

The Companies Act 1985

COMPANY LIMITED BY SHARES

Special Resolution

of

BRITISH AIRWAYS Plc

Passed 16 July 1991

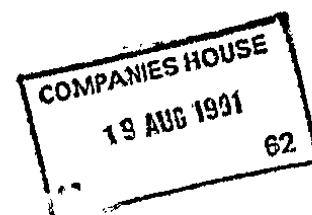
At the ANNUAL GENERAL MEETING of the above named Company, duly convened and held at the Barbican Centre Silk Street, London EC2 on Tuesday the sixteenth day of July 1991, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION, namely:

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 the date of the annual general meeting in 1992 or on 16 October 1992, whichever is the earlier, and for such period:

- a) prescribed amount shall be £60,000,000; and
- b) the section 89 amount shall be £9,000,000.

Robert Atkinson

SECRETARY



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At the ANNUAL GENERAL MEETING of the above named Company, duly convened and held at the Barbican Centre Silk Street, London EC2 on Tuesday the sixteenth day of July 1991, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION, namely:

THAT the Memorandum of Association of the Company be amended by adding the following additional object to Clause 4:

(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.

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THAT the Articles of Association of the Company be amended as follows:

1. Article 36(B) shall be deleted and Article 36(C) re-numbered as Article 36(B).
2. In Article 43(C):
 - a) The phrases "the Custodian Bank (as defined in Article 44(B) acting in its capacity as such or", "the Custodian Bank or", "as the case may be" and "in each such case" shall be deleted;
 - b) Sub-paragraph (i) shall be deleted;
 - c) The phrase "(ii) in the case of a Depositary," shall be deleted;
3. In Article 44:
 - a) The definitions of "Custodian Bank", "Interim Depositary Receipts," "Installment Agreement" and "Interim Rights" shall be deleted from paragraph (B).
 - b) In the definition of "Depositary," the phrase "or Interim Rights" shall be deleted.
 - c) In paragraph (C) (i) the following sentence shall be deleted:

"The Directors shall from time to time cause to be entered in (or removed from) the Separate Register particulars of each share in respect of which the Custodian Bank has received declarations to the effect that the Interim Rights relating thereto would (or, as the case may be, would not) if the same was a Share, be a Relevant Share and in the case of a removal, the Directors are satisfied that such Interim Rights would not, if the same were a Share, be a Relevant Share."
 - d) In paragraph (Q) sub-paragraph (i) shall be deleted, and in sub-paragraphs (ii) & (iii) the references to "Interim Rights" or "Interim Depositary Receipt" shall be deleted and sub-paragraphs (ii) and (iii) re-numbered accordingly.

4. In Article 45(B) the definition of "Custodian Bank" shall be deleted and in the definition of "Permitted Person" sub-paragraph (iv) shall be deleted and sub-paragraphs (v) and (vi) re-numbered accordingly.
5. In Article 76 the phrase "(i) is the Custodian Bank (as defined in Article 44(B)) acting in its capacity as such or (ii)" shall be deleted.
6. Article 82 shall be re-numbered 82(A) and the following new paragraph shall be added thereafter:

"82(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."

7. In Article 99(B), "and" shall be deleted after sub-paragraph (iv) and re-inserted after sub-paragraph (v) after which the following new sub-paragraph shall be inserted:

"(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 82(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."

8. Article 134 after the words "Provided that this Article shall not require a copy of these documents to be sent to" there shall be inserted the following words:

"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"

9. For Article 146, there shall be substituted the following:

"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 person 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."

Robert A. [unclear]

SECRETARY

No. 1777777

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of

BRITISH AIRWAYS Plc

Passed 16 July 1991

At the ANNUAL GENERAL MEETING of the above named Company, duly convened and held at the Barbican Centre Silk Street, London EC2 on Tuesday the sixteenth day of July 1991, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION, namely:

THAT in Article 106(B) the following words shall be inserted after the word "exceed" and before the words "an amount equal to":

"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"

Rose A. J. J.

SECRETARY

