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COMPANIES FORM No. 155(6)a

Declaration in relation to  
assistance for the acquisition  
of shares

155(6)a

CHFP025

Please do not  
write in this  
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Pursuant to section 155(6) of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To 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

o insert name(s) and  
address(es) of all  
the directors

I/We o (1) J Hudson of "Inishfree" Penn Lane, Tanworth in Arden, Solihull B94 5HH. (2) F S Hunt of Bleakhouse, 53 Brook Holloway, Wollescote, Stourbridge, West Midlands DY9 8XL. (3) M J Kelly of 22 Harvington Drive, Solihull, West Midlands B90 4YN. (4) G E Richards of 102 Marlborough Road, Castle Bromwich, Solihull B36 0EL. (5) B Summers of Walnut Cottage, Sambourne Lane, Sambourne, Nr Redditch, Worcs B96 6PH. (6) M Wells of 259 Church Road, Yardley, Birmingham B25 8UR, directors

† delete as  
appropriate

~~the sole director~~ ~~for the directors~~ 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 3 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]~~

limited†

The assistance is for the purpose of ~~that acquisition~~ [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: 19,300,000 ordinary  
shares of £1.00 each ("the Shares").

Presenter's name address and  
reference (if any) :

Eversheds  
115 Colmore Row  
Birmingham  
B3 3AL  
BIRCOP 564779

DX: 13004 BIRMINGHAM 1

For official Use  
General Section

Post room



BIR  
COMPANIES HOUSE

0264  
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  
3QU

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legibly, preferably  
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

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write in this  
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Please complete  
legibly, preferably  
in black type, or  
bold block lettering

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

~~1/~~ 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) ~~If~~ 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) ~~If it is intended to commence the winding-up of the company within 12 months of that date, and 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 ~~1/~~ 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

Birmingham  
Blunden Birmingham

Day Month Year

on

02 02 2001

Declarants to sign below

Pedroooye  
M. S. John  
88 Licham  
John  
Cherry

before me

JL KNIGHT (Solicitor)

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

- a Commissioner for Oaths.

## 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**

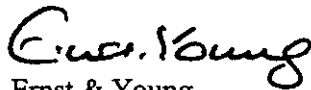
We have examined the attached statutory declaration of the directors of Birmingham International Airport Limited ("the Company") dated 2 February 2001 in connection with the proposal that the Company give financial assistance to Birmingham Airport Holdings Limited for the purpose of reducing or discharging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