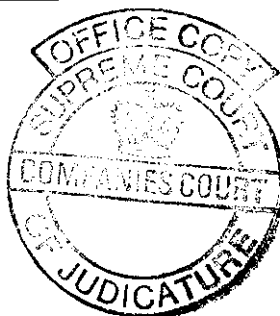


IN THE HIGH COURT OF JUSTICE**No of 6727 of 2006****CHANCERY DIVISION****COMPANIES COURT**

Registrar Rawson

11 October 2006



IN THE MATTER OF CINTRA AIRPORTS (UK) LIMITED
AND IN THE MATTER OF THE COMPANIES ACT

ORDER

UPON THE PETITION of the above-named Cintra Airports (UK) Limited (the "**Company**") whose registered office is situated at 2 Temple Back East, Temple Quay, Bristol BS1 6EG presented to this Court in the above matters on 20 September 2006

AND UPON HEARING Counsel for the Company

AND UPON READING the Petition and the evidence

THIS COURT ORDERS that the reduction of the share capital of the Company by £17,499,998 resolved on and effected by a Written Resolution passed on 13 September 2006 be and the same hereby confirmed in accordance with the provisions of the said Act

AND THE COURT APPROVES the Minute set out in the Schedule hereto

AND IT IS ORDERED that:

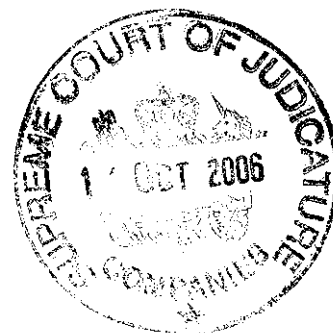
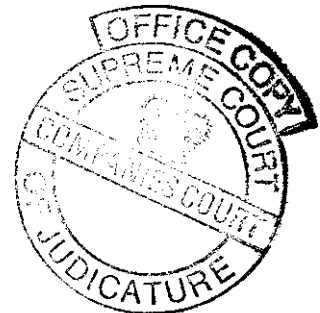
- (1) this Order be produced by the Company to the Registrar of Companies together with an Office Copy and a copy of the said Minute; and
- (2) notice of the registration by the Registrar of Companies of this Order and of the said Minute be published by the Company once in The Independent newspaper within 21 days after such registration

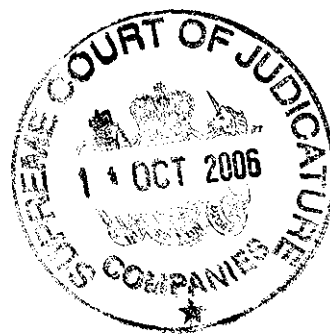
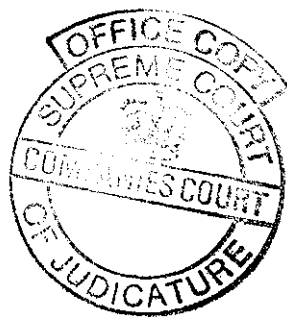


Schedule

The capital of Cintra Airports (UK) Limited was by virtue of a Written Resolution and with the sanction of an Order of the High Court of Justice dated 11 October 2006 reduced from £17,500,000 divided into 17,500,000 ordinary shares of £1 each to £2 divided into 2 ordinary shares of £1 each. At the date of the registration of this Minute both of the said shares have been issued and are deemed to be fully paid up.

[Handwritten signature]





No. 6727 of 2006

IN THE HIGH COURT OF JUSTICE

CHANCERY DIVISION

COMPANIES COURT

**IN THE MATTER OF CINTRA
AIRPORTS (UK) LIMITED AND
THE COMPANIES ACT 1985**

ORDER

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