitled to assume that all or some specified number of the Shares (as they may determine) are Relevant Shares if they (or Interests in them) are held by a Depositary unless and for so long as, in respect of any such Shares, it is established to their satisfaction that such Shares are not Relevant Shares.
- (K)
 - (i) The Directors shall not be obliged to serve any notice required under this Article upon any person if they do not know either his identity or address. The absence of service in such circumstances as aforesaid and any accidental error in or failure to give any notice to any person upon whom notice is required to be served under this Article shall not prevent the implementation of or invalidate any procedure under this Article.
 - (ii) The provisions of Articles 137 to 142 shall apply, mutatis mutandis, to the service of notices upon any member pursuant to this Article. Any notice required by this Article to be served upon a person who is not a member or to a person who is a member but to whom Article 140 applies shall be deemed validly served if it is sent through the post in a pre-paid cover addressed to that person at the address (or if more than one, at one of the addresses), if any, at which the Directors believe him to be resident or carrying on business. Service shall in such a case be deemed to be effected at the expiration of twenty-four hours (or, where second class mail is employed, forty-eight hours) after the time when the cover containing the same is posted and in proving such service it shall be sufficient to prove that such cover was properly addressed, stamped and posted.
- (L) Any resolution or determination of, or any decision or the exercise of any discretion or power by, the Directors or any one of them or by the Chairman of the Company (including any other Director duly acting in place of the Chairman) under this Article shall be final and conclusive and neither he nor they shall be obliged to give any reasons therefor. Any disposal or transfer made, or other thing done, by or on behalf, or on the

authority, of the Directors or any of them pursuant to the foregoing provisions of this Article shall be conclusive and binding on all persons concerned and shall not be open to challenge on any ground whatsoever. For the avoidance of doubt any powers, rights or duties conferred by this Article on the Directors can be exercised by a duly authorised committee of the Directors.

- (M) At any time when the Directors have resolved to specify a Permitted Maximum or deal with any Shares as Affected Shares, they shall publish in at least one national newspaper in the United Kingdom (and in a newspaper in any other country in which Shares or securities evidencing the right to receive Shares are, at the instigation of the Company, listed, quoted or dealt in on any stock exchange) notice of the determination under sub-paragraph (i) of paragraph (D) and of any Permitted Maximum which has been specified, together with a statement of the provisions of this Article which can apply to Affected Shares and the name of the person or persons who will answer enquiries relating to Affected shares on behalf of the Company. At other times the Directors shall from time to time so publish information as to the number of Shares particulars of which have been entered in the Separate Register.
- (N) The Directors shall not be required to make the Separate Register available for inspection by any person but shall provide persons who make enquiries which the Directors determine in their sole discretion to be bona fide with information as to the aggregate number of Shares of which particulars are from time to time entered in the Separate Register.
- (O) If, at any time when a determination under sub-paragraph (i) of paragraph (D) has been made and not withdrawn, any person enquires of the Directors whether the aggregate number of Relevant Shares exceeds any Permitted Maximum applying for the time being, or whether any Shares in the Company which such person proposes to purchase or in which such person proposes to acquire an Interest would in the opinion of the Directors upon such purchase or acquisition become or be capable of becoming or being treated as Affected Shares, whether by reason of the Permitted Maximum being exceeded or otherwise, the Directors shall, on sufficient information being given to them to enable them to answer the enquiry, notify the enquirer whether in their opinion the Shares would become or be capable of becoming Affected Shares if he were to purchase them or acquire an Interest in them. Notwithstanding the foregoing, any such notification shall not be binding on the Directors or the Company and shall not prevent such Shares being subsequently identified as Affected Shares.

- (P) (i) The provisions of sub-paragraph (ii) of paragraph (D) of this Article shall apply until such time as the Secretary of State, after consulting the Directors, resolved that grounds for the making of a determination under sub-paragraph (i) of paragraph (D) have ceased to exist and he shall thereupon withdraw such determination.
- (ii) On withdrawal of the determination under sub-paragraph (i) of paragraph (D), the Directors shall cease to act pursuant to such determination and shall remove any Permitted Maximum that they may have specified and shall inform every person on whom an Affected Share Notice has been served in respect of an Affected Share which has not yet been transferred or sold by the Company in accordance with paragraph (F) of this Article that the provisions of paragraph (F) of this Article no longer apply in respect of such Share which on such withdrawal shall cease to be an Affected Share. However, the withdrawal of such a determination shall not affect the validity of any action taken by the Chairman (or any Director duly acting as such) or the Directors, as the case may be, under this Article whilst that determination remained in effect and such actions shall not be open to challenge on any ground whatsoever. The Directors shall publicise the withdrawal of any determination the existence of which has been publicised under paragraph (M) of this Article in the same manner as they are required to publicise its existence under such paragraph (M).
- (iii) The Chairman and the Directors shall, so long as they act reasonably and in good faith, be under no liability to the Company or to any other person for failing to treat any Share as an Affected Share or any person as a Relevant Person in accordance with the provisions of this Article and neither shall the Chairman nor any Director be liable to the Company or any other person if, having acted reasonably and in good faith they determine erroneously that any Share is an Affected Share, or any person is a Relevant Person or on the basis of such determination or any other determination or resolution, they perform or exercise (or purport to perform or exercise) their duties, powers, rights or discretions under this Article in relation to such Share.
- (Q) For the purposes of this Article:-
- (i) a person who has an Interest in Shares by virtue of

having an Interest in Depositary Receipts shall be deemed to have an Interest in the number of Shares represented by such Depositary Receipts and not (in the absence of any other reason why he should be so treated) in the remainder of the Depositary Shares held by the relevant Depositary; and

- (ii) a person who has an Interest in Shares the registered holder of which is a Stock Exchange Nominee (other than an Interest arising solely as a result of a Stock Exchange Nominee being the registered holder of such Shares shall not (in the absence of any other reason why he should be so treated) be deemed to have an Interest in the remainder of the Shares held by such Stock Exchange Nominee.

TRANSMISSION OF SHARES

- 45. In case of the death of a shareholder, the survivors or survivor where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole or only surviving holder, shall be the only person recognised by the Company as having any title to his interest in the shares, but nothing in this Article shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share held by him.
- 46. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may (subject as hereinafter provided) upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share either be registered himself as holder of the share upon giving to the Company notice in writing of such his desire or transfer such share to some other person. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer by such member.
- 47. Save as otherwise provided by or in accordance with these Articles, a person becoming entitled to a share in consequence of the death or bankruptcy of a member (upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share) shall be entitled to the same dividends and other advantages as those to which he would be entitled if he were the registered holder of the share except that he shall not be entitled in respect thereof (except with the authority of the Directors) to exercise any right conferred by membership in relation to meetings of the Company until he shall have been registered as a member in respect of the share.

UNTRACED SHAREHOLDERS

48. (A) The Company shall be entitled to sell at the best price reasonably obtainable at the time of sale the shares of a member or the shares to which a person is entitled by virtue of transmission on death or bankruptcy if and provided that:-
- (i) during the period of twelve years prior to the date of the publication of the advertisements referred to in sub-paragraph (ii) below (or, if published on different dates, the first thereof) at least three dividends in respect of the shares in question have become payable and no dividend in respect of those shares has been claimed; and
 - (ii) the Company shall on expiry of the said period of twelve years have inserted advertisements, both in a leading London daily newspaper and in a newspaper circulating in the area of the address at which service of notices upon such member or other person may be effected in accordance with these Articles, giving notice of its intention to sell the said shares; and
 - (iii) during the said period of twelve years and the period of three months following the publication of the said advertisements the Company shall have received indication neither of the whereabouts nor of the existence of such member or person; and
 - (iv) notice shall have been given to the Quotations Department of London Stock Exchange Limited of its intention to make such sale.
- (B) To give effect to any such sale of shares held in certificated form the Company may appoint any person to execute as transferor an instrument of transfer in favour of the transferee of the said shares and such instrument of transfer shall be as effective as if it had been executed by the registered holder of or person entitled by transmission to such shares and may enter the name of the transferee in respect of the transferred shares in the Register of Members notwithstanding the absence of any share certificate and such instrument of transfer shall be as effective as if it had been executed by the registered holder and the title of the transferee shall not be affected by any irregularity or invalidity in the proceedings relating thereto. The net proceeds of sale shall be received by the Company (whose receipt shall be a good discharge for the purchase money), shall be converted into sterling (if necessary) and shall be held on trust for and paid

(together with interest at such rate as the Directors deem appropriate) to the former registered holder (or, in the case of joint holders, the first-named joint holder thereof in the Register of Members) or other person previously entitled as aforesaid.

