

Heathrow

**HEATHROW
INVESTOR UPDATE**

JUNE 2021



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A woman in a blue uniform and a clear face shield is smiling and talking to a man with a backpack. The scene is set in what appears to be an airport or travel hub. The entire image has a purple tint.

CREDIT FUNDAMENTALS

FOUNDATIONS OF HEATHROW CREDIT

1

Strength and resilience
of the asset

2

Cash flow predictability
from stable regulatory
framework

3

Strong set of creditor
protections

4

Sustainable growth



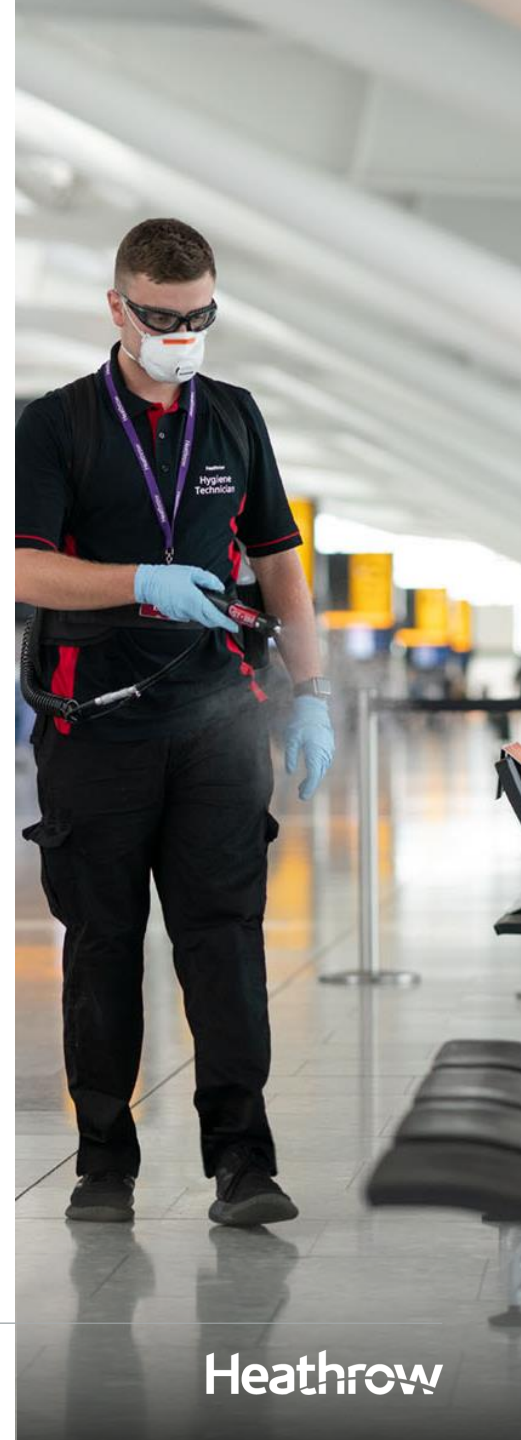
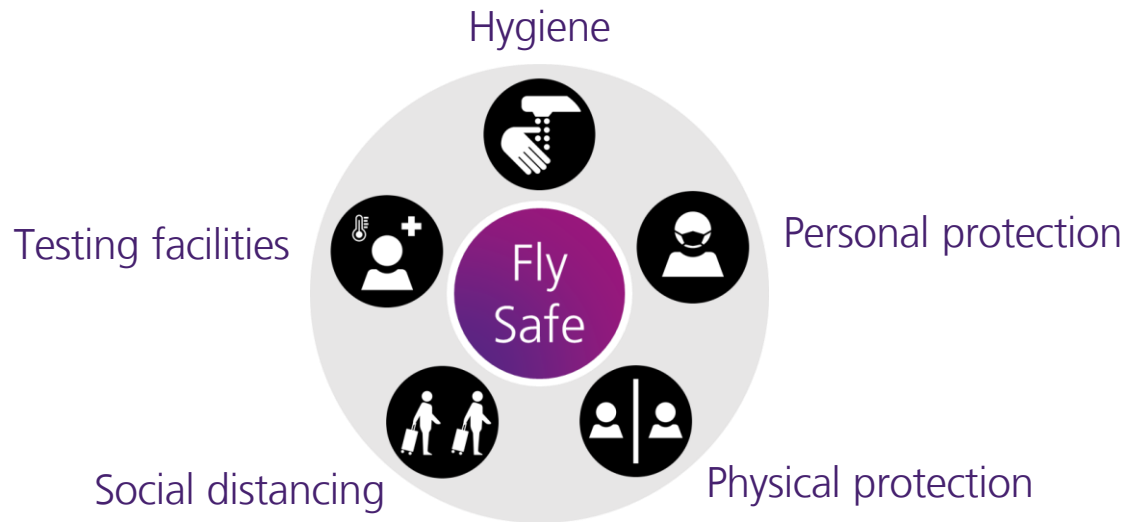
A photograph of two women walking through an airport terminal. Both women are wearing face masks. The woman on the left is wearing an orange sweater and black leggings, carrying a black bag and holding a smartphone. The woman on the right is wearing a red blazer over a grey top and blue jeans, pulling a black suitcase. In the background, there is a sign with the word "Assistance" and other airport-related icons. The entire image has a purple tint.

