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CHFP041

COMPANIES FORM No. 173

Declaration in relation to the redemption or purchase of shares out of capital

173

Please do not
write in this
margin

Pursuant to section 173 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf - Note 4)

For official use

Company number

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04085967

Name of company

*Insert full name
of company

* Macquarie Airports (UK) Limited

Note
Please read the
notes on page 2
before completing
this form

We LUKE BUGGIA OF 22 PARKFIELD, CHORLEYWOOD, HERTFORDSHIRE WD3 5AZ
SIMON GEERE OF 5 MAGNOLIA PLACE, MONTELUER RD, LONDON W5 2QQ
SIMON CHEUNG OF FLAT 18, 13 RITTON ST, LONDON EC1M 5NW

§ Insert name(s) and
address(es) of all
the directors† Delete as
appropriate~~(The sole director)~~ all 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 4 or 4A of the Insurance Companies Act 1982 to carry on
insurance business in the United Kingdom §~~

(c) that of something other than the above §

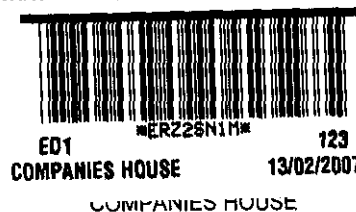
The company is proposing to make a payment out of capital for the redemption or purchase of its own
sharesThe amount of the permissible capital payment for the shares in question is £ 19,429,000
(note 1)

Continued overleaf

Presenter's name, address and
reference (if any):Osborne Clarke
2 Temple Back East
Temple Quay
Bristol BS1 6EG
DX 7818 Bristol

For official Use (07/06)

General Section



~~And~~ We have made full enquiry into the affairs and prospects of the company, and I/we have formed the opinion:

Please do not
write in
this margin

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

- (a) as regards its initial situation immediately following the date on which the payment out of capital is proposed to be made, that there will be no grounds on which the company could then be found unable to pay its debts (note 2), and
- (b) as regards its prospects for the year immediately following that date, that, having regard to my/our intentions with respect to the management of the company's business during that year and to the amount and character of the financial resources which will in my/our view be available during that year, the company will be able to continue to carry on business as a going concern (and will accordingly be able to pay its debts as they fall due) throughout that year. (note 2)

~~And~~ I/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 CITY POINT, 1 ROSEMAUER ST Declarant(s) to sign below
LONDON EC2Y 9AD

on

Day	Month	Year
07	02	2007

before me JAMES THOMAS LAVERTY

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

[Handwritten signatures]
LUKE BUGETA
SIMON GEERE
SIMON CHUNG

NOTES

- 'Permissible capital payment' means an amount which, taken together with
 - any available profits of the company; and
 - the proceeds of any fresh issue of shares made for the purposes of the redemption or purchase;is equal to the price of redemption or purchase.
'Available profits' means the company's profits which are available for distribution (within the meaning of section 172 and 263 of the Companies Act 1985).
The question whether the company has any profits so available and the amount of any such profits is to be determined in accordance with section 172 of the Companies Act 1985.
- Contingent and prospective liabilities of the company must be taken into account, see sections 173(4) & 517 of the Companies Act 1985.
- A copy of this declaration together with a copy of the auditor's report required by section 173 of the Companies Act 1985, must be delivered to the Registrar of Companies not later than the day on which the company publishes the notice required by section 175(1) of the Companies Act 1985, or first publishes or gives the notice required by section 175(2), whichever is the earlier.
- The address for companies registered in England and Wales or Wales is:-
The Registrar of Companies
Companies House
Crown Way
Cardiff
CF14 3UZ
DX 33050 Cardiff
or, for companies registered in Scotland:-
The Registrar of Companies
37 Castle Terrace
Edinburgh
EH1 2EB
DX 235 Edinburgh
or LP-4 Edinburgh 2

PricewaterhouseCoopers LLP
31 Great George Street
Bristol
BS1 5QD
Telephone +44 (0) 117 929 1500
Facsimile +44 (0) 117 929 0519
www.pwc.com/uk

The Directors
Macquarie Airports (UK) Limited
1 Ropemaker Street
London
EC2Y 9 HD

7 February 2007

Dear Sirs

Report of the Independent Auditor to the directors of Macquarie Airports (UK) Limited pursuant to Section 173(5) of the Companies Act 1985

We report on the attached statutory declaration of the directors dated 7 February 2007, prepared pursuant to the Companies Act 1985 in connection with the company's proposed redemption of 19,429,000 redeemable ordinary shares of £1 each by a payment out of capital. This report, including the opinion, has been prepared for and only for the company and the company's directors in accordance with Section 173(5) of the Companies Act 1985 and for no other purpose. We do not, in giving the opinion set out below, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Basis of opinion

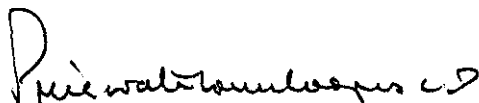
We have inquired into the company's state of affairs in order to review the bases for the statutory declaration.

Opinion

In our opinion the amount of £19,429,000 specified in the statutory declaration as the permissible capital payment for the shares to be redeemed is properly determined in accordance with Sections 171 and 172 of the Companies Act 1985.

We are not aware of anything to indicate that the opinion expressed by the directors in their statutory declaration as to any of the matters mentioned in Section 173(3) of the Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully



PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
Bristol