GENERAL MEETINGS

49. An Annual General Meeting shall be held once in every year, at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Directors. All other General Meetings shall be called Extraordinary General Meetings.
50. The Directors may whenever they think fit, and shall on requisition in accordance with the Statutes, proceed with proper expedition to convene an Extraordinary General Meeting.

NOTICE OF GENERAL MEETINGS

51. (A) An Annual General Meeting and any Extraordinary General Meeting at which it is proposed to pass a Special Resolution or (save as provided by the Statutes) a resolution of which special notice is given to the Company, shall be called by twenty-one days' notice in writing at the least and any other Extraordinary General Meeting by fourteen days' notice in writing at the least. The period of notice shall in each case be exclusive of the day on which it is served or deemed to be served and of the day on which the meeting is to be held and shall be given in manner hereinafter mentioned to all members other than such as are not under the provisions of these Articles entitled to receive such notices from the Company: Provided that the Company may determine that only those persons entered on the relevant Register of Members at the close of business on a day determined by the Company, such day being no more than 21 days before the day that notice of the meeting is sent, shall be entitled to receive such a notice; and Provided also that a General Meeting notwithstanding that it has been called by a shorter notice than that specified above shall be deemed to have been duly called if it is so agreed:-
 - (i) in the case of an Annual General Meeting by all the members entitled to attend and vote thereat; and
 - (ii) in the case of an Extraordinary General Meeting by a majority in number of the members having a right to attend and vote thereat, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right;

Provided also that the accidental omission to give notice to or the non-receipt of notice by any person entitled thereto shall not invalidate the proceedings at any General Meeting.

- (B) The Directors may, for the purpose of controlling the level of attendance at any place specified for the holding of a General Meeting, from time to time make such arrangements whether involving the issue of tickets (on a basis intended to afford to all members otherwise entitled to attend such meeting an equal opportunity of being admitted to the meeting) or the imposition of some random means of selection or otherwise as they shall in their absolute discretion consider to be appropriate, and may from time to time vary any such arrangements or make new arrangements in place therefor and the entitlement of any member or proxy to attend a General Meeting at such place shall be subject to any such arrangements as may be for the time being in force and by the notice of meeting stated to apply to that meeting. In the case of any General Meeting to which such arrangements apply the Directors shall, and in the case of any other General Meeting the Directors may, when specifying the place of the General Meeting, direct that the meeting shall be held at a place specified in the notice at which the chairman of the meeting shall preside ("the Principal Place") and make arrangements for simultaneous attendance and participation at other places by members otherwise entitled to attend the General Meeting but excluded therefrom under the provisions of this Article or who wish to attend at any of such other places; Provided that persons attending at the Principal Place and at any of such other places shall be able to see and hear and be seen and heard by persons attending at the Principal Place and at such other places. Such arrangements for simultaneous attendance may include arrangements for controlling the level of attendance in any manner aforesaid at such other places provided that they shall operate so that any such excluded members as aforesaid are able to attend at one of such other places. For the purposes of all other provisions of these Articles any such meeting shall be treated as being held and taking place at the Principal Place.

- 52. (A) Every notice calling a General Meeting shall specify the place and the day and hour of the meeting, and there shall appear with reasonable prominence in every such notice a statement that a member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and, on a poll, vote instead of him and that a proxy need not be a member of the Company.
- (B) In the case of an Annual General Meeting, the notice shall also specify the meeting as such.

- (C) In the case of any General Meeting at which business other than routine business is to be transacted, the notice shall specify the general nature of such business; and if any resolution is to be proposed as an Extraordinary Resolution or as a Special Resolution, the notice shall contain a statement to that effect.
53. Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say:-
- (i) declaring dividends;
 - (ii) receiving and/or adopting the accounts, the reports of the Directors and Auditors and other documents required to be attached or annexed to the accounts;
 - (iii) appointing or re-appointing Directors to fill vacancies arising at the meeting on retirement whether by rotation or otherwise;
 - (iv) re-appointing the retiring Auditors (unless they were last appointed otherwise than by the Company in General Meeting);
 - (v) fixing the remuneration of the Auditors or determining the manner in which such remuneration is to be fixed.

PROCEEDINGS AT GENERAL MEETINGS

54. The Chairman of the Directors, failing whom the Deputy Chairman, shall preside as chairman at a General Meeting. If there be no such Chairman or Deputy Chairman, or if at any meeting neither be present within five minutes after the time appointed for holding the meeting and willing to act, the Directors present shall choose one of their number (or, if no Director be present or if all the Directors present decline to take the chair, the members present shall choose one of their number) to be chairman of the meeting.
55. No business other than the appointment of a chairman shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Two members present in person or by proxy and entitled to vote shall be a quorum for all purposes.
56. If within five minutes from the time appointed for a General Meeting (or such longer interval as the chairman of the meeting may think fit to allow) a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such other day and such time and place as may have been specified for the purpose in the notice convening the meeting or (if not so specified) as the chairman of the meeting may determine and in

the latter case not less than seven days' notice of the adjourned meeting shall be given in like manner as in the case of the original meeting. At the adjourned meeting any two members present in person or by proxy and entitled to vote shall be a quorum.

57. The chairman of any General Meeting at which a quorum is present may with the consent of the meeting (and shall if so directed by the meeting) adjourn the meeting from time to time (or sine die) and from place to place; and if it appears to the chairman that it is likely to be impracticable to hold or continue that meeting because of the number of members wishing to attend not present, he may adjourn the meeting to another time and place or sine die without the need for such consent; but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. Where a meeting is adjourned sine die, the time and place for the adjourned meeting shall be fixed by the Directors. When a meeting is adjourned for thirty days or more or sine die, not less than seven days' notice of the adjourned meeting shall be given in like manner as in the case of the original meeting.
58. Save as hereinbefore expressly provided, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
59. If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the chairman of the meeting the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. In the case of a resolution duly proposed as a Special or Extraordinary Resolution no amendment thereto (other than a mere clerical amendment to correct a patent error) may in any event be considered or voted upon.
60. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:-
- (a) the chairman of the meeting; or
 - (b) not less than five members present in person or by proxy and entitled to vote; or
 - (c) a member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
 - (d) a member or members present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on

all the shares conferring that right.

61. A demand for a poll may be withdrawn only with the approval of the meeting. Unless a poll is required a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book, shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded for or against such resolution. If a poll is required, it shall be taken in such manner (including the use of ballot or voting papers or tickets) as the chairman of the meeting may direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The chairman of the meeting may (and if so directed by the meeting shall) appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.
62. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a casting vote.
63. A poll demanded on the choice of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either immediately or at such subsequent time (not being more than thirty days from the date of the meeting) and place as the chairman may direct. No notice need be given of a poll not taken immediately. The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.
64. (A) Subject to paragraph (B) of this Article and subject to Article 44 and any other special rights or restrictions as to voting attached by or in accordance with these Articles to any class of shares, on a show of hands every member who is present in person shall have one vote and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder.

(B) For the purposes of determining which persons are entitled to attend or vote at a meeting and how many votes such person may cast, the Company may specify in the notice of the meeting a time, not more than 48 hours before the time fixed for the meeting, by which a person must be entered on the relevant Register of Members in order to have the right to attend or vote at the meeting.
65. In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose

seniority shall be determined by the order in which the names stand in the Register of Members in respect of the share.

66. Where in England or elsewhere a receiver or other person (by whatever name called) has been appointed by any court claiming jurisdiction in that behalf to exercise powers with respect to the property or affairs of any member on the ground (however formulated) of mental disorder, the Directors may in their absolute discretion, upon or subject to production of such evidence of the appointment as the Directors may require, permit such receiver or other person on behalf of such member to vote in person or by Proxy at any General Meeting or to exercise any other right conferred by membership in relation to meetings of the Company.
67. No member shall, unless the Directors otherwise determine, be entitled in respect of shares held by him to vote at a General Meeting either personally or by proxy or to exercise any other right conferred by membership in relation to meetings of the Company if any call or other sum presently payable by him to the Company in respect of such shares remains unpaid. For the purpose of this Article a person shall be treated as appearing to be interested in any shares if the member holding such shares has given to the Company a notification under the said Article 43 which fails to establish the identities of those interested in the shares and if (after taking into account the said notification and any other relevant notification under such Article) the Company knows or has reasonable cause to believe that the person in question is or may be interested in the shares.
68. No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is or may be given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the chairman of the meeting whose decision shall be final and conclusive.
69. On a poll votes may be given either personally or by proxy and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.
70. A proxy need not be a member of the Company.
71. An instrument appointing a proxy shall be in writing in any usual or common form or in any other form which the Directors may approve and:-
 - (a) in the case of an individual shall be signed by the appointor or his attorney; and
 - (b) in the case of a corporation shall be either given under its

common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation.

The signature on such instrument need not be witnessed. Where an instrument appointing a proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy pursuant to the next following Article, failing which the instrument may be treated as invalid.

72. An instrument appointing a proxy must be left at such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified, at the Transfer Office) not less than forty-eight hours before the time appointed for the holding of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used, and in default shall not be treated as valid. The instrument shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates; Provided that an instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not require again to be delivered for the purposes of any subsequent meeting to which it relates.
73. An instrument appointing a proxy shall be deemed to include the right to demand or join in demanding a poll and to speak at the meeting.
74. A vote cast by proxy shall not be invalidated by the previous death or insanity of the principal or by the revocation of the appointment of the proxy or of the authority under which the appointment was made provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Transfer Office at least one hour before the commencement of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) the time appointed for the taking of the poll at which the vote is cast.

CORPORATIONS ACTING BY REPRESENTATIVES

75. Any corporation or corporation sole which is a member of the Company may in the case of a corporation, by resolution of its directors or other governing body authorise such person or (if such corporation is (or is a nominee or custodian trustee for) a person mentioned in section (i) of the definition of Exempted Share in Article 44) persons as it thinks fit to act as its representative (or, as the case may be, representatives) at any meeting of the Company or of any class of members of the Company. A person so authorised shall be entitled to

exercise the same powers on behalf of the grantor of the authority (in respect of that part of the grantor's holding to which his authorisation relates, in the case of an authorisation of more than one person) as the grantor could exercise if it were an individual member of the Company, and the grantor shall for the purposes of these Articles be deemed to be present in person at any such meeting if a person so authorised is present at it. In relation to any such meeting, a person authorised under Section 3 of the Treasury Solicitor Act 1876 shall be treated for the purposes of this Article as if his authority had been granted by the Solicitor for the Affairs of Her Majesty's Treasury; and in these Articles references to a duly authorised representative of a corporation sole include, in relation to the Solicitor for the affairs of Her Majesty's Treasury, references to a person authorised under that Section.

DIRECTORS

76. Subject as hereinafter provided the Directors shall not be less than four in number. The Company may by Ordinary Resolution from time to time vary the minimum number and/or fix and from time to time vary a maximum number of Directors.
77. A Director shall not be required to hold any shares of the Company by way of qualification. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at General Meetings.
78. The ordinary remuneration of the Directors shall not exceed a maximum determined from time to time by an Ordinary Resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, 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 of remuneration related to the period during which he has held office.
79. Any Director who holds any executive office (including for this purpose the office of Chairman or Deputy Chairman whether or not such office is held in an executive capacity), or who serves on any committee of the Directors, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission or otherwise as the Directors may determine.
80. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors or of any committee of the Directors or General Meetings or otherwise in or about the business of the Company.
81. (A) The Directors shall have power to pay and agree to pay pensions or other retirement, superannuation, death or disability

benefits to (or to any person in respect of) any Director or ex-Director and for the purpose of providing any such pensions or other benefits to contribute to any scheme or fund or to pay premiums provided that such powers shall not be exercisable in favour or for the benefit or in respect of any Director or ex-Director who is not or has not been an employee of or held any other office or place of profit under the company or any of its subsidiaries without the sanction of an Ordinary Resolution of the Company.

- (B) Without prejudice to the provisions of Article 146, the Directors shall have the power to purchase and maintain insurance for or for the benefit of any person who is or was at any time a Director, Secretary, other officer or employee of the Company, or of any other company which is its holding company or in which the Company or such holding company or any of the predecessors of the Company or of such holding company has any interest, whether direct or indirect, or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of or any other body, whether or not an incorporated body, owned by or in which an interest is owned by the Company or any such other company, or for the benefit of any other person or persons if the Directors consider it necessary or desirable, against any liability incurred by such persons including (without prejudice to the generality of the foregoing) insurance in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or the exercise or purported exercise of their powers and/or otherwise in relation to the Company or any other such company, subsidiary undertaking or body or otherwise as considered by the Directors to be necessary or desirable.

82. A Director may be party to or in any way interested in any contract or arrangement or transaction to which the Company is a party or in which the Company is in any way interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any other company in which the Company is in any way interested and he (or any firm of which he is a member) may act in a professional capacity for the Company or any such other company and be remunerated therefor and in any such case as aforesaid (save as otherwise agreed) he may retain for his own absolute use and benefit all profits and advantages accruing to him thereunder or in consequence thereof.
83. (A) The Directors may from time to time appoint one or more of their body to be the holder of any executive office (including, where considered appropriate, the office of Chairman or Deputy Chairman) on such terms and for such period as they may

(subject to the provisions of the Statutes) determine and, without prejudice to the terms of any contract entered into in any particular case, may at any time revoke any such appointment.

(B) The appointment of any Director to the office of Chairman or Deputy Chairman or Managing or Joint Managing or Deputy or Assistant Managing Director shall automatically determine if he ceases to be a Director but without prejudice to any claim for damages for breach of any contract of service between him and the Company.

(C) The appointment of any Director to any other executive office shall not automatically determine if he ceases from any cause to be a Director, unless the contract or resolution under which he holds office shall expressly state otherwise, in which event such determination shall be without prejudice to any claim for damages for breach of any contract of service between him and the Company.

84. The Directors may entrust to and confer upon any Director holding any executive office any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

APPOINTMENT AND RETIREMENT OF DIRECTORS

85. Any provision of the Statutes which, subject to the provisions of these Articles, would have the effect of rendering any person ineligible for appointment as a Director or liable to vacate office as a Director on account of his having reached any specified age or of requiring special notice or any other special formality in connection with the appointment of any Director over a specified age, shall apply to the Company.

86. The office of a Director shall be vacated in any of the following events, namely:-

- (i) if he shall become prohibited by law from acting as a Director;
- (ii) if he shall resign by writing under his hand left at the Office or if he shall in writing offer to resign and the Directors shall resolve to accept such offer;
- (iii) if he shall have a receiving order made against him or shall compound with his creditors generally;

- (iv) if in England or elsewhere an order shall be made by any court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a guardian or for the appointment of a receiver or other person (by whatever name called) to exercise powers with respect to his property or affairs;
- (v) if he is removed by notice in writing from the Chairman pursuant to Article 44;
- (vi) if he shall be removed from office by notice in writing served upon him signed by all his co-Directors;

but so that, in the case of the events mentioned in (v) and (vi) above, if he holds an appointment to an executive office which thereby automatically determines such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company.