STRATEGIC DEVELOPMENTS

PROTECT OUR BUSINESS – FLY SAFE

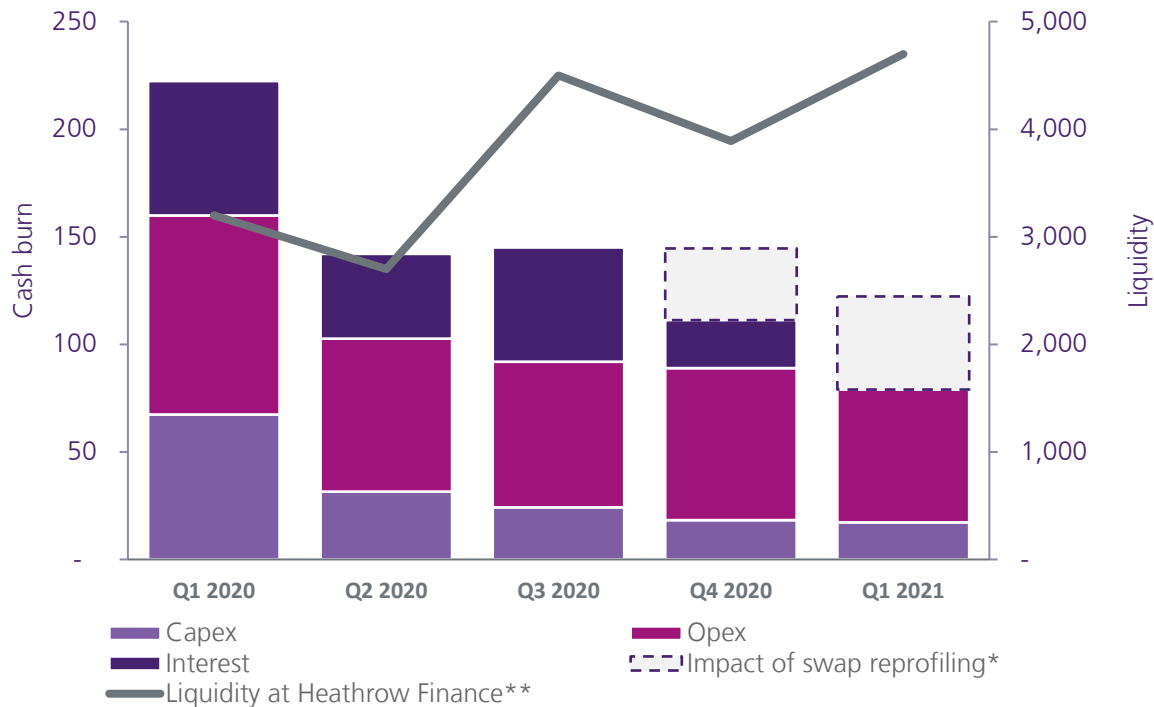
Fly Safe - we are playing our part in developing solutions

- CAA's COVID-Security Assurance Scheme pilot
- Airport Health Accreditation (AHA)
- 4-Star COVID-19 Airport Safety Ranking by Skytrax
- Testing capacity increased to over 400,000 tests per month.
- Part of our head office building transformed into NHS COVID-19 vaccination centre
- Strong ASQ score of 4.25 in Q1 compared to 4.20 in the same period of 2020



PROTECTING OUR BUSINESS – CASH BURN REDUCED BY OVER 50%

Average monthly cash burn levels and liquidity (£m)



(*) Our swap portfolio reprofiling resulted in c.£100m of interest prepayment in Q4 2020 while interest savings started flowing through from Q1 2021

(**) Liquidity position including cash and undrawn facilities – Q1 2021 is pro-forma following April transaction



WINNING THE RECOVERY

Revenue protection initiatives

- Maximising traffic

Over 80% incumbent airline build-back

Airline consolidation of London operations

15 new entrants

- Maximising cargo movements

8x cargo growth – cargo-only movements and 'freighters' increase

- Rent protection

- Digital initiatives

- Bad debt management

	Jan – May 2020	Jan – May 2021
Passengers (m)	15.1	2.9
Long-haul traffic growth/(decline) %	(50.4)	(82.5)
Short-haul traffic growth/(decline) %	(54.1)	(78.8)
Passengers ATM	104,322	32,318
Cargo ATM	6,029	15,637
Load factors (%)	66.3	39.2
Seats per ATM	218.0	228.5
Cargo tonnage ('000)	492	576



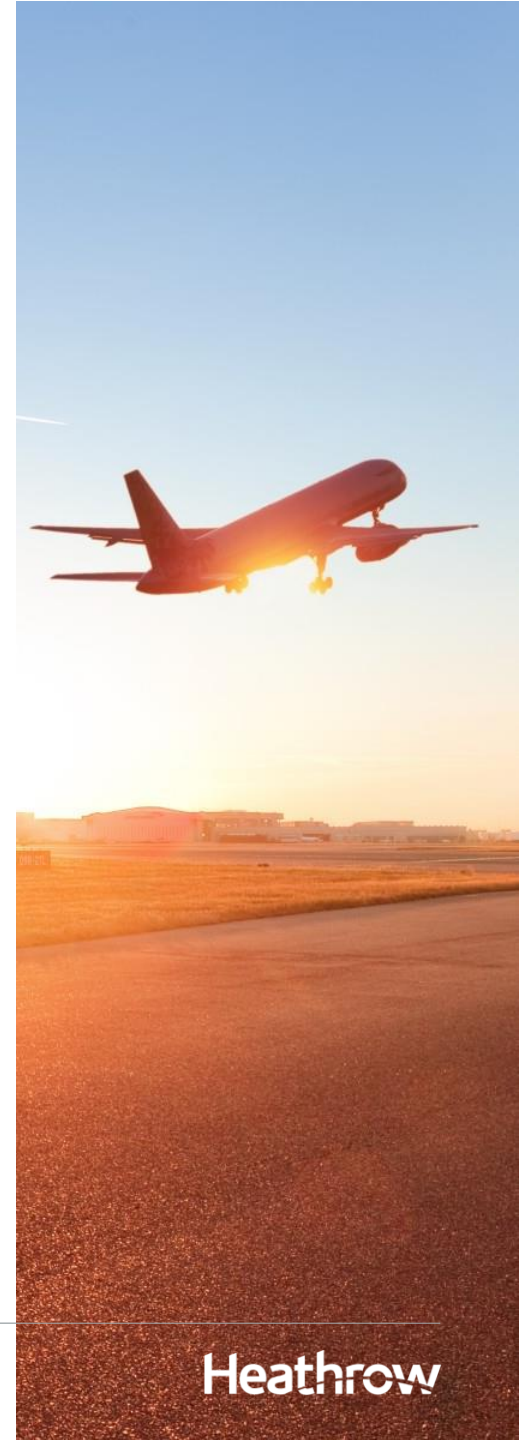
WINNING THE RECOVERY – RESTARTING TRAVEL SAFELY

Global Travel Taskforce recommends risk-based approach in line with Heathrow’s proposal

