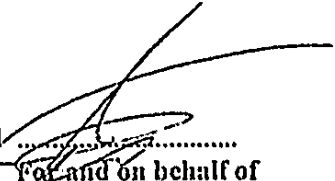


THE COMPANIES ACTS 1985 TO 1989  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN ORDINARY RESOLUTIONS OF  
**SOUTHAMPTON INTERNATIONAL AIRPORT LIMITED**

We, the undersigned, being the sole member of the company, who at the date of these resolutions would be entitled to attend and vote at general meetings of the Company, **HEREBY PASS** the following ordinary resolutions and agree that the said resolutions shall, for all purposes, be as valid and effective as if the same had been passed by us at a general meeting of the Company duly convened and held:

1. **THAT** the authorised share capital of the Company be and is hereby increased from £100 to £50,000,000 by the creation of 49,999,900 new Ordinary Shares of £1.00 each ranking pari passu in all respects with the existing Ordinary Shares of £1.00 each in the capital of the Company.
2. **THAT** the directors are unconditionally authorised, pursuant to Section 80 of the Companies Act 1985, to allot all shares in the authorised share capital of the Company which are unissued at the time of the passing of these resolutions or at any time or times during the period of five years from the date hereof and at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority.

Dated this 27<sup>th</sup> day of March 1997

Signed   
For and on behalf of  
Airports UK Limited - duly authorised