- 87. At each Annual General Meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not greater than one-third) shall retire from office by rotation.
- 88. The Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election.
- 89. The Company at the meeting at which a Director retires under any provision of these Articles may by Ordinary Resolution fill the office being vacated by electing thereto the retiring Director or some other person eligible for appointment. In default the retiring Director shall be deemed to have been re-elected except in any of the following cases:-
 - (i) where at such meeting it is expressly resolved not to fill such office or a resolution for the re-election of such Director is put to the meeting and lost;
 - (ii) where such Director has given notice in writing to the Company that he is unwilling to be re-elected;

- (iii) where the default is due to the moving of a resolution in contravention of the next following Article;
- (iv) where such Director has attained any retiring age applicable to him as Director.

The retirement shall not have effect until the conclusion of the meeting except where a resolution is passed to elect some other person in the place of the retiring Director or a resolution for his re-election is put to the meeting and lost and accordingly a retiring Director who is re-elected or deemed to have been re-elected will continue in office without a break.

- 90. A resolution for the appointment of two or more persons as Directors by a single resolution shall not be moved at any General Meeting unless a resolution that it shall be so moved has first been agreed to by the meeting without any vote being given against it; and any resolution moved in contravention of this provision shall be void.
- 91. No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for appointment as a Director at any General Meeting unless not less than seven nor more than forty-two days (inclusive of the date on which the notice is given) before the date appointed for the meeting there shall have been lodged at the Office notice in writing signed by some member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.
- 92. The Company may in accordance with and subject to the provisions of the Statutes by Ordinary Resolution of which special notice has been given remove any Director from office (notwithstanding any provision of these Articles or of any agreement between the Company and such Director, but without prejudice to any claim he may have for damages for breach of any such agreement) and appoint another person in place of a Director so removed from office and any person so appointed shall be treated for the purpose of determining the time at which he or any other Director is to retire by rotation as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In default of such appointment the vacancy arising upon the removal of a Director from office may be filled as a casual vacancy.
- 93. The Company may by Ordinary Resolution appoint any person to be a Director either to fill a casual vacancy or as an additional Director. Without prejudice thereto the Directors shall have power at any time so to do, but so that the total number of Directors shall not thereby exceed

the maximum number (if any) fixed by or in accordance with these Articles. Any person so appointed by the Directors shall hold office only until the next Annual General Meeting and shall then be eligible for re-election, but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting.

ALTERNATE DIRECTORS

94. (A) Any Director may at any time by writing under his hand and deposited at the Office, or delivered at a meeting of the Directors, appoint any person (including another Director) to be his alternate Director and may in like manner at any time terminate such appointment. Such appointment, unless previously approved by the Directors, shall have effect only upon and subject to being so approved.
- (B) The appointment of an alternate Director shall determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor ceases to be a Director.
- (C) An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and shall be entitled to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he (instead of his appointor) were a Director provided that an alternate Director appointed by the Chairman shall not be entitled to exercise any power which the Chairman is entitled to exercise under Article 44(D)(ii). If he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director, his voting rights shall be cumulative. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. To such extent as the Directors may from time to time determine in relation to any committees of the Directors the foregoing provisions of this paragraph shall also apply mutatis mutandis to any meeting of any such committee of which his appointor is a member. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.
- (D) An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or

transactions and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

MEETINGS AND PROCEEDINGS OF DIRECTORS

95. Subject to the provisions of these Articles the Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. At any time any Director may, and the Secretary on the requisition of a Director shall with proper expedition, summon a meeting of the Directors. Notice of a Board Meeting shall be deemed to be duly given to a Director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the Company for this purpose. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom. Any Director may waive notice of any meeting and any such waiver may be retroactive.
96. The quorum necessary for the transaction of business of the Directors may be fixed from time to time by the Directors and unless so fixed at any other number shall be two. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.
97. Questions arising at any meeting of the Directors shall be determined by a majority of votes. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.
98. (A) Save as herein provided, a Director shall not vote in respect of any contract or arrangement or any other proposal whatsoever in which he has an interest which (together with any interest of any person connected with him) is to his knowledge a material interest otherwise than by virtue of his interests in shares or debentures or other securities of or otherwise in or through the Company. A Director shall not be counted in the quorum at a meeting in relation to any resolution on which he is debarred from voting.
- (B) Subject to the provisions of the Statutes, a Director shall (in the absence of some other material interest than is indicated below) be entitled to vote (and be counted in the quorum) in respect of any resolution concerning any of the following matters, namely:-

- (i) the giving of any security, guarantee or indemnity to him in respect of money lent or obligations incurred by him or by any other person at the request of or for the benefit of the Company or any of its subsidiaries;
- (ii) the giving of any security, guarantee or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security;
- (iii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any of its subsidiary undertakings for subscription or purchase in which offer he is or is to be interested as a holder of securities or as a participant in the underwriting or sub-underwriting thereof;
- (iv) any proposal concerning any other company in which he is interested (as the term is used in Part VI of the Act) directly or indirectly and whether as an officer or shareholder or otherwise howsoever, provided that he (together with persons connected with him within the meaning of Section 346 of the Act) does not have an interest (as that term is used in Sections 198 to 211 of the Act) in one per cent. or more of the issued shares of any class of such company (or of any third company through which his interest is derived) or of the voting rights available to members of the relevant company (any such interest being deemed for the purpose of this Article to be a material interest in all circumstances);
- (v) any proposal concerning the adoption, modification or operation of a superannuation fund or retirement benefits scheme or Employees' Share Scheme under which he may benefit and which has been approved by or is subject to and conditional upon approval by the Board of Inland Revenue for taxation purposes and which does not award him any privilege or benefit not generally awarded to the employees to whom such arrangements relate provided that he shall not vote in respect of his own participation thereunder; and
- (vi) any proposal concerning any insurance which the Company is empowered to purchase and/or maintain for or for the benefit of any Directors of the Company provided that for the purpose of this sub-paragraph insurance shall mean only insurance against liability

incurred by a Director in respect of any act or omission by him referred to in Article 81(B) or any other insurance which the Company is empowered to purchase and/or maintain for or for the benefit of any groups of persons consisting of or including Directors of the Company.

- (C) Where proposals are under consideration concerning the appointment (including fixing or varying the terms of appointment) of two or more Directors to offices or employments with the Company or any company in which the Company is interested, such proposals may be divided and considered in relation to each Director separately and in such case each of the Directors concerned (if not debarred from voting under paragraph (B)(iv) of this Article) shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment.
 - (D) If any question shall arise at any time as to the materiality of a Director's interest or as to the entitlement of any Director to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to any other Director shall be final and conclusive except in a case where the nature or extent of the interests of such Director has not been fairly disclosed.
 - (E) The Company may by Ordinary Resolution suspend or relax the provisions of this Article to any extent or ratify any transaction not duly authorised by reason of a contravention of this Article.
99. The continuing Directors may act notwithstanding any vacancies, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these Articles, the continuing Directors or Director may act for the purpose of filling such vacancies or of summoning General Meetings, but not for any other purpose. If there be no Directors or Director able or willing to act, then any two members may summon a General Meeting for the purpose of appointing Directors.
100. (A) The Directors may elect from their number a Chairman and a Deputy Chairman (or two or more Deputy Chairmen) and determine the period for which each is to hold office. If no Chairman or Deputy Chairman shall have been appointed or if at any meeting of the Directors no Chairman or Deputy Chairman shall be present within five minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be chairman of the meeting.

- (B) If at any time there is more than one Deputy Chairman the right in the absence of the Chairman to preside at a meeting of the Directors or of the Company shall be determined as between the Deputy Chairmen present (if more than one) by seniority in length of appointment or otherwise as resolved by the Directors.
101. A resolution in writing signed by all the Directors for the time being in the United Kingdom shall be as effective as a resolution duly passed at a meeting of the Directors and may consist of several documents in the like form each signed by one or more Directors.
102. The Directors may delegate any of their powers or discretions (including without prejudice to the generality of the foregoing all powers and discretions whose exercise involves or may involve the payment of remuneration to or the conferring of any other benefit on all or any of the Directors) to committees consisting of one or more members of their body and (if thought fit) one or more other persons co-opted as hereinafter provided. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations which may from time to time be imposed by the Directors. Any such regulations may provide for or authorise the co-option to the committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee but so that (a) the number of co-opted members shall be less than one-half of the total number of members of the committee and (b) no resolution of the committee shall be effective unless a majority of the members of the committee present at the meeting are Directors. Insofar as any such power or discretion is delegated to a committee or sub-committee, any reference in these Articles to the exercise by the Directors of the power or discretion so delegated shall be read and construed as if it were a reference to the exercise thereof by such committee or sub-committee.
103. The meetings and proceedings of any such committee consisting of two or more members shall be governed mutatis mutandis by the provisions of these Articles regulating the meetings and proceedings of the Directors, so far as the same are not superseded by any regulations made by the Directors under the last preceding Article.
104. All acts done by any meeting of Directors, or of any such committee, or by any person acting as a Director or as a member of any such committee, shall as regards all persons dealing in good faith with the Company, notwithstanding that there was some defect in the appointment of any of the persons acting as aforesaid, or that any such persons were disqualified or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or member of the committee and had been entitled to vote.

BORROWING POWERS

105. (A) Subject as hereinafter provided and to the provisions of the Statutes the Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertakings, property and uncalled capital, and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.
- (B) The Directors shall restrict the borrowings of the Company and exercise all voting and other rights of control exercisable by the Company in relation to its subsidiary companies (if any) so as to secure (so far as regards subsidiaries, as by such exercise they can secure) that the aggregate amount for the time being remaining outstanding of all monies borrowed by the Group (which expression in this Article means and includes the Company and its subsidiaries for the time being) and for the time being owing to persons outside the Group shall not at any time without the previous sanction of an Ordinary Resolution of the Company exceed the aggregate of the principal amount of the 9 3/4 per cent. Convertible Capital Bonds 2005 issued by British Airways Capital Limited and outstanding from time to time and an amount equal to two and one half times the Adjusted Capital and Reserves.
- (C) For the purpose of the foregoing limit the following provisions shall apply:-
- (i) there shall be deemed, subject as hereinafter provided, to have been borrowed and to be outstanding as monies borrowed of the relevant member of the Group (to the extent that the same would not otherwise fall to be taken into account):-
 - (a) the principal amount of all debentures of any member of the Group which are not for the time being beneficially owned within the Group;
 - (b) the outstanding amount of acceptances (not being acceptances of trade bills in respect of the purchase or sale of goods in the ordinary course of trading) by any member of the Group or by any bank or accepting house under any acceptance credit opened on behalf of and in favour of any member of the Group;
 - (c) the nominal amount of any issued and paid up share capital (other than equity share capital) of

any subsidiary of the Company not for the time being beneficially owned by other members of the Group;

- (d) the nominal amount of any other issued and paid up share capital and the principal amount of any other debentures or other monies borrowed (not being shares or debentures which are or monies borrowed the indebtedness in respect of which is for the time being beneficially owned within the Group) the redemption or repayment whereof is guaranteed or wholly or partly secured by any member of the Group;
 - (e) any fixed or minimum premium payable on final redemption or repayment of any debentures, share capital or other monies borrowed falling to be taken into account;
 - (f) any fixed amount in respect of any Finance Lease (as hereinafter defined) payable by the Company or any of its subsidiaries which would be shown at the material time as an obligation in a balance sheet prepared in accordance with the accounting principles used in the preparation of the latest available audited consolidated balance sheet of the Company; for this purpose "Finance Lease" means a contract between a lessor and the Company or one of its subsidiaries as lessee or sub-lessee where substantially all the risks and rewards of the ownership of the asset leased or sub-leased are to be borne by the lessee or sub-lessee;
- (ii) monies borrowed by any member of the Group for the purpose of repaying or redeeming (with or without premium) in whole or in part any other monies borrowed falling to be taken into account and intended to be applied for such purpose within six months after the borrowing thereof shall not during such period, except to the extent so applied, themselves be taken into account;
 - (iii) any amounts borrowed by any member of the Group from bankers or others for the purpose of financing any contract up to an amount not exceeding that part of the price receivable under such contract which is guaranteed or insured by the Export Credits Guarantee Department or other like institution carrying on a similar business

shall be deemed not to be monies borrowed;

- (iv) monies borrowed by a partly-owned subsidiary and not owing to another member of the Group shall be taken into account subject to the exclusion of a proportion thereof equal to the minority proportion and monies borrowed and owing to a partly-owned subsidiary by another member of the Group shall be taken into account to the extent of a proportion thereof equal to the minority proportion; for the purposes aforesaid "minority proportion" shall mean the proportion of the issued equity share capital of such partly-owned subsidiary which is not attributable to the Company;
- (v) an amount equal to the monies borrowed by any body corporate at the time it becomes a subsidiary of the Company and an amount equal to monies borrowed remaining secured at the time of acquisition on any asset acquired by the Company or any of its subsidiaries shall be deemed not to be borrowed monies for a period of six months thereafter;
- (vi) monies borrowed by a subsidiary of the Company the whole or substantially the whole of whose business comprises the business of banking and which are applied by such subsidiary for the purposes of such business shall be deemed not to be monies borrowed except to the extent that any such monies have been borrowed from any such subsidiary by, or the repayment thereof is guaranteed by, the Company or another of its subsidiaries;
- (vii) there shall be credited against the amount of any monies borrowed any amounts beneficially owned by the Company or any of its subsidiaries which are deposited with any bank or other person (whether on current account or otherwise) not being the Company or one of its subsidiaries and which are repayable to the Company or any of its subsidiaries on demand or within three months of any demand, subject, in the case of money deposited by a partly owned subsidiary, to the exclusion of a proportion thereof equal to the minority proportion (as defined in paragraph (iv) above);
- (viii) when the aggregate amount of monies borrowed at any material time is being ascertained:-

- (a) any such monies borrowed by the Company or any of its subsidiaries denominated or repayable in a currency other than sterling shall be translated for the purposes of calculating the sterling equivalent:-
- (1) with the exception of Excepted Foreign Currency Borrowings (as hereinafter defined), at the rate of exchange prevailing at the material time in London provided that all of such monies borrowed shall be translated (if thereby such sterling aggregate amount would be less) at the option of the Company either at the rate of exchange prevailing in London at the date of the latest available audited consolidated balance sheet of the Company or at the rate of exchange prevailing in London on the day six months before the material time; for the purposes of this sub-clause the rate of exchange shall be taken as the middle market rate as at the close of business in London on the relevant day (or, if such day is not a business day) as supplied by such person or calculated on such basis as the Auditors may determine or approve;
- (2) in the case of any Excepted Foreign Currency Borrowings at the rate of exchange which would be applicable to such monies borrowed on their repayment to the extent that such rate of exchange is fixed under any Exchange Cover Scheme (as hereinafter defined) in connection with such monies borrowed provided that where it is not possible to determine the rate of exchange applicable at the time of repayment of any such monies borrowed they shall be translated into sterling under the terms of the applicable Exchange Cover Scheme on such basis as may be agreed with, or determined by the Auditors, or, if this is agreed by the Auditors not to be practicable, in accordance with the provisions of (i) above;

