

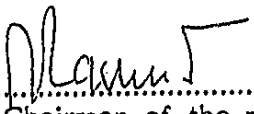
Company No: 2103900

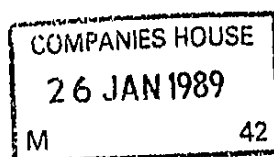
THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTION  
OF  
LYNTON NOMINEES LIMITED

At the Annual General Meeting of the Company held at Albany House, Petty France, London SW1H 9EE on 30 December 1988, the following resolution was duly passed as a special resolution of the Company:

SPECIAL RESOLUTION

"THAT the regulations set out in the print produced to the Meeting and for the purpose of identification signed by the Chairman thereof be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association."

.....  
Chairman of the meeting





Company No. 2103900

THE COMPANIES ACT 1985

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PRIVATE COMPANY LIMITED BY SHARES

—oOo—

ARTICLES OF ASSOCIATION

of

LYNTON NOMINEES LIMITED

—oOo—

Preliminary

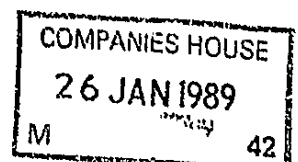
1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985, as amended, (hereinafter called "Table A") shall apply to the Company save insofar as they are varied or excluded by or are inconsistent with these articles; and regulation 1 shall so apply as if references to "these regulations" included references to these articles. Accordingly, in these articles "the Act" means the Companies Act 1985, including any statutory modification or re-enactment of it for the time being in force; and any reference in these articles to a provision of that Act includes a reference to any statutory modification or re-enactment of that provision for the time being in force.
2. Regulations 46, 47, 65 to 69 (inclusive) and 73 to 80 (inclusive), regulation 84, the first sentence of regulation 91, and regulations 94 to 97 (inclusive) in Table A shall not apply to the Company.

Shares

3. Sections 89(1) and 90(1) to (6) (inclusive) of the Act, in their application to allotments by the Company of equity securities, are hereby excluded.

Proceedings at general meetings

4. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the chairman or by any member present in person or by proxy. Unless a poll is so demanded a declaration by the chairman that a resolution has on a show of hands been carried (whether unanimously or by a particular majority) or lost, and an entry to that effect in the book containing the minutes of the proceedings of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.



## Directors

5. BAA plc (registered number 1970855) may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director, may remove from office any director however appointed, may appoint and remove the chairman of the board of directors, may appoint any one or more of the directors to the office of managing director or chief executive or to any other executive office under the Company upon such terms as to remuneration and otherwise as BAA plc may think fit, and may remove from office any person so appointed. Any such appointment or removal shall be effected by an instrument in writing signed on behalf of BAA plc by one of its directors and shall take effect on lodgment at the office.
6. A director shall not be required to retire by rotation.  
  
The removal of any person from office under article 5 shall be without prejudice to any claim the person concerned may have for breach of any contract of service between him and the Company.
8. A director who has duly declared his interest (so far as he is required to do so) may vote at a meeting of the directors or of a committee of the directors on any resolution concerning a matter in which he is interested, directly or indirectly. If he does, his vote shall be counted; and whether or not he does, his presence at the meeting shall be taken into account in calculating the quorum.
9. Regulation 93 of Table A shall apply to the Company as if the words "either signed or approved in writing or by telex or telegram" were substituted for the word "signed" wherever that word appears.

## Alternate Directors

10. Any director (other than an alternate director) may appoint any other person, who is willing to act and who is either a director or is approved by an instrument in writing signed on behalf of BAA plc by one of its directors, to be an alternate director, and may by like instrument remove from office an alternate director appointed by him.
11. (1) An alternate director shall (unless he is absent from the United Kingdom) be entitled to receive notices of meetings of the directors and of committees of the directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not present, and generally to perform all the functions of his appointor as a director in his absence, but shall not (unless the Company by ordinary resolution otherwise determines) be entitled to any fees for his services as an alternate director.  
  
(2) An alternate director shall cease to be an alternate director if his appointor ceases to be a director; but, if a director retires by rotation or otherwise but is re-appointed or deemed to have been re-appointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his re-appointment.

12. An appointment or removal of an alternate director shall be by notice to the Company executed by the director making or revoking the appointment and deposited at the Office, or in any other manner approved by the directors.
13. Save as otherwise provided in these articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults, and he shall not be deemed to be the agent of the director appointing him.

#### Indemnity

14. Subject to the provisions of the Act, and in addition to the indemnity contained in regulation 118 of Table A, every director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the proper execution and discharge of the duties of his office.