- International travel partially resumed on 17th May with 11 countries on the green list, including Iceland, Singapore, Australia and New Zealand
- The Government should grant ‘green’ status to more low-risk countries
- Testing requirements remain unaffordable for many passengers
- Border force resilience is critical to support recovery: more resources and automation are still needed
- Dedicated Red List arrival facility opened from June

Traffic light system		Pre-departure test	Post-arrival PCR Test	Self isolate	Hotel quarantine
Green list	Low-risk countries	✓	✓ 1 test	-	-
Amber list	Moderate-risk countries	✓	✓ 2 tests	10 days	-
Red list	High-risk countries	✓	✓ 2 tests	-	10 days

Source: <https://www.gov.uk/guidance/red-amber-and-green-list-rules-for-entering-england>



BUILDING BACK BETTER – DELIVERING HEATHROW 2.0

- A GREAT PLACE TO WORK
- A GREAT PLACE TO LIVE
- A THRIVING SUSTAINABLE ECONOMY
- A WORLD WORTH TRAVELLING

PATH TO NET ZERO CARBON



Sustainable Aviation Fuel



Zero emissions aircraft



Heathrow

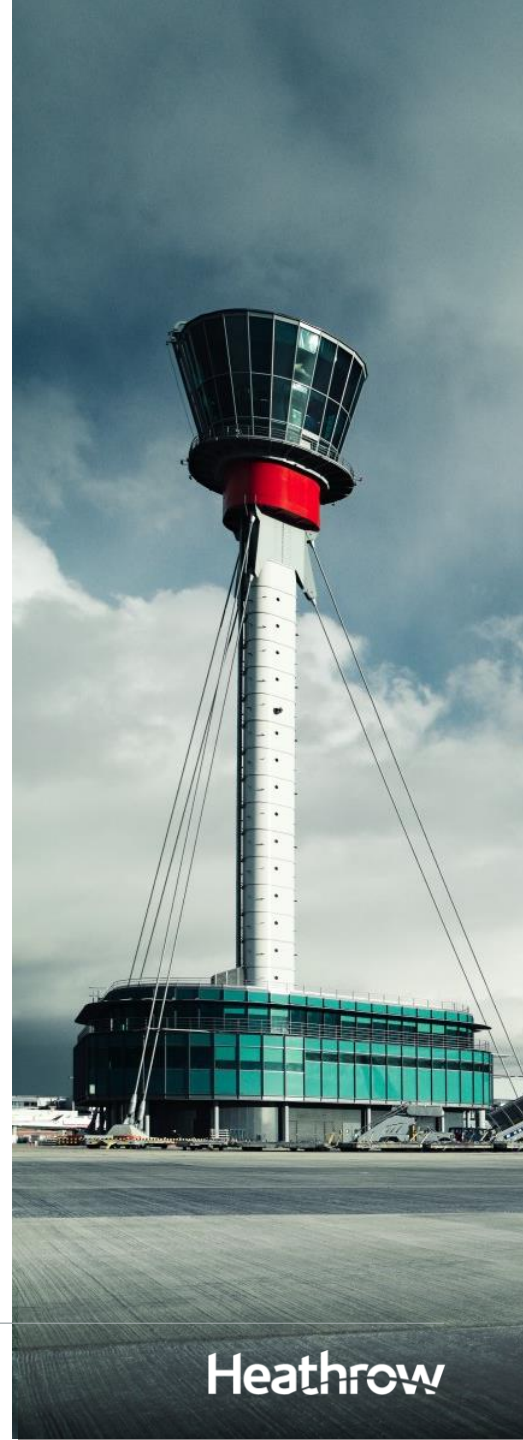
BUILDING BACK BETTER – REGULATORY DEVELOPMENTS

CAA confirms inadequate interim RAB adjustment of £300m

- Despite all our efforts to protect the business, we will face cumulative losses of c.£3bn over 2020-21
- Inadequate regulatory action could have expensive consequences for consumers and undermines confidence in UK infrastructure and RAB-based model
- The CAA will need to fully address all the issues related to the adjustment in the upcoming H7 settlement

H7 framework needs to rebalance risk and return

- April 2021 Way Forward consultation provides further guidance on approach to H7 settlement
- CAA to publish Initial Proposals in H2 2021 for the next regulatory settlement (H7) which will start in 2022.
- Our December Plan (RBP) outlined base case traffic forecast, resulting operational and investment choices and financeability principles



A photograph of a man in a dark suit and white face mask talking to a woman with long dark hair, also wearing a mask. The woman is holding a rolling suitcase. They are standing on what appears to be an airport tarmac or boarding area. The background is slightly blurred, showing some airport infrastructure. The entire image has a purple color overlay.

PERFORMANCE UPDATE AND BUSINESS OUTLOOK

FINANCIAL RESILIENCE

Protecting the business

- Cost base reduced to lowest possible and safe level
- Revenue optimisation initiatives in place
- Liquidity position further strengthened by £1.3bn additional funding
- 2021 traffic scenarios ranging from 13m to 36m passengers

