

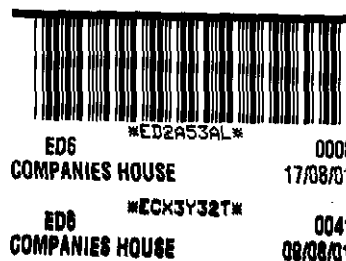
COMPANIES ACT 1985 - 1989
PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS
OF
LIVERPOOL AIRPORT PLC

I certify that this is a true copy of the Special Resolutions passed at an Extraordinary General Meeting of the above named Company held at Peel Dome The Trafford Centre Manchester M17 8PL on the 3 August 2001

- 1 **THAT** subject to and conditional upon the passing as Extraordinary Resolutions of the resolution set out in the notice dated 2 August 2001 of a separate Class Meeting of the holders of the "A" Ordinary Shares and the resolution set out in the notice dated 2 August 2001 of a separate Class Meeting of the holders of the "B" Ordinary Shares then the "A" Ordinary Shares of £1 each in the capital of the Company be re-designated as Ordinary Shares of £1 each;
- 2 **THAT** subject to and conditional upon the passing as Extraordinary Resolutions of the resolution set out in the notice dated 2 August 2001 of a separate Class Meeting of the holders of the "A" Ordinary Shares and the resolution set out in the notice dated 2 August 2001 of a separate Class Meeting of the holders of the "B" Ordinary Shares then the "B" Ordinary Shares of £1 each in the capital of the Company be re-designated as Ordinary Shares of £1 each;
- 3 **THAT** subject to and conditional upon the passing as Extraordinary Resolutions of the resolution set out in the notice dated 2 August 2001 of a separate Class Meeting of the holders of the "A" Ordinary Shares and the resolution set out in the notice dated 2 August 2001 of a separate Class Meeting of the holders of the "B" Ordinary Shares then the existing Articles of Association of the Company shall cease to apply and that the Company adopts in substitution for them the Articles of Association produced to the Meeting and initialled by the Chairman for the purposes of identification.


.....
Secretary



Company No : 2116704

THE COMPANIES ACTS 1985 TO 1989
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
of
LIVERPOOL AIRPORT
PUBLIC LIMITED COMPANY

(Adopted by Special Resolution dated 3 August 2001)

1. (a) The Company is a public limited company and regulations contained or incorporated in Table A in the Companies (Table A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter called "Table A") shall apply to the Company save insofar as they are varied or excluded by or are inconsistent with these regulations.

(b) Regulations 73 to 80 (inclusive) and 94 to 97 (inclusive) in Table A shall not apply to the Company.

(c) In these Articles "the Act" means the Companies Acts 1985 to 1989 and every statutory modification and re-enactment thereof for the time being in force.
2. The authorised share capital of the Company at the date of the adoption of these Articles is as stated in the Schedule hereto.
3. (i) The shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80(2) of the Act) of the Company to such persons and generally on such terms and conditions as the Directors think proper.

(ii) The general authority conferred by paragraph (i) of this Article shall expire on that date which is the day preceding the fifth anniversary of the date on which the Resolution adopting these Articles was passed unless renewed varied or revoked by the Company in general meeting and such authority shall extend to the amount of the authorised but unissued share capital of the Company at the date of the adoption of these Articles.

(iii) The Directors shall be entitled under the general authority conferred by paragraph (i) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.
4. In accordance with Section 91(1) of the Act the provisions of Sections 89(1) and 90(1) to 90(6) inclusive of the Act shall not apply to the Company.
5. The Directors may in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any Share whether or not it is a fully paid share. The first sentence of Regulation 24 of Table A shall not apply to the Company.

6. A Member or Members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors or to fill any vacancy, and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.
7. The Directors shall have power at any time, and from time to time, to appoint any person or persons to be a Director or Directors, either to fill a casual vacancy or as an addition to the existing Directors.
8. The Company shall not be subject to Section 293 of the Act. No person shall be disqualified from being or becoming a Director by reason of his attaining or having attained the age of 70 or any other age.
9. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.
10. A Director who has duly declared his interest therein may vote as a Director in regard to any contract or proposed contract or arrangement in which he is interested whether directly or indirectly or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be counted in the quorum present at any meeting at which any such contract, arrangement or matter is under consideration.

SCHEDULE

The authorised share capital of the Company at the date of the adoption of these Articles of Association is 33,040,000 shares of £1 each all of which have been issued.