

YOUR LONDON AIRPORT



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

From: Gatwick Airport Limited as Borrower

20 November 2013

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 2013
Senior ICR	3.11

The Senior ICR for the immediately preceding March 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 March Calculation Date.

RAR TEST	Historical for Relevant Period ended 30 September 2013
Senior RAR	0.60

The Senior RAR for the immediately preceding March 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 March Calculation Date.

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Forecast ICR Ratios	Forecast for Relevant Period ending on 31 March 2014	Forecast for Relevant Period ending on 31 March 2015	Forecast for Relevant Period ending on 31 March 2016
Senior ICR	2.65	2.93	3.09
Forecast RAR Ratios	Forecast for Relevant Period ending on 31 March 2014	Forecast for Relevant Period ending on 31 March 2015	Forecast for Relevant Period ending on 31 March 2016
Senior RAR	0.65	0.61	0.60

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).

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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 September 2013 £m	Year ending 31 March 2014 £m	Year ending 31 March 2015 £m	Year ending 31 March 2016 £m
Net cash inflow from operating activities ¹	268.9	250.1	279.4	305.8
Add back: one off, non-recurring extraordinary or exceptional items	-	-	-	-
Less: UK corporation tax paid	-	-	-	-
Less: 2% of RAB	(48.4)	(49.3)	(51.9)	(56.1)
Cash flow (A)	220.5	200.8	227.5	249.7
Interest and equivalent charges paid on Senior Debt ²	72.9	75.7	77.7	80.8
Interest received	(1.9)	-	-	-
Total interest (B)	71.0	75.7	77.7	80.8
Senior ICR (A/B)	3.11	2.65	2.93	3.09

1 For the purposes of this report the EBITDA forecasts proposed by the CAA in their final proposal dated October 2013 have been used

2 '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.

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(b) Senior RAR

	As at 30 September 2013 £m	As at 31 March 2014 £m	As at 31 March 2015 £m	As at 31 March 2016 £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
Term Facility ¹	106.4	106.4	106.4	106.4
Capex Facility ¹	116.0	183.9	270.6	363.2
Revolving Facility ¹	-	50.0	50.0	50.0
Accretion on inflation-linked Treasury Transactions	52.5	58.6	25.9	8.2
Senior Debt ²	1,474.9	1,598.9	1,652.9	1,727.8
Less: Cash	(0.5)	-	-	-
Senior Debt net of cash (X)	1,474.4	1,598.9	1,652.9	1,727.8
RAB (Y)	2,453.1	2,474.9	2,715.8	2,895.9
Senior RAR (X/Y)	0.60	0.65	0.61	0.60

1. For the purposes of preparing the Senior Debt forecast, it has been assumed that restricted payments of £105.9 million are made in the year ending 31 March 2014 with additional restricted payments of £50 million in the years ended 31 March 2015 and 2016.
2. The existing Term, Capex & Revolving Facilities expire in December 2014, for the purposes of preparing the Senior Debt forecast it is assumed that these will be refinanced during 2014 with comparable facilities.

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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;
 - (d) the amount of any Restricted Payments made since the date of the delivery of the immediately previous Compliance Certificate is £50 million; and
 - (e) a clean-down period under Clause 5.7 (Clean down) of the Initial Authorised Credit Facility Agreement did occur during the 12 months to 30 September 2013. The clean-down period commenced on 2 July 2013 ending on 16 July 2013.

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