

YOUR LONDON AIRPORT



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

From: Gatwick Airport Limited as Borrower

20 November 2014

Restated 22 December 2014

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 September 2014
Senior ICR	3.85

RAR TEST	Historical for Relevant Period ended 30 September 2014
Senior RAR	0.60

Forecast ICR Ratios	Forecast for Relevant Period ending on 31 March 2015	Forecast for Relevant Period ending on 31 March 2016	Forecast for Relevant Period ending on 31 March 2017
Senior ICR	2.91	3.24	3.06

YOUR LONDON AIRPORT

Gatwick

Forecast RAR Ratios	Forecast for Relevant Period ending on 31 March 2015	Forecast for Relevant Period ending on 31 March 2016	Forecast for Relevant Period ending on 31 March 2017
Senior RAR	0.60	0.53	0.49

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 date 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).

YOUR LONDON AIRPORT

Gatwick

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 September 2014 £m	Year ending 31 March 2015 £m	Year ending 31 March 2016 £m	Year ending 31 March 2017 £m
Net cash inflow from operating activities	290.4	282.7	326.9	354.7
Add back: one off, non-recurring extraordinary or exceptional items	-	-	-	-
Less: UK corporation tax paid	-	-	-	(25.5)
Less: 2% of RAB	(52.5)	(54.9)	(61.2)	(68.9)
Cash flow (A)	237.9	227.8	265.7	260.3
Interest and equivalent charges paid on Senior Debt ¹	65.5	78.3	81.9	85.1
Interest received	(3.8)	-	-	-
Total interest (B)	61.7	78.3	81.9	85.1
Senior ICR (A/B)	3.85	2.91	3.24	3.06

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. This interest capitalised into the cost of tangible fixed assets is included within 'purchase of tangible fixed assets' in the cash flow statement.

YOUR LONDON AIRPORT

Gatwick

(b) Senior RAR

	As at 30 September 2014 £m	As at 31 March 2015 £m	As at 31 March 2016 £m	As at 31 March 2017 £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
General Purpose Revolving Credit Facility	-	134.2	175.8	226.1
Accretion on inflation-linked Treasury Transactions	64.4	24.3	5.1	17.0
Senior Debt ²	1,614.4	1,708.5	1,730.9	1,793.1
Less: Cash	(41.2)	-	-	-
Senior Debt net of cash (X)	1,573.2	1,708.5	1,730.9	1,793.1
RAB (Y) ²	2,622.4	2,864.5	3,254.9	3,630.4
Senior RAR (X/Y)	0.60	0.60	0.53	0.49

1. For the purposes of preparing the Senior Debt forecast, it has been assumed that restricted payments of £133 million, £65 million and £75 million are made in in years ending 31 March 2015, 2016 and 2017 respectively.
2. 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.

YOUR LONDON AIRPORT
Gatwick

6. We confirm that:
- (a) no Default or Trigger Event has occurred and is continuing;
 - (b) the Borrower is in compliance with the Hedging Policy;
 - (c) to the best of our knowledge after verification, the statements made in this Compliance Certificate are accurate in all material respects; and
 - (d) the amount of any Restricted Payments made since the date of the delivery of the immediately previous Compliance Certificate is £80million.

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