

THE COMPANIES ACTS 1985 TO 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

AIRPORT PARTNERS LIMITED

Circulated on 9th June 2008 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that

- resolution 1 below is passed as special resolutions,
- resolutions 2 to 3 below are passed as ordinary resolutions,

together the "**Resolutions**"

SPECIAL RESOLUTIONS

- 1 THAT the authorised share capital of the Company be increased by £150,000 beyond its current authorised share capital of £1,000 to £151,000 by the creation of 150,000,000 non-redeemable preference shares of 0.1 pence each such shares to rank pari passu with the existing redeemable preference shares in the capital of the Company save that they would not be redeemable

ORDINARY RESOLUTIONS

- 2 THAT the directors are generally authorised pursuant to the Companies Act 1985 Section 80 for a period of 5 years from the date of this resolution to exercise the power of the Company to allot relevant securities (within the meaning of the Companies Act 1985 Section 80(2)) in respect of all shares for the time being unissued, but the maximum aggregate nominal amount of ordinary shares which may be allotted pursuant to this authority shall be £151,000 and this authority may be varied or revoked by an ordinary resolution of the company
- 3 The Directors (being generally authorised by the resolution numbered 2 above for the purposes of section 80 of the Companies Act 1985) be and they are hereby unconditionally empowered pursuant to section 95 of the Companies Act 1985 to allot or agree to allot 150,000,000 non-redeemable preference shares of 0.1 pence each in the capital of the Company and that the provisions of sections 89 and 90 of the Companies Act 1985 shall not

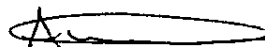
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apply to any such allotment or agreement to allot provided that this authorisation shall expire five years after the passing of this Resolution

Please read the notes at the end of this document before signifying your agreement to the Resolutions

Signed



Dated

16/6/08

Signed

Dated

Signed

Dated

Signed

Dated

NOTES

- 1 You can choose to agree to the all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the Resolutions, 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 Raworths, Eton House, 89 Station Parade, Harrogate, North Yorkshire, HG1 1HF
 - **Post.** returning the signed copy by post to Raworths, Eton House, 89 Station Parade, Harrogate, North Yorkshire, HG1 1HF

If you do not agree to all of the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply. However it would be helpful if you would reply, indicating your disagreement
- 2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement
- 3 Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date
- 4 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 of members.
- 5 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