

YOUR LONDON AIRPORT

Gatwick

To: Deutsche Trustee Company Limited as Borrower Security Trustee and Issuer Security Trustee

From: Gatwick Airport Limited as Borrower

27 August 2020

Dear Sirs

Common Terms Agreement dated 15 February 2011 between, among others, the Issuer, the Obligors and Deutsche Trustee Company Limited (the Borrower Security Trustee) (the Common Terms Agreement)

Capitalised terms not defined in this certificate have the meaning given to them in the Master Definitions Agreement.

1. We refer to the Common Terms Agreement. This is a Compliance Certificate.
2. We confirm that the ratios (together the **Ratios**) are as detailed in the tables below:

ICR TEST	Historical for Relevant Period ended 30 June 2020
Senior ICR	1.94

The Senior ICR for the immediately preceding December Calculation Date has been recalculated and the recalculated Senior ICR is not lower than the Senior ICR which was determined as at the immediately preceding December Calculation Date.

RAR TEST	Historical for Relevant Period ended 30 June 2020
Senior RAR	0.72

The Senior RAR for the immediately preceding December Calculation Date has been recalculated and the recalculated Senior RAR is not higher than the Senior ICR which was determined as at the immediately preceding December Calculation Date.

Forecast ICR Ratios	Forecast for Relevant Period ending on 31 December 2020*	Forecast for Relevant Period ending on 31 December 2021	Forecast for Relevant Period ending on 31 December 2022
Senior ICR	-0.52	1.98	2.61

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Forecast RAR Ratios	Forecast for Relevant Period ending on 31 December 2020*	Forecast for Relevant Period ending on 31 December 2021	Forecast for Relevant Period ending on 31 December 2022
Senior RAR	0.92	1.00	1.02

* The Ratios for the Relevant Period ending 31 December 2020 have been calculated on the basis of a 12 month period, consistent with prior reporting.

3. We confirm that the historical ratios have been calculated using the most recently available financial information required to be provided by the Obligors under Schedule 2 (Covenants) of the Common Terms Agreement and delivered together with this Compliance Certificate.
4. We confirm that all forward-looking financial ratio calculations and projections:
 - (a) have been made on the basis of assumptions made in good faith and arrived at after due and careful consideration;
 - (b) are consistent and updated by reference to the most recently available financial information required to be produced by the Obligors under Schedule 2 (Covenants) of the Common Terms Agreement and delivered together with this Compliance Certificate; and
 - (c) are consistent with the Applicable Accounting Principles (insofar as such Applicable Accounting Principles reasonably apply to such calculations and projections).

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5. We set out below the computation of the following ratios set out in the tables in Paragraph 2 above for your information:

(a) Senior ICR

	12 months ended 30 June 2020 £m	Year ending 31 December 2020 ² £m	Year ending 31 December 2021 £m	Year ending 31 December 2022 £m
Net cash inflow from operating activities	315.6	(13.0)	310.4	419.5
Add back: one off, non-recurring extraordinary or exceptional items	18.0	31.8	-	-
Less: UK corporation tax paid	(31.8)	1.7	12.0	(37.4)
Less: 2% of Total RAB	(89.4)	(83.8)	(65.7)	(60.1)
Cash Flow (A)	212.4	(63.3)	256.7	322.0
Interest and equivalent charges paid on Senior Debt ¹	110.6	121.3	129.4	123.4
Interest received	(1.3)	(0.6)	-	-
Total Interest (B)	109.3	120.7	129.4	123.4
Senior ICR (A/B)	1.94	-0.52	1.98	2.61

1 'Interest and equivalent charges paid on Senior Debt' comprises all interest paid, including interest paid which is capitalised into the cost of tangible fixed assets.

2 The forecast Senior ICR for the period ending 31 December 2020 is calculated on the basis of a 12 month period, consistent with prior reporting. The request to creditors referred to in section 6(ii) below includes a request to align the definition of "Relevant Period" with this approach.

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(b) Senior RAR

	As at 30 June 2020 £m	Year ending 31 December 2020 £m	Year ending 31 December 2021 £m	Year ending 31 December 2022 £m
Class A 6.125 per cent. Bonds	300.0	300.0	300.0	300.0
Class A 6.5 per cent. Bonds	300.0	300.0	300.0	300.0
Class A 5.25 per cent. Bonds	300.0	300.0	300.0	300.0
Class A 5.75 per cent. Bonds	300.0	300.0	300.0	300.0
Class A 4.625 per cent. Bonds	350.0	350.0	350.0	350.0
Class A 2.625 per cent. Bonds	300.0	300.0	300.0	300.0
Class A 3.125 per cent. Bonds	350.0	350.0	350.0	350.0
Class A 3.25 per cent. Bonds	300.0	300.0	300.0	300.0
Class A 2.875 per cent. Bonds	300.0	300.0	300.0	300.0
Other Senior Debt	600.0	376.0	300.0	300.0
Accretion on inflation-linked Treasury Transactions	22.9	32.7	17.2	34.1
Senior Debt	3,422.9	3,208.7	3,117.2	3,134.1
Less: Cash	(326.6)	-	(15.0)	(157.8)
Senior Debt net of cash (X)	3,096.3	3,208.7	3,102.2	2,976.3
RAB (Y) ¹	4,288.1	3,478.4	3,092.7	2,919.3
Senior RAR (X/Y)	0.72	0.92	1.00	1.02

1. RAB from 1 April 2014 is calculated under the Transfer RAB methodology utilising a Relevant Transfer Value of £2,622.4 million as at 1 April 2014 with a relevant multiple of 11.1.

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6. We confirm that:
- (a) a Trigger Event has occurred and is continuing and the following steps are being taken in connection with such Trigger Event:
 - (i) those outlined on page 9 (Response to Covid-19) of the Financial Statements of Ivy Holdco Limited for the 6 months ended 30 June 2020;
 - (ii) the Group has issued a request for a covenant waiver and amendment of certain terms under the financing documents, from Qualifying Borrower Secured Creditors. This includes: a) a request that any Default relating to Senior ICR and Senior RAR levels shall be waived in respect of the calculation dates falling on December 2020 and June 2021 and b) a request for a temporary amendment (until June 2023) to the calculation of the Senior RAR to replace the April 2020 to March 2021 EBITDA in such calculation with the average of the 2017, 2018 and 2019 financial years corresponding to each relevant calendar quarter, to prevent results in this exceptional period continuing to impact the Senior RAR;
 - (b) no Default has occurred and is continuing;
 - (c) the Borrower is in compliance with the Hedging Policy;
 - (d) to the best of our knowledge after verification, the statements made in this Compliance Certificate are accurate in all material respects; and
 - (e) the amount of any Restricted Payments made since the date of the delivery of the immediately previous Compliance Certificate is £nil.

Yours faithfully,



Stewart Wingate
Chief Executive Officer



Nicholas Dunn
Chief Financial Officer

Signing without personal liability for and on behalf of
Gatwick Airport Limited as Borrower