

No 03385025

THE COMPANIES ACT 2006

WRITTEN RESOLUTION

of

LIVERPOOL AIRPORT HOLDINGS LIMITED

14~~02~~ MARCH 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the above-named company (the "**Company**") propose that the following resolutions (the "**Resolutions**") are passed as one ordinary resolution and one special resolution

1. ORDINARY RESOLUTION

THAT for the purposes of section 551 of the Companies Act 2006 (the "Act") the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for, or to convert any security into, shares in the Company, as is contemplated in sub-sections 551(1)(a) and 551(1)(b) respectively of the Act up to a maximum nominal amount of £643,534 to such persons and at such times and on such terms as they think proper during the period expiring at the end of five years from the date of the passing of this resolution

2. SPECIAL RESOLUTION

THAT, subject to the passing of resolution 1, the Directors be and are hereby empowered in accordance with section 570 of the Companies Act 2006 (the "Act") to allot equity securities (as defined in section 560 of the Act) for cash, pursuant to the authority conferred on them to allot such shares or grant such rights by that resolution, up to a maximum nominal value of £643,534 as if sub-section (1) of section 561 of the Act did not apply to any such allotment

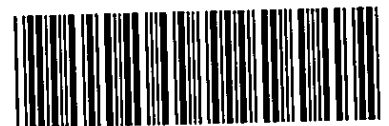
Signed on behalf of

**LIVERPOOL AIRPORT
FINANCE LIMITED**

acting by STEVEN UNDERWOOD

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FRIDAY



RM 01/04/2016 #104
COMPANIES HOUSE

No 03385025

THE COMPANIES ACT 2006

WRITTEN RESOLUTION

of

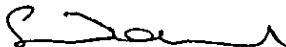
LIVERPOOL AIRPORT HOLDINGS LIMITED

(the "Company")

Record of written resolutions agreed to in accordance with Chapter 2, Part 13 of the Companies Act 2006 which have effect as if passed by the Company in General Meeting

It is recorded that

1. The written resolutions (the "**resolutions**"), a copy of which is attached, were passed as one ordinary resolution and one special resolution by or on behalf of the members of the Company who, at the date of the circulation of the resolutions, were entitled to attend and vote at a General Meeting of the Company
2. The resolutions were signed by or on behalf of the last member necessary for them to be passed on 14 MARCH 2016



Director

THE COMPANIES ACT 2006

WRITTEN RESOLUTION

of

LIVERPOOL AIRPORT HOLDINGS LIMITED

(Effective: 14 MARCH 2016)

The following resolutions were duly agreed to by the members of the Company in accordance with Chapter 2, Part 13 of the Companies Act 2006 as with effect from 14 MARCH 2016

RESOLUTIONS

1. ORDINARY RESOLUTION

THAT for the purposes of section 551 of the Companies Act 2006 (the "Act") the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for, or to convert any security into, shares in the Company, as is contemplated in sub-sections 551(1)(a) and 551(1)(b) respectively of the Act up to a maximum nominal amount of £643,534 to such persons and at such times and on such terms as they think proper during the period expiring at the end of five years from the date of the passing of this resolution

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