

**MACQUARIE AIRPORTS (UK) LIMITED**  
**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**  
**31 DECEMBER 2007**

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08/05/2008

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COMPANIES HOUSE

**Company Registered**  
**Number: 04085967**

**MACQUARIE AIRPORTS (UK) LIMITED**

**DIRECTORS' REPORT & FINANCIAL STATEMENTS**

**31 December 2007**

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# **MACQUARIE AIRPORTS (UK) LIMITED**

## **DIRECTORS' REPORT**

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The directors have pleasure in submitting their report and the audited financial statements for the year ended 31 December 2007

### **Principal activities and review of the business**

The company did not trade during the year and is expected to be dormant for the foreseeable future

### **Results and dividends**

The results for the year are given in the profit and loss amount on page 6

The company paid an interim dividend of £1,750 000 during the year (2006: £Nil) the directors do not recommend the payment of a final dividend.

### **Directors and their interests**

The directors who held office during the year were as follows

Mr Simon Cheung	(Resigned 4/6/07)
Mr Luke Bugeja	(Resigned 4/6/07)
Mr P Kehoe	(Appointed 4/6/07)
Mr J McAuliffe	(Appointed 4/6/07)

There are no contracts or arrangements with the company or any of its fellow group undertakings in which any of the directors are materially interested and which are significant in relation to the business of the company or any of its subsidiary undertakings taken as a whole.

None of the directors who held office at the end of the year had any disclosable interest in shares of the company

## **MACQUARIE AIRPORTS (UK) LIMITED**

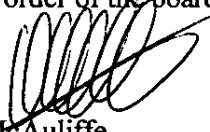
### **DIRECTORS' REPORT (continued)**

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#### **AUDITORS**

So far as the directors are aware, there is no relevant audit information (that is, information needed by the company's auditors in connection with preparing their report) of which the company's auditors are unaware, and the directors have taken all steps that they ought to have taken in order to make themselves aware of any relevant information and to establish that the company's auditors are aware of that information

By order of the board



J McAuliffe

Director

Macquarie Airports (UK) Limited

2 Temple Back East

Temple Quay

Bristol

BS1 6EG

30 April 2008

## **MACQUARIE AIRPORTS (UK) LIMITED**

### **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

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Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss for that year. In preparing those financial statements, the directors are required to

- \* select suitable accounting policies and then apply them consistently;
- \* make judgements and estimates that are reasonable and prudent,
- \* state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- \* prepare the financial statements on a going concern basis unless it is inappropriate to presume that the company will continue in business

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

## MACQUARIE AIRPORTS (UK) LIMITED

### **Independent auditors' report to the members of Macquarie Airports (UK) Limited**

We have audited the financial statements of Macquarie Airports (UK) Limited for the year ended 31 December 2007 which comprise the profit and loss account, the balance sheet, and the related notes. These financial statements have been prepared under the accounting policies set out therein.

### **Respective responsibilities of directors and auditors**

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, 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.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

### **Basis of audit opinion**

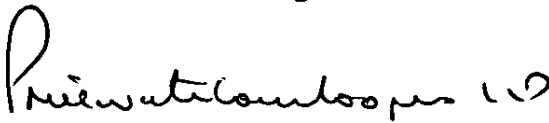
We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

### **Opinion**

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2007 and of its result for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.



PricewaterhouseCoopers LLP  
Chartered Accountants and Registered Auditors  
Bristol

7 May 2008

# MACQUARIE AIRPORTS (UK) LIMITED

## PROFIT AND LOSS ACCOUNT

For the year ended 31 December 2007

	Notes	<u>Year ended</u> <u>31 Dec 2007</u> <u>£000</u>	<u>Year ended</u> <u>31 Dec 2006</u> <u>£000</u>
Interest receivable	5	-	945
Income from shares in group undertakings		-	112
<b>Profit on ordinary activities before taxation</b>		-	1,057
Taxation on profit on ordinary activities	6	-	-
<b>Profit for the year</b>		-	1,057
Dividends paid		(1,750)	-
<b>Retained (loss)/profit for the year</b>	9	<u>(1,750)</u>	<u>1,057</u>

No statement of total recognised gains and losses is given for the company as all gains or losses for the year passed through the profit and loss account

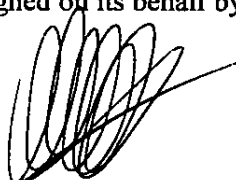
# MACQUARIE AIRPORTS (UK) LIMITED

## BALANCE SHEET

At 31 December 2007

	Notes	<u>31 Dec 2007</u> <u>£000</u>	<u>31 Dec 2006</u> <u>£000</u>
<b>Current assets</b>			
Debtors	7	<u>1</u>	<u>21,180</u>
<b>Net current assets and net assets</b>		<u>1</u>	<u>21,180</u>
<b>Capital and reserves</b>			
Called up share capital	8	<u>1</u>	<u>19,430</u>
Profit and loss account	9	<u>-</u>	<u>1,750</u>
<b>Equity shareholders' funds</b>		<u>1</u>	<u>21,180</u>

