

Company Number: 05276530

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTION OF THE MEMBERS OF
AIRPORT CONCESSIONS AND DEVELOPMENT LIMITED
(the "Company")
PASSED PURSUANT TO SECTION 283 OF THE
COMPANIES ACT 2006**

25 October 2013 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution (the "Resolution")

SPECIAL RESOLUTION

That there be and is hereby approved the reduction of the Company's issued share capital £54,694,141 (made up of 54,694,141 Ordinary Shares of £1 00 each) to £1 (made up of one Ordinary Share of £1 00) and its share premium account from £492,247,086 to £0 by the cancellation of 54,694,140 Ordinary Shares of £1.00 each and by the cancellation of £492,247,086 of share premium account in accordance with sections 641 to 644 of the Companies Act 2006, and that the Company's Memorandum of Association shall be amended accordingly

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to any of the resolutions

We, the undersigned, the persons entitled to vote on the above resolutions on the Circulation Date hereby irrevocably agrees to the Resolution as indicated above:

Signed for and on behalf of
abertis Infraestructuras, S.A

Date

..... 2013

Signed for and on behalf of
AENA Desarrollo Internacional, S A.

Date

.. 25 October 2013

FRIDAY



A2JPXXAX

A34 25/10/2013 #84
COMPANIES HOUSE

NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivering the signed copy to the Company Secretary at TBI House, 72-104 Frank Lester Way, London Luton Airport, Luton, Bedfordshire LU2 9NQ

If you do not agree with the Resolution, you do not need to do anything; you will not be deemed to agree if you fail to reply.
2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. The Resolution will lapse unless your agreement to the Resolution has been received by such date as is 28 days from the Circulation Date indicated at the top of this document. If you agree to the Resolution, please ensure that your agreement reaches us before this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

Company Number: 05276530

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTION OF THE MEMBERS OF
AIRPORT CONCESSIONS AND DEVELOPMENT LIMITED
(the "Company")
PASSED PURSUANT TO SECTION 283 OF THE
COMPANIES ACT 2006**

25 October 2013 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution (the "Resolution")

SPECIAL RESOLUTION

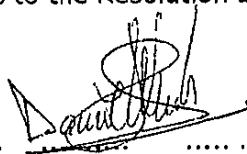
That there be and is hereby approved the reduction of the Company's Issued share capital £54,694,141 (made up of 54,694,141 Ordinary Shares of £1.00 each) to £10 (made up of ten Ordinary Shares of £1.00) and its share premium account from £492,247,086 to £0 by the cancellation of 54,694,131 Ordinary Shares of £1.00 each and by the cancellation of £492,247,086 of share premium account in accordance with sections 641 to 644 of the Companies Act 2006, and that the Company's Memorandum of Association shall be amended accordingly.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to any of the resolutions.

We, the undersigned, the persons entitled to vote on the above resolutions on the Circulation Date hereby irrevocably agree to the Resolution as indicated above:

Signed for and on behalf of
abertis Infraestructuras, S.A.



Date

25 October 2013

Signed for and on behalf of
AENA Desarrollo Internacional, S.A

Date

....., 2013



NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivering the signed copy to the Company Secretary at TBI House, 72-104 Frank Lester Way, London Luton Airport, Luton, Bedfordshire LU2 9NQ

If you do not agree with the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement
3. The Resolution will lapse unless your agreement to the Resolution has been received by such date as is 28 days from the Circulation Date indicated at the top of this document. If you agree to the Resolution, please ensure that your agreement reaches us before this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.