(b) For the purposes of this sub-paragraph (viii):-

- (1) "Excepted Foreign Currency Borrowings" means monies borrowed denominated or repayable in a currency other than sterling which have the benefit of an Exchange Cover Scheme and "Exchange Cover Scheme" means H.M. Treasury exchange cover scheme or any other exchange cover scheme or arrangement, or any forward currency contract, currency option, back to back loan or swap taken out or entered into to reduce the risks associated with fluctuations in exchange rates;
- (2) where under the terms thereof the amount of money which would be required to discharge the principal amount of monies borrowed in full if it fell to be repaid (whether at the option of the company borrowing the same or by reason or default) at such material time is less than the amount which would otherwise be taken into account in respect of such monies borrowed for the purposes of this Article, the amount of such monies borrowed to be taken into account shall be such lesser amount; and

(ix) for the avoidance of doubt no amount shall be taken into account more than once in any calculation of monies borrowed and the following shall not be included as monies borrowed:-

- (a) pre-payments made to the Company or its subsidiaries;
- (b) payments made to the Company or its subsidiaries by way of deposit or security in respect of goods or services;
- (c) commitments of the Company or its subsidiaries under hire-purchase agreements, operating and other leases except any lease which constitutes a Finance Lease;

(D) In this Article the expression "Adjusted Capital and Reserves" means at any material time a sum equal to the aggregate of:-

- (a) the amount paid up on the issued share capital of the Company; and
- (b) the amount standing to the credit of the capital and revenue reserves of the Company and its subsidiaries (including any share premium account or capital redemption reserve) after adding thereto or deducting therefrom any balance to the credit or debit of profit and loss account

all based on a consolidation of the then latest available audited balance sheets of the Company and its subsidiaries but after:-

- (i) deducting sums equivalent to the book values of goodwill and any other intangible assets shown in such consolidation (adjusted as aforesaid);
- (ii) making such adjustments as may be appropriate in respect of any variation in the amount of such paid up share capital or any such reserves subsequent to the relevant balance sheet date and so that for this purpose if any issue or proposed issue of shares by the Company for cash has been underwritten then such shares shall be deemed to have been issued and the amount (including any premium) of the subscription monies payable in respect thereof (not being monies payable later than twelve months after the date of allotment) shall to the extent so underwritten be deemed to have been paid up on the date when the issue of such shares was underwritten (or, if such underwriting was conditional, on the date when it became unconditional);
- (iii) making such adjustments as may be appropriate in respect of any distributions declared, recommended or made by the Company or its subsidiaries (otherwise than attributable directly or indirectly to the Company) out of profits earned up to and including the date of the latest available audited balance sheet of the Company or subsidiary (as the case may be) to the extent that such distribution is not provided for in such balance sheet;
- (iv) making such adjustments as may be appropriate in respect of any variation in the interests of the Company in its subsidiaries since the date of the latest available audited balance sheet of the Company;
- (v) if the calculation is required for the purposes of or in connection with a transaction under or in connection with which any company is to become or cease to be a

subsidiary, making all such adjustments as would be appropriate if such transaction had been carried into effect; and

- (vi) excluding minority interests in subsidiaries.
- (E) (i) The determination of the Auditors as to the amount of the Adjusted Capital and Reserves at any time shall be conclusive and binding on all concerned. Nevertheless for the purposes of this Article the Directors may act in reliance on a bona fide estimate of the amount of the Adjusted Capital and Reserves at any time and if in consequence the limit hereinbefore contained is inadvertently exceeded an amount of borrowed monies equal to the excess may be disregarded until the expiration of six months after the date on which by reason of a determination of the Auditors or otherwise the Directors became aware that such a situation has or may have arisen.
- (ii) If as a result of any change in legislation relating to or affecting taxation matters any fixed amount payable by the Company or any of its subsidiaries in respect of any Finance Lease (as hereinbefore defined) shall increase and if in consequence the limit hereinbefore contained is exceeded an amount of borrowed monies equal to the excess may be disregarded until the expiration of six months after the date on which the Directors became aware that such a situation has arisen.
- (F) No person dealing with the Company or any of its subsidiaries shall be concerned to see or enquire whether the said limit is observed and no debt incurred or security given in excess of such limit shall be invalid or ineffectual unless the lender or the recipient of the security had, at the time when the debt was incurred or security given, express notice that the said limit had been or would thereby be exceeded.

GENERAL POWERS OF DIRECTORS

106. The business and affairs of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not by the Statutes or by these Articles required to be exercised by the Company in General Meeting subject nevertheless to any regulations of these Articles, to the provisions of the Statutes and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by Special Resolution of the Company, but no regulation so made by the Company shall invalidate any prior act of the Directors which would have been valid if such regulation had not been

made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article.

107. The Directors may establish any local boards or agencies for managing any of the affairs of the Company, either in the United Kingdom or elsewhere, and may appoint any persons to be members of such local boards, or any managers or agents, and may fix their remuneration, and may delegate to any local board, manager or agent any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the members of any local boards, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.
108. The Directors may from time to time and at any time by power of attorney or otherwise appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.
109. The Directors may from time to time elect a President of the Company and may determine the period for which he shall hold office. Such President may be either honorary or paid such remuneration as the Directors in their discretion shall think fit, and need not be a Director but shall, if not a Director, be entitled to receive notice of and attend and speak, but not to vote, at all meetings of the Board of Directors.
110. Subject to and to the extent permitted by the Statutes, the Company, or the Directors on behalf of the Company, may cause to be kept in any territory a branch register of members resident in such territory, and the Directors may make and vary such regulations as they may think fit respecting the keeping of any such register.
111. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

112. The Directors may from time to time appoint to the office of special director any employee of the Company. The special directors shall have such duties and powers as the Directors may from time to time determine. The special directors shall attend meetings of the Directors when the Directors resolve that their presence is required and the Directors may consult with them on all matters of importance in the general administration of the business of the Company, but they shall not vote on any resolution submitted to a meeting of the Directors. Any persons appointed as special directors shall not be Directors within the meaning of the expression "the Directors" in these Articles or as persons occupying the position of Directors for the purpose of the Statutes and shall remain at all times and in all respects under the control of the Directors and they (or any of them) may at any time be removed or suspended from office by the Directors.

SECRETARY

113. The Secretary shall be appointed by the Directors on such terms and for such period as they may think fit. Any Secretary so appointed may at any time be removed from office by the Directors, but without prejudice to any claim for damages for breach of any contract of service between him and the Company. If thought fit two or more persons may be appointed as Joint Secretaries. The Directors may also appoint from time to time on such terms as they may think fit one or more Deputy or Assistant Secretaries.

THE SEAL

114. (A) The Directors shall provide for the safe custody of the Seal and any Securities Seal and neither shall be used without the authority of the Directors or of a committee duly authorised by the Directors which authority may be of a general nature and need not apply to specific documents or transactions.
- (B) Every instrument to which the Seal shall be affixed shall be signed autographically by one Director or by a Director and the Secretary or by the Secretary alone or by some other person authorised by a resolution of the Directors save that as regards any certificates for shares or debentures or other securities of the Company the Directors may by resolution determine that such signatures or signature shall be dispensed with or affixed by some method or system of mechanical signature.
- (C) The Securities Seal shall be used only for sealing securities issued by the Company and documents creating or evidencing securities so issued. Any such securities or documents sealed with the Securities Seal shall not require to be signed.

115. The Company may exercise the powers conferred by the Statutes with regard to having an official seal for use abroad and such powers shall be vested in the Directors.

AUTHENTICATION OF DOCUMENTS

116. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Directors or any committee, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true or extracts; and where any books, records, documents or accounts are elsewhere than at the Office the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid. A document purporting to be a copy of a resolution, or an extract from the minutes of a meeting, of the Company or of the Directors or any committee which is certified as aforesaid shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that any minute so extracted is a true and accurate record of proceedings at a duly constituted meeting.

