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---- for the record ----Company Name **MACQUARIE EUROPEAN INFRASTRUCTURE LIMITED**

Company Type **Private Company Limited By Shares** Company Number 3724230 Information extracted from Companies House records on

list of activity codes.

18th February 2006

363s Annual Return

- > Please check the details printed in blue on this statement.
- > If any details are wrong, strike them through and write the correct details in the "Amended details" column.
- > Please use black pen and write in capitals.

Section 1: Company details

COMPANIES HOUSE	30/03/2006

COMPANIES HOUSE

•		COMPANIES 11000E SOLOGIZODO
Ref: 3724230/03/10	Current details	Amended details
Registered Office Address If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.	Level 29 And 30 City Point 1 Ropemaker Street London EC2Y 9HD	Address UK Postcode
Register of Members If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.	Address where the Register is held At Registered Office	UK Postcode
> Register of Debenture Holders If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.	Not Applicable	Address UK Postcode
Principal Business Activities If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.	SIC Code Description 7499 Non-trading company 7415 Holding companies incl head offices	SIC CODE Description
Please enter additional principal activity code(s) in "Amended details" column. See notes for guidance for		

Section 2: Details of Officers of the Company

		Current details	Amended details
	Company Secretary If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.	Name Annabelle Penney HELPS Address 139 Thomas More Barbican London Greater London EC2Y 8BU	Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Address
	Particulars of a new Company Secretary must be notified on form 288a.		UK Postcode
>	Director If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.	Name Stephen Douglas ALLEN Address 39 Beatrice Street Clontarf Sydney Nsw 2093 Australia Date of birth 01/12/1962	Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Address
	Particulars of a new Director must be notified on form 288a.	Nationality Australian Occupation Company Director	UK Postcode Date of birth Nationality Occupation Date of change / / Date Stephen Douglas ALLEN ceased to be director (if applicable)

J.	ompany Number - 3724230	Section 2: Details of Officers of the C Current details	Amended details
>	Director If any of the details for this person are wrong, strike	Name James Stuart CRAIG	Name
	them through and fill in the correct details in the "Amended details" column.	Address	Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723E of the Companies Act 1985.
			Address LEVEL 25, CITY DOINT, I ROPE
		;	MARCEL ST. LONDON
		Date of birth 09/08/1965	ECZY 9HD
		Nationality Australian	UK Postcode
	Particulars of a new Director		Date of birth
	must be notified on form	Occupation Banker	Nationality
	288a.		Occupation
			Date of change 19/2006
			Date James Stuart CRAIG ceased to be director (if applicable)
			//
>	Director If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.	Name David Stephen HARRISON	Name
		Address 13 Winsham Grove London SW11 6NB	Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723E of the Companies Act 1985.
			Address
			anechanic traise, accept
			MELSTHAM, SURREY RHI 3 RI
		Date of birth 15/11/1970	
		Nationality British	UK Postcode
	Particulars of a new Director	Hadionality Diffish	Date of birth
	must be notified on form	Occupation Banker	Nationality
	288a.	Ì	Occupation
			Date of change 09 / 02 / 2006
			Date David Stephen HARRISON ceased to be director (if applicable)

"Amended details" column.

Section 3: Share Capital

		Current details	Amended details
>	Issued Share Capital This table shows the total number of shares that have been issued by your company and their Nominal Value. If any of the details are wrong, please fill in the correct details.	Class of share	Class of share
		Ordinary	•
		Nominal value of each share £0.15	Nominal value of each share
		Number of shares issued 1,936,940,676	Number of shares issued
		Aggregate Nominal Value of issued shares	Aggregate Nominal Value of issued shares
		£290,541,101.40	
		Class of share Deferred	Class of share
		Nominal value of each share £0.10	Nominal value of each share
		Number of shares issued 2	Number of shares issued
		Aggregate Nominal Value of issued shares £0.20	Aggregate Nominal Value of issued shares
		Class of share	Class of share
		Special A	
		Nominal value of each share £1.00	Nominal value of each share
		Number of shares issued 1	Number of shares issued
		Aggregate Nominal Value of issued shares £1.00	Aggregate Nominal Value of issued shares
		Class of share	Class of share
		Special B	Oldob of office
		Nominal value of each share £1.00	Nominal value of each share
		Number of shares issued	Number of shares issued
		Aggregate Nominal Value of issued shares £1.00	Aggregate Nominal Value of issued shares
>	Total shares issued and value	Total number of shares issued 1,936,940,680	Total number of shares issued
	If any of the details are wrong, strike them through and fill in the correct details in the	Total Nominal value of shares issued £290,541,103.60	Total Nominal value of shares issued
	"Amonded details" column		***************************************

Section 3: Share Capital

(continued)

Current details

Amended details

> At the date of this Annual Return, if the company has altered or changed its share capital in any way or allotted new shares, please refer to the guidance notes for details of the appropriate form that should be sent with this Annual Return. Annual return guidance notes are available on the Companies House web site at www.companieshouse.gov.uk or by ringing 0870 3333636.

Section 4: Details of Shareholders

- > The details we hold on your company's shareholders and their shareholdings are printed below. These are based on your last Annual Return.
- > If any details have changed, or if any shares have been transferred, please fill in the details in the "Amended details" or "Shares transferred" column.
- > Please give details of any other shareholders in Section 5.

Cι	irrent details	Amended details	Shares transferred	
>	Shareholder Name CHESS DEPOSITORY NOMINEES PTY LTD	Name		
		Address		
	Address Level 6			
	20 Bridge Street Sydney New South Wales		Shares transferred by CHESS DEPOSITORY NOMINEES	
		UK Postcode	Nonint Les	
		Shares held	CANCEUE	D
	Shares held		ber Class Number Date of	transfer
	Class Number Ordinary 1	ORDINARY	0 2,0	1,2005
	,			_/
>	Shareholder Name CHESS DEPOSITORY NOMINEES PTY LTD	Name		
		Address		
	Address			
	Level 6 20 Bridge Street Sydney		Shares transferred by	
	Nsw		CHESS DEPOSITORY	
	Australia	UK Postcode	NOMINEES PTY LTD	
			CANCEUE	-0
	Shares held	Shares held Class Nu	ber Class Number Date of	
	Class Number Ordinary 1936940677	OPDINARY		1 200
	•			_/
>	Shareholder Name			
	MACQUARIE INVESTMENT	Name		
	MANAGEMENT UK LIMITED	MACQUARIE INFRASTRUCTURE GRINTERNATIONAL LIMITED	up	
		Address ROSEBANK CENTR		
	Address	I BERMUDIANA ROAD	i	
	Level 30 City Point 1 Rupemaker Street	PEMBROKE	Shares transferred by	
	London	BERNUDA	MACQUARIE INVESTMEN	
	EC24 9HD	UK Postcode	MANAGEMENT UK LIMITEI	J
			•	
	Shares held	Shares held Class Nu	nber Class Number Date of	transfer
	Class Number		0040	\$ 2005
	Special A 1	<u> </u>		7_4.00

Company Number - 3724230 Section 4: Details of Shareholders (continued) **Current details Shares transferred** Amended details NAME CHANGED TO **Shareholder** Name MACOUARIE INFLASTRUCTURE GROWD INTERNATIONAL **MACQUARIE INFRASTRUCTURE** LIMITED **BERMUDA LIMITED** Address **Address Rosebank Centre** Shares transferred by 11 Bermudiana Road **MACQUARIE** Pembroke **INFRASTRUCTURE** HM08 **BERMUDA LIMITED UK Postcode** Bermuda Shares held Number Date of transfer Shares held Class Class Number Number Class Deferred __/__/___ Ordinary 1936940676 --/--/---Shareholder Name Name TRUST COMPANY OF **AUSTRALIA** MACQUARIE INFRASTRUCTURE AS CUSTODIAN FOR MACQUARIE GROWF INTERNATIONAL LIMITED Address INFRASTRUCTURE TRUST II ROSEBANK CENTRE **Address** 30-34 New South Head Road 11 BERMUDIANA ROAD PEMBROKE Shares transferred by Edgecliff TRUST COMPANY OF BERMUDA **AUSTRALIA UK Postcode**

Class

SPECIAL S

Number Date of transfer

10/03/2005

Number

Shares held

SPECIAL

Class

Number

Shares held

Special B

Class

Section 5: Details of Other Shareholders

- Please fill in details of any persons or corporate bodies who are shareholders of the company at the date of this return, but whose details are not printed in Section 4.
- > Also, provide the details of any persons who became but have ceased to be shareholders of the company since the date of the last annual return.
- > For jointly held shares please list those joint shareholders consecutively on the form. If a joint shareholder also holds shares in their own right, list that holding separately.
- Please copy this page if there is not enough space to enter all the company's other shareholders.

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Shareholders details		Class and number of shares or amount of stock transferred (If appropriate)		
Name				
Address			j	
	·			
UK Postcode				
Name				
Address				
UK Postcode				
Name				
Address				
UK Postcode				
Name				
Address				
UK Postcode				



363s Annual Return Declaration

- When you have checked all the sections of this form, please complete this page and sign the declaration below.
- If you want to change the made up date of this annual return, please complete 2 below

	complete 2 below.			
-			31,033333333333333	
1.	. Declaration			
	I confirm that the details in this annual return are correct as at the made-up-date (shown at 2 below). I enclose the filing fee of £30.			
	Signature	Held		
	(Director /	Secretary)	This date must not be earlier than the return date at 2 below	
	What to do now Complete this page then s declaration to the address		of the Annual Return and the pow.	
2	. Date of this return			
<u></u>	This AR is made up to 2/3/2006	If you are mak please give the	ing this return up to an earlier date, e date here	
		/	/	
		Note: The form m	ust be delivered to CH within 28 days of this date	
3	. Date of next return			
		nevt return to a	date earlier than 2nd March 2007	
ىت	please give the new date I		date carrier than 2114 maior 2007	
	, •	/	/	
1	. Where to send this	form		
	Please return this form to:	101111		
	r lease return tris form to.			
	Registrar of Companies		For members of the Hays Document	
	Companies House	OR	Exchange service	
	Crown Way Cardiff CF14 3UZ		DX 33050 Cardiff	
	Have you analoged the f	ilina for with th		
	reverse of the cheque?	ning ree with th	e company number written on the	
C	ontact Address			
Co	•	ou if there is a c	n below, but if you do, it will help juery on the form. The contact chers of the public record.	
Co	ntact Name	Tel	ephone number <i>inc code</i>	
- 1	FLEX CAMPBELL		20_ 70.65.2460	
	dress	DX	number if applicable	
Le	WEL 29 CITYPOINT,			

DX exchange

Postcode

F02004

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I ROPEMAKER STREET