

## COMPLIANCE CERTIFICATE

To: Citicorp Trustee Company Limited as Obligor Security Trustee  
Citicorp Trustee Company Limited as Issuer Security Trustee  
Citicorp Trustee Company Limited as Bond Trustee  
each Facility Agent  
each PP Debtholder  
each Hedge Counterparty  
each Rating Agency

From: Manchester Airport Group Investments Limited as Security Group Agent

3 December 2015

Dear Sirs

**Common Terms Agreement dated 14 February 2014 between, among others, Manchester Airport Group Investments Limited as Security Group Agent and Citicorp Trustee Company Limited as the Obligor Security Trustee (the CTA)**

1. Capitalised terms not defined in this certificate have the meaning given to them in the Master Definitions Agreement (as defined in the CTA).
2. We refer to the CTA. This is a Compliance Certificate. The Calculation Date to which this Compliance Certificate relates is 30 September 2015.
3. We confirm that the ratios set out in Paragraph 2 (Financial Ratios) of Part 2 (Financial information) of this Schedule 2 (Security Group Covenants) to the CTA (together the **Ratios**) have been calculated.
4. We confirm that the Ratios are, in respect of the Relevant Historic Period, as detailed in the tables below:

<b>Ratio</b>	<b>Ratio for Relevant Historic Period/Calculation Date</b>
Interest Coverage Ratio:	6.9x
Leverage Ratio:	3.0x

5. We confirm that each of the above Ratios, together with the Distribution Ratios in respect of the Relevant Forward Looking Period have been calculated using the most recently available financial information required to be provided by the Obligors under Schedule 2 (Security Group Covenants) of the CTA and delivered together with this Compliance Certificate.
6. We set out in Appendix 1 the computation of the Ratios in respect of the Relevant Historic Period for your information.
7. We confirm that the Distribution Ratios in respect of the Relevant Forward Looking Period are satisfied.

8. There has been no material change to the basis on which the Financial Statements of the Parent have been prepared and no Change of Basis Election.

9. The Parent will make a distribution of £38.6 million (Interim Dividend) on 7 December 2015, following provision of this Compliance Certificate, and a further payment of £15.1 million in March 2016 in respect of Interest on the Shareholders' Loan. Taking into the account the proposed distributions the Ratios will continue to be satisfied.

10. We also confirm:

(a) that no Obligor Default has occurred and is continuing;

(b) that the Security Group is in compliance with the Hedging Policy;

(c) that this Compliance Certificate is accurate in all material respects;

(d) that the amount of any Distribution made on or since the date of the previous Compliance Certificate on 22 July 2015 (or, if none, the Initial Issue Date) is £77.1 million;

- 22 July 2015: £62.0 million Final Dividend in respect of the Financial Year ended 31 March 2015; and
- 30 September 2015: £15.1 million Interest on Shareholders' Loan

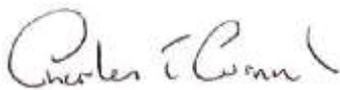
(e) There has been no acquisition or disposal of Subsidiaries or interests in any Permitted Joint Venture by any member of the Security Group and of any company or business or material disposals by any member of the Security Group, in each case since the previously delivered Compliance Certificate (or, if none, the Initial Issue Date);

(f) that:

(A) the aggregate of the Gross Assets of the Guarantors taken as a whole is equal to or exceeds 80% of the Gross Assets of the Security Group; and

(B) the aggregate of the amount of EBITDA attributable to each Guarantor is equal to or exceeds 80% of the EBITDA of the Security Group.

Yours faithfully,



.....  
Charlie Cornish, Director



.....  
Neil Thompson, Director

For and on behalf of

**Manchester Airport Group Investments Limited  
as Security Group Agent**

## Appendix 1 – Ratio Computation

### Interest Coverage Ratio

In respect of the Relevant Period, the ratio of:

(a)	EBITDA minus any amounts paid in respect of tax	
	EBITDA (£m)	302.6
	less; tax paid (£m)	(26.1)
		<hr/>
		276.5
(b)	Net Finance Charges (£m)	40.3

<b>RESULT</b>	<b>6.9x</b>
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<b>Default Ratio - not less than</b>	<b>1.4x</b>
<b>Pass or Fail</b>	<b>Pass</b>
<b>Distribution Ratio - not less than</b>	<b>2.0x</b>
<b>Pass or Fail</b>	<b>Pass</b>

### Leverage Ratio

The ratio of:

(a)	Total Net Debt (£m)	905.4
(b)	EBITDA (£m)	302.6

<b>RESULT</b>	<b>3.0x</b>
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<b>Default Ratio - not more than</b>	<b>7.5x</b>
<b>Pass or Fail</b>	<b>Pass</b>
<b>Distribution Ratio - not more than</b>	<b>6.0x</b>
<b>Pass or Fail</b>	<b>Pass</b>