These financial statements were approved by the board of directors on 20 April 2008 and were signed on its behalf by



Director



**MACQUARIE AIRPORTS (UK) LIMITED****RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS****For the year ended 31 December 2007**

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	<u>Year ended</u> <u>31 Dec 2007</u> <u>£000</u>	<u>Year ended</u> <u>31 Dec 2006</u> <u>£000</u>
Profit for the year	-	1,057
Dividends	(1,750)	-
Capital redemption	(19,429)	-
Net (reduction)/increase in shareholders' funds	(21,179)	1,057
Shareholders' funds at beginning of year	21,180	20,123
Shareholders' funds at end of year	1	21,180

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# **MACQUARIE AIRPORTS (UK) LIMITED**

## **NOTES TO THE ACCOUNTS**

**31 December 2007**

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### **1 PRINCIPLE ACCOUNTING POLICIES**

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements

#### **Basis of preparation**

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards

#### **Taxation**

The charge for taxation is based on the result for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Except where otherwise required by accounting standards, full provision without discounting is made for all timing differences which have arisen but not reversed at the balance sheet date.

### **2 AUDITORS' REMUNERATION**

Payment for audit services was made by the parent company, and has not been charged to the company's profit and loss account (2006: £nil)

### **3 EMPLOYEE NUMBERS**

The company had no employees during the year (2006: nil)

### **4 DIRECTORS' REMUNERATION**

None of the directors of the company received remuneration from the company for their services in the year

# MACQUARIE AIRPORTS (UK) LIMITED

## NOTES TO THE ACCOUNTS (Continued)

31 December 2007

### 5 INTEREST RECEIVABLE

	<u>Year ended</u> <u>31 Dec 2007</u> <u>£000</u>	<u>Year ended</u> <u>31 Dec 2006</u> <u>£000</u>
Interest receivable	-	945

### 6 TAX ON PROFIT ON ORDINARY ACTIVITIES (continued)

There was no tax payable in relation to the ordinary activities (2006 £nil)

#### Factors affecting the tax charge for the year:-

The tax assessed for the year differs from the standard rate of corporation tax in the UK (30 %)  
The differences are explained below

	<u>Year ended</u> <u>31 Dec 2007</u> <u>£000</u>	<u>Year ended</u> <u>31 Dec 2006</u> <u>£000</u>
Profit on ordinary activities for the year	-	1,057
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 30%	-	317
Effects of		
- Group relief receivable	-	(284)
- Dividends received not subject to taxation	-	(33)
Current tax charge for the year	-	-

No factors have been identified that are likely to materially affect future tax charges

# MACQUARIE AIRPORTS (UK) LIMITED

## NOTES TO THE ACCOUNTS (Continued)

31 December 2007

### 7 DEBTORS

	<u>31 Dec 2007</u>	<u>31 Dec 2006</u>
	<u>£000</u>	<u>£000</u>
Amounts owed by the parent company	1	21,033
Amounts owed by other group undertakings	-	147
	<u>1</u>	<u>21,180</u>

The amounts owed by other group undertakings were repaid in full in the year.

### 8 CALLED UP SHARE CAPITAL

	<u>31 Dec 2007</u>	<u>31 Dec 2006</u>
	<u>£000</u>	<u>£000</u>
<b>Authorised</b>		
Ordinary shares of £1 each	1	1
Redeemable ordinary shares of £1 each	-	19,429
		<u>19,430</u>
<b>Allotted, called up and fully paid</b>		
Ordinary shares of £1 each	1	1
Redeemable ordinary shares of £1 each	-	19,429
	<u>1</u>	<u>19,430</u>

## **MACQUARIE AIRPORTS (UK) LIMITED**

### **NOTES TO THE ACCOUNTS (Continued)**

**31 December 2007**

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#### **9 PROFIT AND LOSS ACCOUNT**

	<u>£000</u>
At the beginning of the year	1,750
Retained loss for the year	<u>(1,750)</u>
As the end of the year	<u>-</u>

On 7 February 2007 the company redeemed all of the 19,429,000 fully paid redeemable ordinary shares at £1 per share

As the company had insufficient distributable reserves to make the redemption, a written resolution was passed to authorise the redemption out of capital.

#### **10 RELATED PARTY TRANSACTIONS**

Transactions with entities that are part of the South West Airports Limited group are not disclosed as the company has taken advantage of the exemption in FRS 8, being a 100% owned subsidiary.

#### **11 ULTIMATE HOLDING COMPANY**

The immediate parent company is South West Airports Limited, a company incorporated in the United Kingdom

South West Airports Limited is owned on an equal basis by Macquarie Airports (UK) No 3 Limited, incorporated in England and Wales and MEIF Luxembourg S.A, incorporated in Luxembourg. The results of Macquarie Airports (UK) No 3 Limited are included in the accounts of Macquarie Airports Group Limited, a company incorporated in Bermuda. The ultimate parent company of MEIF Luxembourg S.A. is Macquarie European Infrastructure Fund LP, a partnership registered under the laws of England & Wales.