

WRITTEN RESOLUTIONS

Company No. 03724230

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

MACQUARIE EUROPEAN INFRASTRUCTURE LIMITED (the "Company")

We, being the sole member of the Company who at the circulation date of these resolutions would have been entitled to vote on the resolutions, **RESOLVE**, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following resolutions which have been proposed as special resolutions:


SPECIAL RESOLUTIONS

1. That the existing share capital of the Company being in excess of the wants of the Company be reduced from £290,541,103.60 divided into 1,936,940,676 ordinary shares of 15 pence each, two deferred shares of 10 pence each, one A special share of £1 and one B special share of £1 to £39,997,827.16 divided into 1,936,940,676 ordinary shares of £0.02065 each, two deferred shares of 10 pence each, one A special share of £1 and one B special share of £1 by cancelling and extinguishing £0.12935 of liability in relation to each issued ordinary share in the capital of the Company (the "**First Reduction**").
2. That the amount standing to the credit of the Company's share premium account being in excess of the wants of the Company be reduced from £59,685,967.87 to £0 (the "**Second Reduction**", and together with the First Reduction, the "**Capital Reduction**").
3. That £310,229,243.91, being the entire amount created by means of the Capital Reduction was considered to be in excess of the wants of the Company and that the Company repay to Macquarie Infrastructure Group International Limited, its sole shareholder, the capital paid up or credited as paid up in respect of this amount of liability in relation to each issued ordinary share that is cancelled and extinguished.

Signed by **THOMAS LAVERTY**



as attorney for Macquarie Infrastructure Group International Limited

 Signature 17/12/09

Notes:

1. The circulation date of these resolutions is 17 December 2009.
2. These resolutions have been sent to eligible members who would have been entitled to vote on these resolutions on this date. Only such eligible members (or persons duly authorised on their behalf) should sign these resolutions.
3. **An eligible member can signify his or its agreement to these resolutions by signing these resolutions and by returning a copy of the signed resolutions to the Company Secretary.**
4. **These resolutions must be passed by 13 January 2010. If these resolutions are not passed by such date it will lapse. The agreement of a member to these resolutions is ineffective if signified after this date.**
5. A copy of these resolutions has been sent to the auditors.