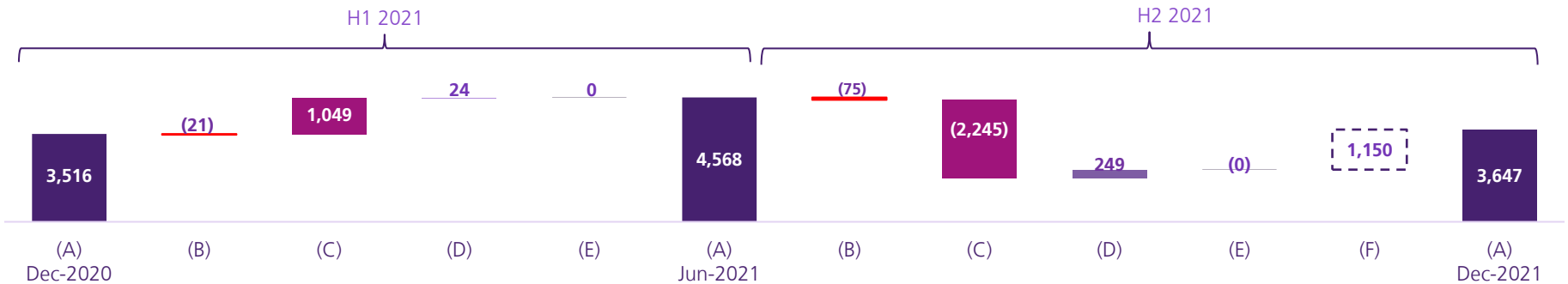
Winning the recovery

- S&P and Fitch affirmed our credit ratings as investment grade

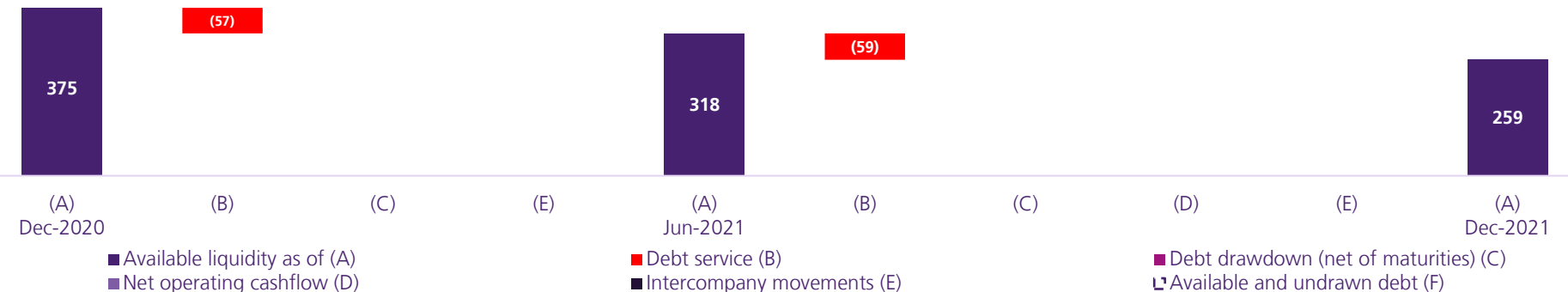
Building back better

- ESG financing

AVAILABLE LIQUIDITY AT HEATHROW (SP) IS FORECAST TO BE £4.6 BILLION AT THE END OF JUNE 2021

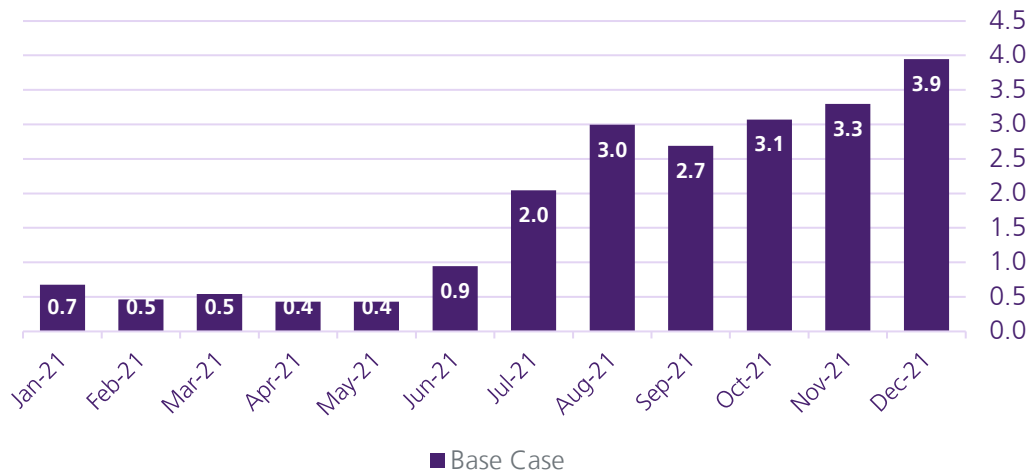


AVAILABLE LIQUIDITY AT HEATHROW FINANCE IS FORECAST TO BE £318 MILLION AT THE END OF JUNE 2021

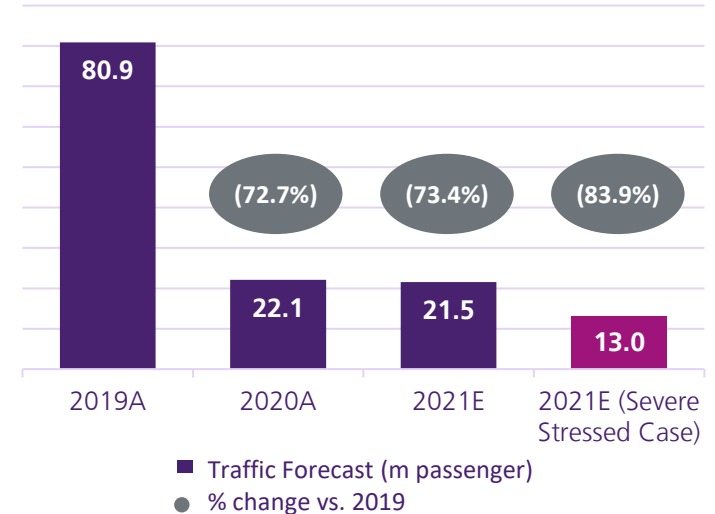


TRAFFIC FORECAST REFLECTS UNCERTAINTY AND DEPENDENCE ON GOVERNMENT POLICY

Monthly passenger traffic forecast (m)



Annual traffic forecast (m) vs. 2019 levels



ASSUMPTIONS - BASE CASE

- Slower reopening and gradual increase on 'green list'
- Key European destination reopens gradually from June
- US gradually reopens from July
- Asia remain heavily restricted until later this year
- Rest of the world largely essential travel only
- Gradual recovery driven by pent-up demand in 'Visiting Friends & Relatives' and leisure

ASSUMPTIONS - SEVERE STRESSED CASE

- Slower vaccine rollout
- Key markets remaining closed until late this year
- Quarantine restrictions to travel to EU and US
- Reduced consumer reaction compared to last summer

FINANCIAL OUTLOOK

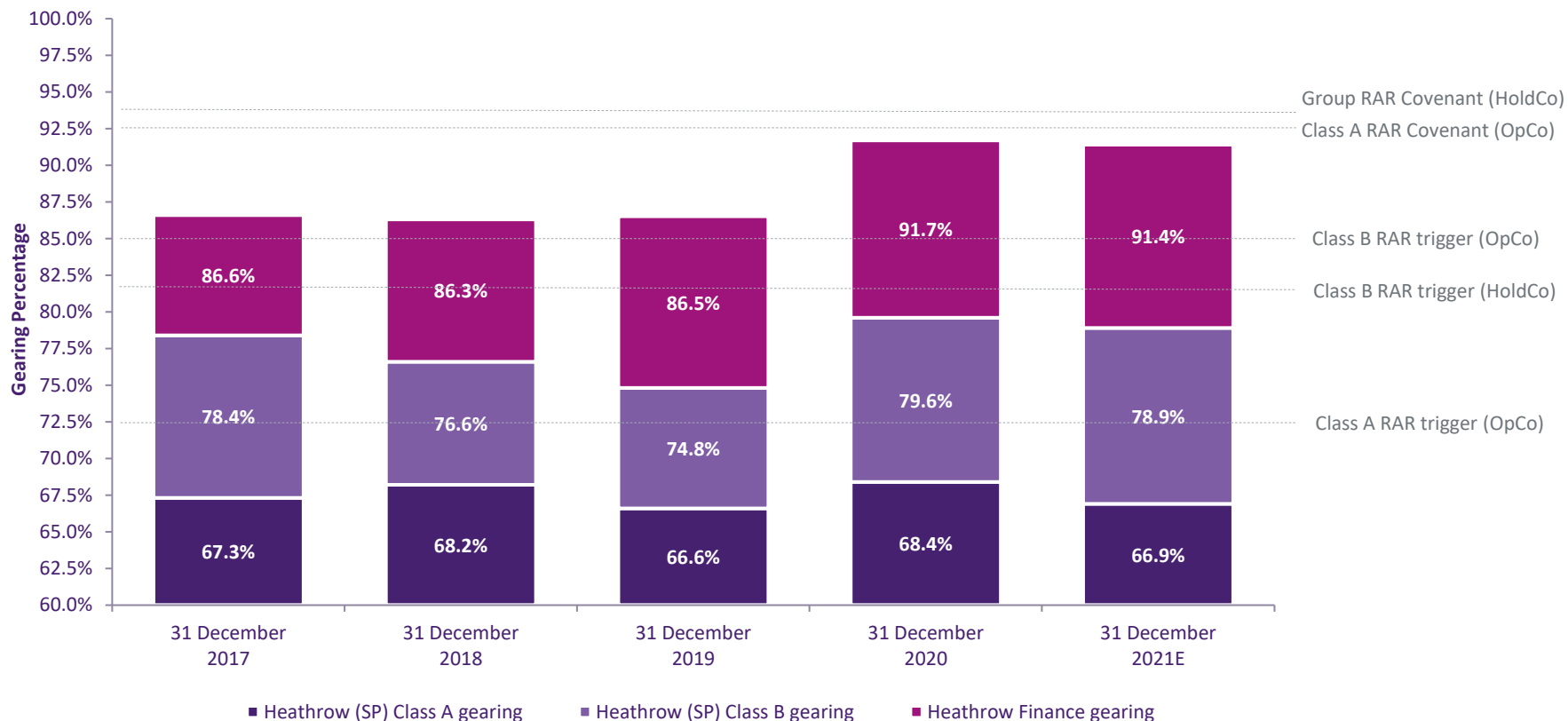
Material uncertainty remains on traffic recovery

- 2021 traffic base case is now 21.5m passengers highly depend on the government policy to restart international travel
- Despite traffic forecast decrease, we forecast Adjusted EBITDA to increase 23% to £332m
- Strong liquidity position
- Under base case, no covenant breach at Heathrow Finance however the headroom to ICR covenant is expected to be limited
- Under stress tested scenario of 13 m passenger breach no covenant breach occurs at Heathrow (SP) or Heathrow Finance gearing ratios
- However, a breach of Heathrow Finance's ICR covenant would likely occur in the stress tested scenario



MANAGEMENT ACTIONS PROVIDE ADDITIONAL HEADROOM WHILE TRAFFIC RECOVERS

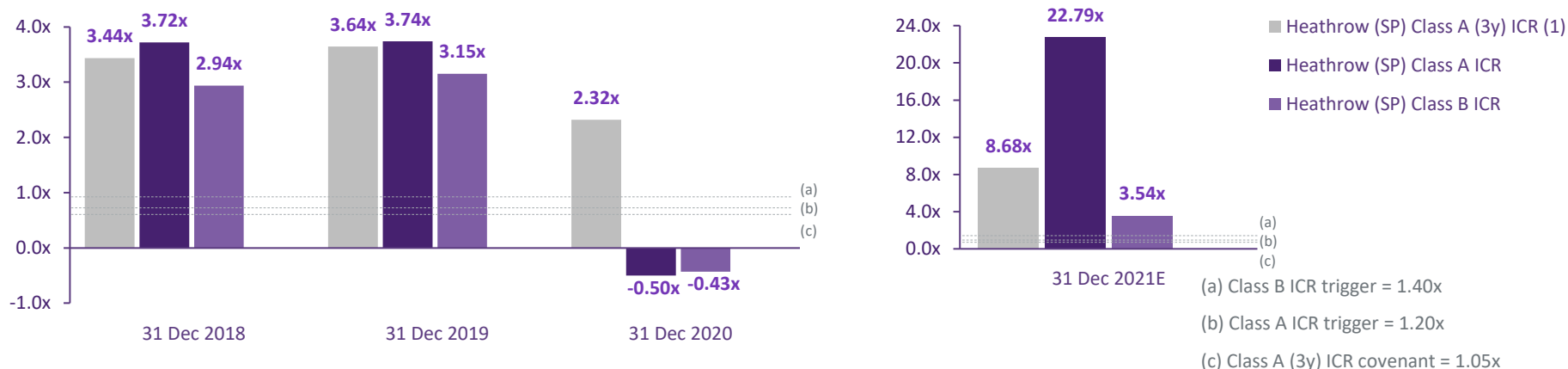
RAR evolution and forecasts (%)