RESERVES

117. The Directors may from time to time set aside out of the profits of the Company and carry to reserve such sums as they think proper which, at the discretion of the Directors, shall be applicable for any purpose to which the profits of the Company may properly be applied and pending such application may either be employed in the business of the Company or be invested. The Directors may divide the reserve into such special funds as they think fit and may consolidate into one fund any special funds or any parts of any special funds into which the reserve may have been divided. The Directors may also without placing the same to reserve carry forward any profits. In carrying sums to reserve and in applying the same the Directors shall comply with the provisions of the Statutes.

DIVIDENDS

118. The Company may by Ordinary Resolution declare dividends but no such dividend shall exceed the amount recommended by the Directors.
119. If and so far as in the opinion of the Directors the profits of the Company justify such payments, the Directors may pay the fixed dividends on any class of shares carrying a fixed dividend expressed to be payable on fixed dates on the half-yearly or other dates prescribed for the payment thereof and may also from time to time pay interim

dividends on shares of any class of such amounts and on such dates and in respect of such periods as they think fit.

120. Unless and to the extent that the rights attached to any shares or the terms of issue thereof otherwise provide, all dividends shall (as regards any shares not fully paid throughout the period in respect of which the dividend is paid) be apportioned and paid pro rata according to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid. For the purposes of this Article no amount paid on a share in advance of calls shall be treated as paid on the share.
121. No dividend shall be paid otherwise than out of profits available for distribution under the provisions of the Statutes.
122. Subject to the provisions of the Statutes, where any asset, business or property is bought by the Company as from a past date the profits and losses thereof as from such date may at the discretion of the Directors in whole or in part be carried to revenue account and treated for all purposes as profits or losses of the Company. Subject as aforesaid, if any shares or securities are purchased cum dividend or interest, such dividend or interest may at the discretion of the Directors be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof.
123. Subject as herein provided no dividend or other monies payable on or in respect of a share shall bear interest as against the Company.
124. (A) The Directors may retain any dividend or other monies payable on or in respect of a share on which the Company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

(B) The Directors may retain the dividends payable upon shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained entitled to become a member, or which any person is under those provisions entitled to transfer, until such person shall become a member in respect of such shares or shall transfer the same.
125. The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the shareholder (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Company.
126. All dividends, interest or other sums payable unclaimed after having been declared may be invested or otherwise made use of by the

Directors for the benefit of the Company until claimed. The payment by the Directors of any unclaimed dividend or other monies payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof and any dividend unclaimed after a period of twelve years from the date of declaration of such dividend shall be forfeited and shall revert to the Company.

127. The Company may upon the recommendation of the Directors by Ordinary Resolution direct payment of a dividend in whole or in part by the distribution of specific assets (and in particular of paid up shares or debentures of any other company) and the Directors shall give effect to such resolution. Where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and in particular may issue fractional certificates, may fix the value for distribution of such specific assets or any part thereof, may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors.
128. Any dividend or other monies payable in cash on or in respect of a share may be paid (i) by cheque, warrant or similar financial instrument sent through the post or by other means to the registered address of the member or person entitled thereto (or, if two or more persons are registered as joint holders of the share or are entitled thereto in consequence of the death or bankruptcy of the holder, to any one of such persons) or to such person and such address as such member or person or persons may by writing direct; (ii) by interbank transfer to such account as the payee or payees shall in writing direct; (iii) in the case of dividends or other monies relating to shares in uncertificated form, by means of a relevant system (as defined in the Regulations); or (iv) by such other method of payment as the member (or in the case of joint holders of a share, all of them) may agree to. Every such cheque, warrant or similar financial instrument shall be made payable to or to the order of the person to whom it is sent or to such person as the holder or joint holders or person or persons entitled to the share in consequence of the death or bankruptcy of the holder may direct and payment of the cheque, warrant or similar financial instrument by the banker upon whom it is drawn shall be a good discharge to the Company. Every such cheque, warrant or similar financial instrument shall be sent at the risk of the person entitled to the money represented thereby.
129. If two or more persons are registered as joint holders of any share, or are entitled jointly to a share in consequence of the death or bankruptcy of the holder, any one of them may give effectual receipts for any dividend or other monies payable or property distributable on or in respect of the share.

130. Any resolution declaring a dividend on shares of any class, whether a resolution of the Company in General Meeting or a resolution of the Directors, may specify that the same shall be payable to the persons registered as the holders of such shares at the close of business on a particular date, notwithstanding that it may be a date prior to that on which the resolution is passed, and thereupon the dividend shall be payable to them in accordance with their respective holdings so registered, but without prejudice to the rights in respect of such dividend of transferors and transferees of any such shares inter se.

CAPITALISATION OF PROFITS AND RESERVES

131. The Directors may, with the sanction of an Ordinary Resolution of the Company, capitalise any sum standing to the credit of any of the Company's reserve accounts (including any share premium account, capital redemption reserve or other undistributable reserve) or any sum standing to the credit of profit and loss account by appropriating such sum to the holders of Ordinary Shares on the Register at the close of business on the date of the Resolution (or such other date as may be specified therein or determined as therein provided) in proportion to their then holdings of Ordinary Shares and applying such sum on their behalf in paying up in full unissued Ordinary Shares (or, subject to any special rights previously conferred on any shares or class of shares for the time being issued, unissued shares of any other class not being redeemable shares) for allotment and distribution credited as fully-paid up to and amongst them as bonus shares in the proportion aforesaid. The Directors may do all acts and things considered necessary or expedient to give effect to any such capitalisation, with full power to the Directors to make such provisions as they think fit for any fractional entitlements which would arise on the basis aforesaid (including provisions whereby fractional entitlements are disregarded or the benefit thereof accrues to the Company rather than to the members concerned). The Directors may authorise any person to enter on behalf of all the members interested into an agreement with the Company providing for any such capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.
132. At any time prior to or at the Annual General Meeting of the Company in 2000 and thereafter with the prior approval of an Ordinary Resolution of the Company passed at any General Meeting of the Company, the Directors may, in respect of any dividend proposed to be paid or declared at any time prior to or at the fifth Annual General Meeting of the Company occurring after such General Meeting offer ordinary shareholders the right to elect to receive in lieu of such dividend (or part thereof) an allotment of additional Ordinary Shares credited as fully paid. In any such case the following provisions shall apply:

- (A) The basis of allotment shall be determined by the Directors so that, as nearly as may be considered convenient, the value (calculated by reference to the average quotation) of the Ordinary Shares to be allotted in lieu of any amount of dividend shall equal such amount. For such purpose the "average quotation" of an Ordinary Share shall be the average of the middle market quotations of the Ordinary Shares on the London Stock Exchange, as derived from the Daily Official List, on each of the first five business days on which the Ordinary Shares are quoted "ex" the relevant dividend;
- (B) If the Directors determine to offer such rights of election on any occasion they shall give notice in writing to the ordinary shareholders of the right of election offered to them and shall issue forms of election and shall specify the procedures to be followed in order to exercise such right; the Directors may also offer to ordinary shareholders the right to elect to receive Ordinary Shares instead of cash both in respect of the relevant dividend and in respect of future dividends not yet declared or resolved (and accordingly in respect of which the basis of allotment shall not have been determined) and shall specify the procedures to be followed in order to exercise, vary or revoke such a right of election;
- (C) The dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable on Ordinary Shares in respect whereof the share election has been duly exercised ("the elected Ordinary Shares"), and in lieu thereof additional shares shall be allotted to the holders of the elected Ordinary Shares on the basis of allotment determined as aforesaid. For such purpose the Directors shall capitalise, out of such of the sums standing to the credit of reserves (including any share premium account or capital redemption reserve fund) or profit and loss account as the Directors may determine, a sum equal to the aggregate nominal amount of additional Ordinary Shares to be allotted on such basis and shall apply the same in paying up in full the appropriate number of unissued Ordinary Shares for allotment and distribution to and amongst the holders of the elected Ordinary Shares on such basis;
- (D) No fraction of any share shall be allotted. The Directors may make such provisions as they think fit for any fractional entitlements including provisions whereby, in whole or in part, the benefit thereof accrues to the Company and/or under which fractional entitlements are accrued and/or retained and in each case accumulated on behalf of any shareholder and such accruals or retentions are applied to the allotment by way of bonus to or cash subscription on behalf of such ordinary shareholder of fully paid Ordinary Shares;

