

Company Number. 05757208

Circulation Date 23 March 2016

**WRITTEN RESOLUTION BY SPECIAL MAJORITY OF THE SHAREHOLDERS OF  
HEATHROW AIRPORT HOLDINGS LIMITED (THE "COMPANY")**

In accordance with Section 288 of the Companies Act 2006 and article 67 of the Articles of Association of the Company, we being all the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, and being all the members of the Company who, for the purposes of Article 67 of the Articles of Association, constitute a Special Majority (as defined in the Articles of Association) declare that the following resolution shall have effect as if passed by the Company in general meeting and accordingly **WE HEREBY RESOLVE**

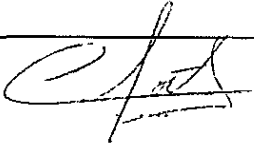
**THAT** Article 80 of the Company's Articles of Association be and is replaced with the following new article

"80 The number of Directors (other than the alternate Directors) shall, at all times, be not less than three and, unless the Majority Holder resolves otherwise in writing, be not more than sixteen "

Please read the notes at the end of this document before signifying your agreement to the Resolution by Special Majority

We, the undersigned, entitled to vote on the above resolution on 23 March 2016, hereby irrevocably agree to the Resolution by Special Majority

Signed

  
Director  
For and on behalf of  
**ADI Finance 2 Limited**  
Dated 30/03/2016

SATURDAY



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02/04/2016

#326

COMPANIES HOUSE

***Procedures for signifying agreement***

- 1 If you agree to the written resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

**By Hand** delivering the signed copy to Carol Hui, The Compass Centre, Nelson Road, Hounslow, Middlesex, TW6 2GW

**Post** returning the signed copy by post to Carol Hui, The Compass Centre, Nelson Road, Hounslow, Middlesex, TW6 2GW

**E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to carol\_hui@heathrow.com Please enter "Written resolution dated 23 March 2016" in the e-mail subject box

- 2 If you do not agree to the written resolution, you do not need to do anything you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the written resolution, you may not revoke your agreement

***Period for agreeing to the written resolution***

- 4 Unless, by 28 days following the Circulation Date, sufficient agreement has been received for the written resolution to pass, it will lapse. If you agree to the written resolution, please ensure that your agreement reaches us before or on this date

***Other***

- 5 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document