

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Macquarie Airports ("MAp")

ABN

Macquarie Airports Management Limited (ACN 075 295 760) as responsible entity of:
Macquarie Airports Trust (1) (ARSN 099 597 921) ("MAT(1)")
Macquarie Airports Trust (2) (ARSN 099 597 896) ("MAT(2)") and
Macquarie Airports Limited (ARBN 099 813 180) ("MAL")

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|---|
| 1 | +Class of +securities issued or to be issued | Fully paid ordinary stapled securities (<i>Stapled Securities</i>) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | Up to 155,103,000 Stapled Securities pursuant to the Entitlement Offer. |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | As for existing fully paid ordinary stapled securities. |

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<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Yes</p>				
<p>5 Issue price or consideration</p>	<p>\$2.30 per fully paid ordinary stapled security</p>				
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The net proceeds of the Entitlement Offer will be used to partially or fully replenish MAp's cash reserves following payment of \$345 million to Macquarie Capital Group Limited (ABN 54 096 705 109) (<i>Macquarie</i>) as consideration pursuant to the proposal to internalise the management of MAp (as approved by MAp's security holders on 30 September 2009).</p>				
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>6 November 2009</p>				
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="686 1456 989 1500">Number</th> <th data-bbox="989 1456 1283 1500">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="686 1500 989 1720">1,706,125,295</td> <td data-bbox="989 1500 1283 1720">Fully paid ordinary stapled securities</td> </tr> </tbody> </table>	Number	+Class	1,706,125,295	Fully paid ordinary stapled securities
Number	+Class				
1,706,125,295	Fully paid ordinary stapled securities				

+ See chapter 19 for defined terms.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	1	A Special Share in MAL
	1	B Special Share in MAL
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Refer to item 4 of this Appendix 3B.	

Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?	No
12 Is the issue renounceable or non-renounceable?	Entitlements are non-renounceable and will not be tradable on ASX or otherwise transferable.
13 Ratio in which the +securities will be offered	1 new Stapled Security for every 11 Stapled Securities held at the record date
14 +Class of +securities to which the offer relates	Fully paid ordinary stapled securities
15 +Record date to determine entitlements	7.00pm (AEDT) on 12 October 2009
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17 Policy for deciding entitlements in relation to fractions	Where fractions arise in the calculation of security holders' entitlements under the Entitlement Offer they will be rounded down to the next whole number of new Stapled Securities.
18 Names of countries in which the entity has +security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	All countries except for Australia, New Zealand and any other jurisdiction in which MAp has decided to make an offer.
19 Closing date for receipt of acceptances or renunciations	28 October 2009

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20	Names of any underwriters	The Entitlement Offer is not underwritten, except that Macquarie has agreed to support the capital raising by taking up its full entitlement and to participate in any shortfall under the Entitlement Offer on the same basis as other eligible security holders who elect to participate in the shortfall, provided that Macquarie will not increase its voting power by more than 3 percentage points higher than its voting power in the last 6 months before allotment under the Entitlement Offer.
21	Amount of any underwriting fee or commission	Macquarie will act as exclusive manager of the Entitlement Offer. Macquarie will be reimbursed for reasonable expenses incurred in acting as manager up to a maximum of \$20,000 but will not receive a fee for acting as manager.
22	Names of any brokers to the issue	n/a
23	Fee or commission payable to the broker to the issue	n/a
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	n/a
25	If the issue is contingent on +security holders' approval, the date of the meeting	n/a
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	No prospectus or Product Disclosure Statement will be prepared. Entitlement Offer documents (including an acceptance form) will be sent to eligible security holders on 14 October 2009.
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	n/a
28	Date rights trading will begin (if applicable)	n/a
29	Date rights trading will end (if applicable)	n/a

+ See chapter 19 for defined terms.

30	How do +security holders sell their entitlements <i>in full</i> through a broker?	n/a
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	n/a
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	n/a
33	+Despatch date	Refer to item 7 of this Appendix 3B.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

+ See chapter 19 for defined terms.

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

- 38 Number of securities for which +quotation is sought
- 39 Class of +securities for which quotation is sought
- 40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:
 - the date from which they do
 - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
 - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

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<p>41 Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>	n/a
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	Number	+Class
42	Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 38)	n/a

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Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: Date: 1 October 2009
(Company secretary)

Print name: Sally Webb

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+ See chapter 19 for defined terms.