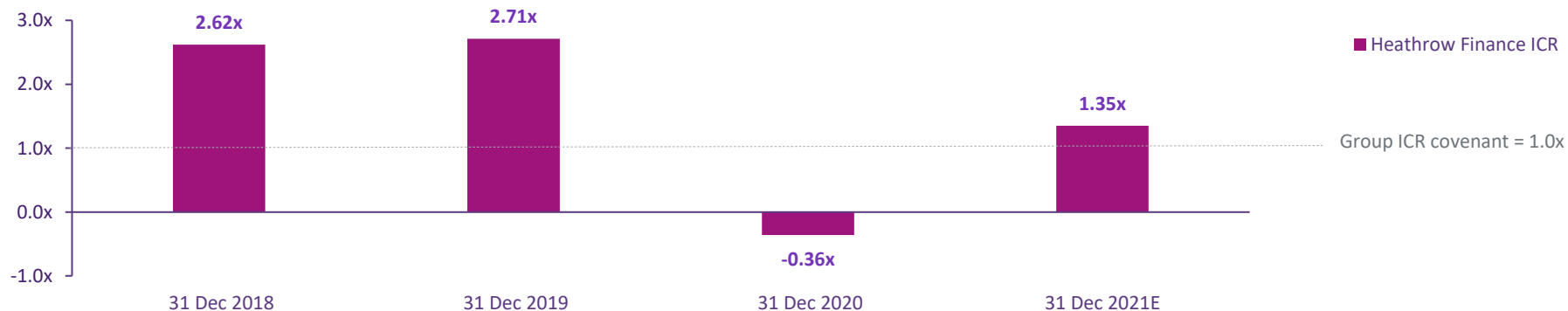
(*) As a result of the waiver secured on 8 July 2020, Heathrow Finance's RAR covenant increased to 95.0% for the testing date occurring on 31 December 2020, and 93.5% for the testing date occurring on 31 December 2021.

HEATHROW FINANCE'S ICR COVENANT REMAINS UNDER RELATIVE PRESSURE

CONTINUING TRIGGER EVENT AT HEATHROW (SP) PREVENTS RESTRICTED PAYMENTS, BUT NO DEFAULT



NO COVENANT BREACH FORECAST AT HEATHROW FINANCE BUT A REDUCTION OF ONLY £66M IN CASHFLOW/EBITDA IS LIKELY TO LEAD TO A BREACH OF THE HEATHROW FINANCE ICR COVENANT UNDER THE BASE CASE SCENARIO





APPENDICES

FINANCIAL REVIEW

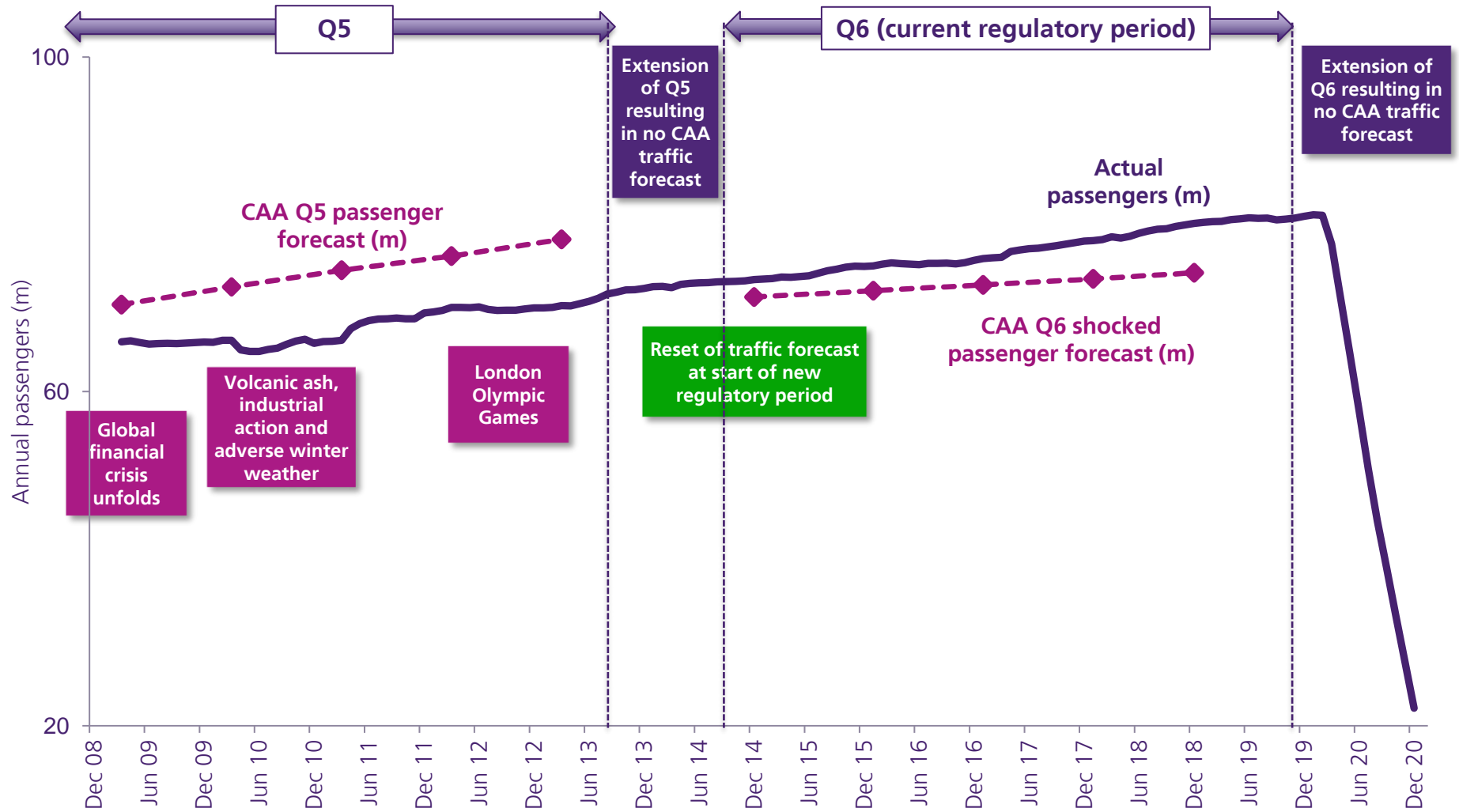


(£ million)	Q1 2020	Q1 2021	Versus 2020 %
Revenue	593	165	(72.2)
Adjusted operating costs	(278)	(185)	(33.5)
Adjusted EBITDA	315	(20)	(106.4)
Loss before tax	(278)	(307)	(10.4)
Cash generated from operations	375	132	(64.8)
Capital expenditure	208	52	(76.7)

(£ million)	Dec 2020	Mar 2021	Versus 2020 %
Consolidated nominal net debt			
Heathrow (SP)	13,131	13,064	(0.5)
Heathrow Finance	15,120	15,109	(0.1)
Regulatory Asset Base	16,492	16,396	(0.6)
Consolidated cash at Heathrow Finance*	3,891	4,535	16.5

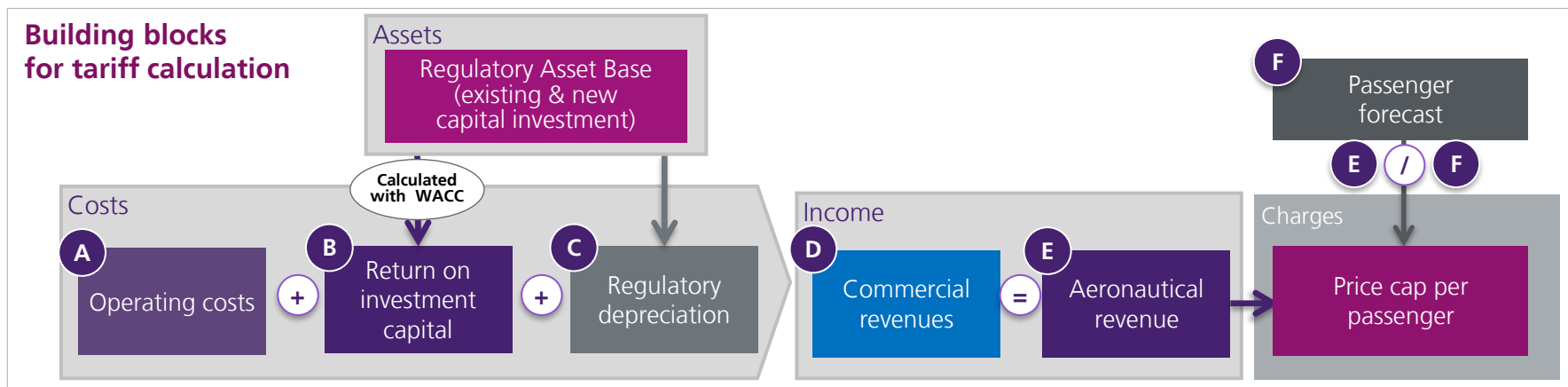
(*) Heathrow Finance liquidity is pro-forma, including the CAD950 million transaction completed in April 2021. As at 31st March 2021, liquidity was £4.0bn

TRAFFIC OUTPERFORMANCE IN Q6



CASH FLOW PREDICTABILITY FROM A STABLE REGULATORY FRAMEWORK

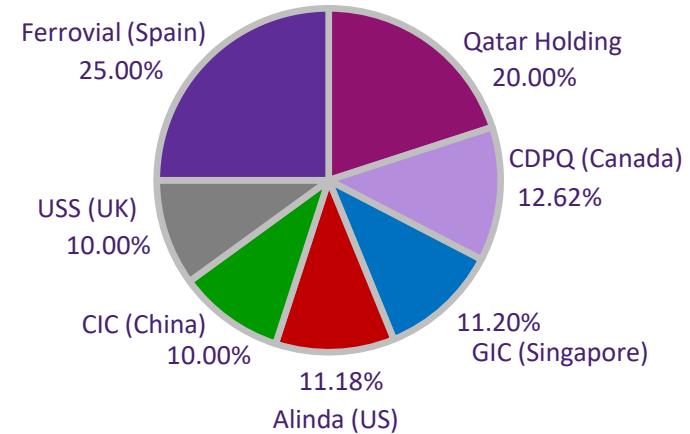
- Heathrow is regulated by UK Civil Aviation Authority, with role defined by English law
- Re-set of tariff every five years provides strong visibility of cost recovery
 - tariff set using 'building block' principle, allowing recovery of capital investment, operating costs and cost of capital
 - license includes possibility to reopen settlement under exceptional circumstances
- £16.4 billion Regulatory Asset Base ('RAB') as at 31 March 2021 includes virtually all assets in the business
- 'RAB based' price regulation similar to other UK regulated utilities
- CAA has duty to ensure Heathrow can finance its activities
- Current 'Q6' regulatory period extended until at least end of 2021. The 2-year extension is known as iH7



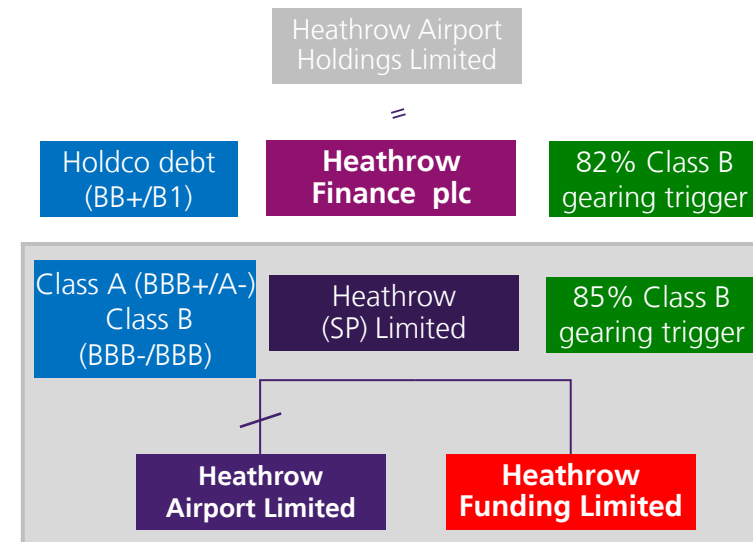
OVERVIEW OF HEATHROW FINANCING

- Largest wholly-privately financed airport globally, owned by seven international investors
- Established debt financing platform – similar to major UK regulated utilities – with issuance in 8 currencies
- Debt issued predominantly in senior (Class A), junior (Class B) and Heathrow Finance formats
- Common terms agreement governs all Class A and Class B debt
- All debt across capital structure benefits from covenants, limitations on distributions and security over assets
- Net debt at 31 May 2021
 - Class A: £10,891 million
 - Class B: £2,208 million
 - Heathrow Finance: £2,046 million

Heathrow ownership



Summary Heathrow financing structure



HEATHROW PROVIDES A STRONG SUITE OF CREDITOR PROTECTIONS

- Heathrow Finance creditors have senior security over Heathrow (SP) Limited shares
- Heathrow Finance strong liquidity position sufficient for 4 years debt service with no maturities before 2024
- Indirect benefit from Heathrow (SP) operational and financial covenants and distribution lock-ups
- Additional Junior Debt lock-up tests for Heathrow Finance debt
- Information covenants including semi-annual investor report with financial forecasts
- Cross-acceleration of Heathrow Finance debt with Heathrow (SP) debt

(*) As a result of the waiver secured on 8 July 2020, Heathrow Finance's RAR covenant increased to 95.0% for the testing date occurring on 31 December 2020 and 30 June 2021, and 93.5% for the testing date occurring on 31 December 2021.