- (E) The additional Ordinary Shares so allotted shall rank as *pari passu* in all respects with the fully-paid Ordinary Shares then in issue save only as regards participation in the relevant dividend;
- (F) Article 131 (capitalisation of reserves) shall apply (*mutatis mutandis*) to any capitalisation made pursuant to this Article;
- (G) The Directors may on any occasion determine that rights of election shall not be made available to any ordinary shareholders with registered addresses in any territory where in the absence of a registration statement or other special formalities the circulation of an offer or rights of election would or might be unlawful, and in such event the provisions of aforesaid shall be read and construed subject to such determination; and
- (H) In relation to any particular proposed dividend the Directors may in their absolute discretion withdraw the offer previously made to ordinary shareholders to elect to receive additional Ordinary Shares in lieu of cash dividend (or part thereof) at any time prior to the allotment of the additional Ordinary Shares.

ACCOUNTS

- 133. Accounting records sufficient to show and explain the Company's transactions and otherwise complying with the Statutes shall be kept at the Office, or at such other place as the Directors think fit, and shall always be open to inspection by the officers of the Company. Subject as aforesaid no member of the Company or other person shall have any right to inspect any account or book or document of the Company except as conferred by statute or ordered by a court of competent jurisdiction or authorised by the Directors.
- 134. A copy of every balance sheet and profit and loss account which is to be laid before a General Meeting of the Company (including every document required by law to be comprised therein or attached or annexed thereto) shall not less than twenty-one days before the date of the meeting be sent to every member of the Company, and to every holder of debentures of the Company who is entitled under the terms of the contract creating or evidencing the debentures to receive a copy, and to every other person who is entitled to receive notices of meetings from the Company under the provisions of the Statutes or of these Articles. Provided that this Article shall not require a copy of these documents to be sent to any member to whom a summary financial statement is sent in accordance with the Statutes and provided further that this Article shall not require a copy of these documents to be sent to more than one of joint holders or to any person of whose address the Company is not aware, but any member or holder of debentures to whom a copy of these documents has not been sent shall be entitled to

receive a copy free of charge on application at the Office. If all or any of the shares or debentures of the Company shall for the time being be listed or dealt in on the London Stock Exchange, there shall be forwarded to the appropriate officer of the London Stock Exchange such number of copies of such documents as may for the time being be required under its regulations or practice.

AUDITORS

135. Subject to the provisions of the Statutes, all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment or subsequently became disqualified.
136. An Auditor shall be entitled to attend any General Meeting and to receive all notices of and other communications relating to any General Meeting which any member is entitled to receive and to be heard at any General Meeting on any part of the business of the meeting which concerns him as Auditor.

NOTICES

137. Any notice or document (including a share certificate) may be served on or delivered to any member by the Company either personally or by sending it through the post in a prepaid cover addressed to such member at his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company as his address for the service of notices, or by delivering it to such address addressed as aforesaid. In the case of a member registered on a branch register any such notice or document may be posted either in the United Kingdom or in the territory in which such branch register is maintained. Where a notice or other document is served or sent by post, service or delivery shall be deemed to be effected at the expiration of twenty-four hours (or, where second-class mail is employed, forty-eight hours) after the time when the cover containing the same is posted and in proving such service or delivery it shall be sufficient to prove that such cover was properly addressed, stamped and posted.
138. Any notice given to that one of the joint holders of a share whose name stands first in the Register of Members in respect of the share shall be sufficient notice to all the joint holders in their capacity as such. For such purpose a joint holder having no registered address in the United Kingdom and not having supplied an address within the United Kingdom for the service of notices shall be disregarded.

139. A person entitled to a share in consequence of the death or bankruptcy of a member upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share, and upon supplying also an address within the United Kingdom for the service of notices, shall be entitled to have served upon or delivered to him at such address any notice or documents to which the member but for his death or bankruptcy would have been entitled, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share. Save as aforesaid any notice or document delivered or sent by post to or left at the address of any member in pursuance of these Articles shall, notwithstanding that such member be then dead or bankrupt or in liquidation, and whether or not the Company has notice of his death or bankruptcy or liquidation, be deemed to have been duly served or delivered in respect of any share registered in the name of such member as sole or first-named joint holder.
140. A member who (having no registered address within the United Kingdom) has not supplied to the Company an address within the United Kingdom for the service of notices shall not be entitled to receive notices from the Company. If on three consecutive occasions notices or other documents or communications (including any dividend payment and any balance sheet and profit and loss account) have been sent through the post to any holder of shares at his registered address or his address for the service of notices but have been returned undelivered, such holder shall not thereafter be entitled to receive notices or other such documents or communications from the Company until he shall have communicated with the Company and supplied in writing to the Company a new address for the service of notices or such other documents or communications.
141. If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Company is unable effectively to convene a General Meeting by notices sent through the post, a General Meeting may be convened by a notice advertised in at least two leading newspapers with appropriate circulation and such notice shall be deemed to have been duly served on all members entitled thereto:-
- (a) if both or all advertisements appear on the same day, at noon on that day; or
 - (b) if both or all advertisements do not appear on the same day, at noon on the day on which the later or latest advertisement appears.

In any such case the Company shall send confirmatory copies of the notice by post if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes

practicable.

142. Nothing in any of the preceding five Articles shall affect any requirement of the Statutes that any particular offer, notice or other document be served in any particular manner.

WINDING UP

143. The Directors shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.
144. If the Company shall be wound up (whether the liquidation is voluntary, under supervision, or by the court) the Liquidator may, with the authority of an Extraordinary Resolution, divide among the members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the members or different classes of members. The Liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the Liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability.

PROVISION FOR EMPLOYEES

145. The Company shall exercise the power conferred upon it by Section 719 of the Act only with the prior sanction of a Special Resolution. If at any time the capital of the Company is divided into different classes of shares, the exercise of such power as aforesaid shall be deemed to be a variation of the rights attached to each class of shares and shall accordingly require the prior consent in writing of the holders of three-fourths in nominal value of the issued shares of each class or the prior sanction of an Extraordinary Resolution passed at a separate meeting of the holders of the shares of each class convened and held in accordance with the provisions of Article 4.

INDEMNITY

146. Subject to the provisions of and so far as may be consistent with the Statutes, every person who is or was at any time a Director, Secretary, other officer or employee of the Company, or of any other company which is its holding company or in which the Company or such holding company or any of the predecessors of the Company or of such holding company has any interest, whether direct or indirect, or which is in any

way allied to or associated with the Company, or of any subsidiary undertaking of or any other body, whether or not an incorporated body, owned by or in which an interest is owned by the Company or any such other company, or any other person or persons if the Directors consider it necessary or desirable, shall be entitled, if the Directors so resolve, to be indemnified by the Company out of its own funds against all costs, charges, losses, expenses and liabilities incurred by him in or in connection with the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office in relation to the Company or any other such company, subsidiary undertaking or body or otherwise as considered by the Directors to be necessary or desirable.

No. 1777777

**THE COMPANIES ACTS 1948
to 1985
AND THE COMPANIES ACT
1985**

**COMPANY LIMITED BY
SHARES**

MEMORANDUM

and

New

**ARTICLES OF
ASSOCIATION
(Adopted by Special Resolution
passed on 16 July 1996)**

of

BRITISH AIRWAYS Plc

**Incorporated the 13th day of
December 1983**