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legibly, preferably
in black type or
bold block
lettering

* Insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

For official use Company number

4085967

To the Registrar of Companies
(Address overleaf - Note 6)

Name of company

* Macquarie Airports (UK) Limited (the *Company*)

Date of creation of the charge

24 January 2001

Description of the instrument (if any) creating or evidencing the charge (note 2)

Mortgage of Shares and Assignment (the *Mortgage*)

Amount secured by the mortgage or charge

All and any amounts of any kind at the date of the Mortgage or in the future due and payable by Tidefast Limited and Bristol International Airport Limited or by the Company to Abbey National Treasury Services plc, as Original Lender, Original Hedging Counterparty, Arranger, Agent and Security Trustee and Macquarie Bank Limited as Original Hedging Counterparty, and their respective successors, assignees and transferees (collectively, the *Senior Creditors*) under or in connection with the Finance Documents (as such term is defined in a facility agreement dated 24 January 2001 between Abbey National Treasury Services plc as Agent, Account Bank, Arranger and Original Lender, Tidefast Limited and subject to accession, Bristol International Airport Limited) and as the same may have been or may from time to time be amended, varied, novated, replaced or supplemented (the *Secured Amounts*).

Names and addresses of the mortgagees or persons entitled to the charge

Abbey National Treasury Services plc, Abbey House, Baker Street, London as agent and trustee for the Senior Creditors in relation to certain security documents including the Mortgage (in this capacity, the *Security Trustee*).

Postcode NW1 6XL

Presentor's name, address and
reference (if any):

Freshfields Bruckhaus Deringer
65 Fleet Street
London EC4A 3DF
DX23 LONDON/CHANCERY
LANE

Perry Noble / 103313-0010

Time critical reference
DR2 0101For official use
Mortgage section

Post room

LD6
COMPANIES HOUSE0412
07/02/01

Com 395-1/2

Short particulars of all the property mortgaged or charged

As a continuing security for the payment and discharge of the Secured Amounts, the Company with full title guarantee:

- (a) charges and agrees to charge to the Security Trustee by way of mortgage:
- (i) 35,000 ordinary shares of £1 each in Tidefast Limited (the **Original Securities**);
 - (ii) any other securities which the Company may, with the prior written consent of the Security Trustee, from time to time substitute for all or any of the Original Securities; and
 - (iii) all other securities and all rights, moneys (including, without limitation, dividends) and property whatsoever which may from time to time at any time be derived from, accrue on or be offered in respect of the Original Securities or the other securities referred to in paragraph (a)(ii) above whether by way of redemption, exchange, conversion, rights, bonus, capital reorganisation or otherwise howsoever; and
- (b) assigns and agrees to assign absolutely to the Security Trustee as a continuing security for the payment or discharge of the Secured Amounts all of their rights, title interests and benefit in and to the equity loan notes issued by Tidefast Limited for an aggregate principal amount of £69,930,000, pursuant to an investment agreement dated 19 December 2000 between Tidefast Limited, Cintra Airports (UK) Limited and the Company and to be subscribed for by Cintra Airports (UK) Limited and the Company.

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

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

Particulars as to commission allowance or discount (note 3)

Not applicable

Signed Freshfields Bruckhaus Deringer

Date 07/02/01

On behalf of [company] [mortgagee/chargee]*

*Delete as appropriate

Notes.

1. The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
2. A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.
3. In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
4. If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
5. Cheques and Postal Orders are to be made payable to **Companies House**.
6. The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF4 3UZ.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 04085967

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE OF SHARES AND ASSIGNMENT DATED THE 24th JANUARY 2001 AND CREATED BY MACQUARIE AIRPORTS (UK) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY AND/OR ANY OF THE OTHER COMPANIES NAMED THERIN TO ABBEY NATIONAL TREASURY SERVICES PLC AS AGENT AND TRUSTEE FOR THE SENIOR CREDITORS UNDER THE FINANCE DOCUMENTS (DEFINED IN THE FACILITY AGREEMENT DATED 24/01/01) AS THE SAME MAY BE AMENDED VARIED NOVATED REPLACED OR SUPPLEMENTED WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 7th FEBRUARY 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th FEBRUARY 2001.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —