

COMPANIES FORM No. 155(6)a

G**Declaration in relation to
assistance for the acquisition
of shares****155(6)a**

CHFP025

Please do not
write in this
margin

Pursuant to section 155(6) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number



2078273

Note
Please read the notes
on page 3 before
completing this form.

Name of company

Birmingham International Airport Limited

† insert full name
of company

N Hanlon of Parnagh House, Longford, Ireland, director

§ insert name(s) and
address(es) of all
the directors† delete as
appropriate

[The sole director of the above company do solemnly and sincerely declare that:

The business of the company is:

§ delete whichever
is inappropriate

(a) that of a recognised bank licensed institution within the meaning of the Banking Act 1979

(b) that of a person authorised under section 9 or 4 of the Insurance Companies Act 1982 to carry on
insurance business in the United Kingdom

(c) something other than the above

The company is proposing to give financial assistance in connection with the acquisition of shares in the
[company] [company's holding company]The assistance is for the purpose of [reducing or discharging a liability incurred for the
purpose of that acquisition].†The number and class of the shares acquired or to be acquired is:
shares of £1.00 each ("the Shares").

19,300,000 ordinary

Presenter's name address and
reference (if any):Eversheds
115 Colmore Row
Birmingham
B3 3AL
BIRCORP 565451

DX: 13004 BIRMINGHAM 1

For official Use
General Section

Post room

BIR
COMPANIES HOUSE0268
12/02/01

The assistance is to be given to: (note 2) Birmingham Airport Holdings Limited

Diamond House, Birmingham International Airport, Birmingham, West Midlands B26
3QT

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Please complete
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in black type, or
bold block
lettering

The assistance will take the form of:

A trust deed constituting £105,000,000, upto 6.8% guaranteed bond upto 2022 ("the Bond") to be entered into by the Company pursuant to which the Company will guarantee the obligations of the issuer of the Bond, Birmingham Airport (Finance) PLC

The person who [has acquired] [~~will acquire~~] the shares is:

† delete as
appropriate

Birmingham Airport Holdings Limited

The principal terms on which the assistance will be given are:

The funds raised by the issue of the Bond will be used to discharge facilities ("The Original Facilities") entered into at the time Birmingham Airport Holdings Limited acquired shares in the Company. The Original Facilities were utilised for the part acquisition of the Shares and the expansion of the infrastructure of Birmingham Airport.

The amount of cash to be transferred to the person assisted is £ Nil

The value of any asset to be transferred to the person assisted is £ Nil

The date on which the assistance is to be given is 20 February 2001

Please do not
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Please complete
legibly, preferably
in black type, or
bold block lettering

* delete either (a) or
(b) as appropriate

I/~~WE~~ have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

(a) [I/~~WE~~ have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]* (note 3)

(b) ~~It is intended to commence the winding up of the company within 12 months of that date, and I/we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding up.* (note 3)~~

And I/~~WE~~ make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at

Dublin Airport

Declarants to sign below

Day Month Year
on

0	2	0	2	2	0	0	1
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before me

Vincent Slannan

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

Notary Public.

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.
- 5 The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF14 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
37 Castle Terrace
Edinburgh
EH1 2EB

Auditors' report to the directors of Birmingham International Airport Limited pursuant to section 156(4) of the Companies Act 1985

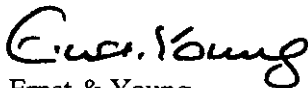
We have examined the attached statutory declaration of the directors of Birmingham International Airport Limited ("the Company") dated 2 February 2001 in connection with the proposal that the Company give financial assistance to Birmingham Airport Holdings Limited for the purpose of reducing or discharging a liability incurred for the prior acquisition of shares in the Company by Birmingham Airport Holdings Limited.

Basis of opinion

We have enquired into the state of the Company's affairs in order to review the bases for the statutory declaration.

Opinion

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.



Ernst & Young
Registered Auditor
Birmingham

2 February 2001