(**) As a result of the waiver secured on 8 July 2020, Heathrow Finance's ICR covenant is waived for the financial year ended 31 December 2020 and reinstated for the financial year ended 31 December 2021.

Summary operational/financial covenants and lock-ups across debt capital structure

Regulatory Asset Ratio (Net Debt/RAB)

Class A trigger	72.5%
Class B trigger	82.0%/85.0%

Heathrow Finance covenant*	95.0%/93.5%
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Interest Cover Ratios (ICR)

Class A trigger	1.40x
Class B trigger	1.20x

Heathrow Finance covenant**	1.00x
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Other protections at Heathrow (SP)

Minimum liquidity	>12 months
Minimum Class A credit rating	BBB+
Currency risk on non-£ debt	100% swap to £

Debt maturities:

- in any two year period	<30% RAB
- in any Five Year Period	<50% RAB

Minimum interest rate hedging:

- current regulatory period	>75% debt
- next regulatory period	>50% debt

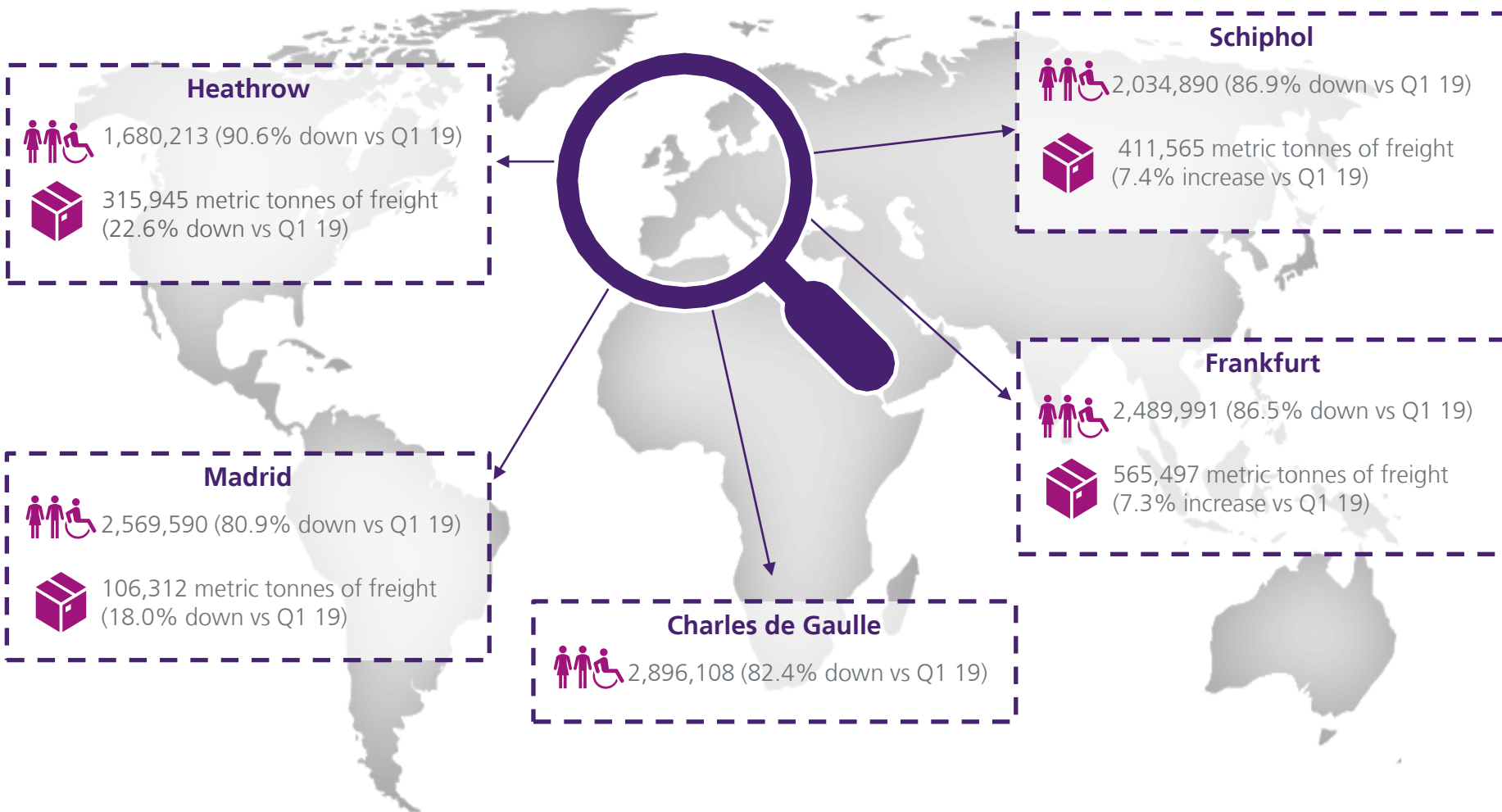
BUILDING BACK BETTER – EXPANSION

We remain committed to a long-term sustainable expansion

- Positive outcome from a judicial review last year
- Decarbonising aviation a central part the Government's green growth agenda
- We will consult with investors, Government, airline customers and regulators on our next steps
- We reopened our Hardship Scheme following the CAA's approval in May 2021



COMPARISON TO EUROPEAN HUBS



HEATHROW NOMINAL NET DEBT AT 31 MAY 2021

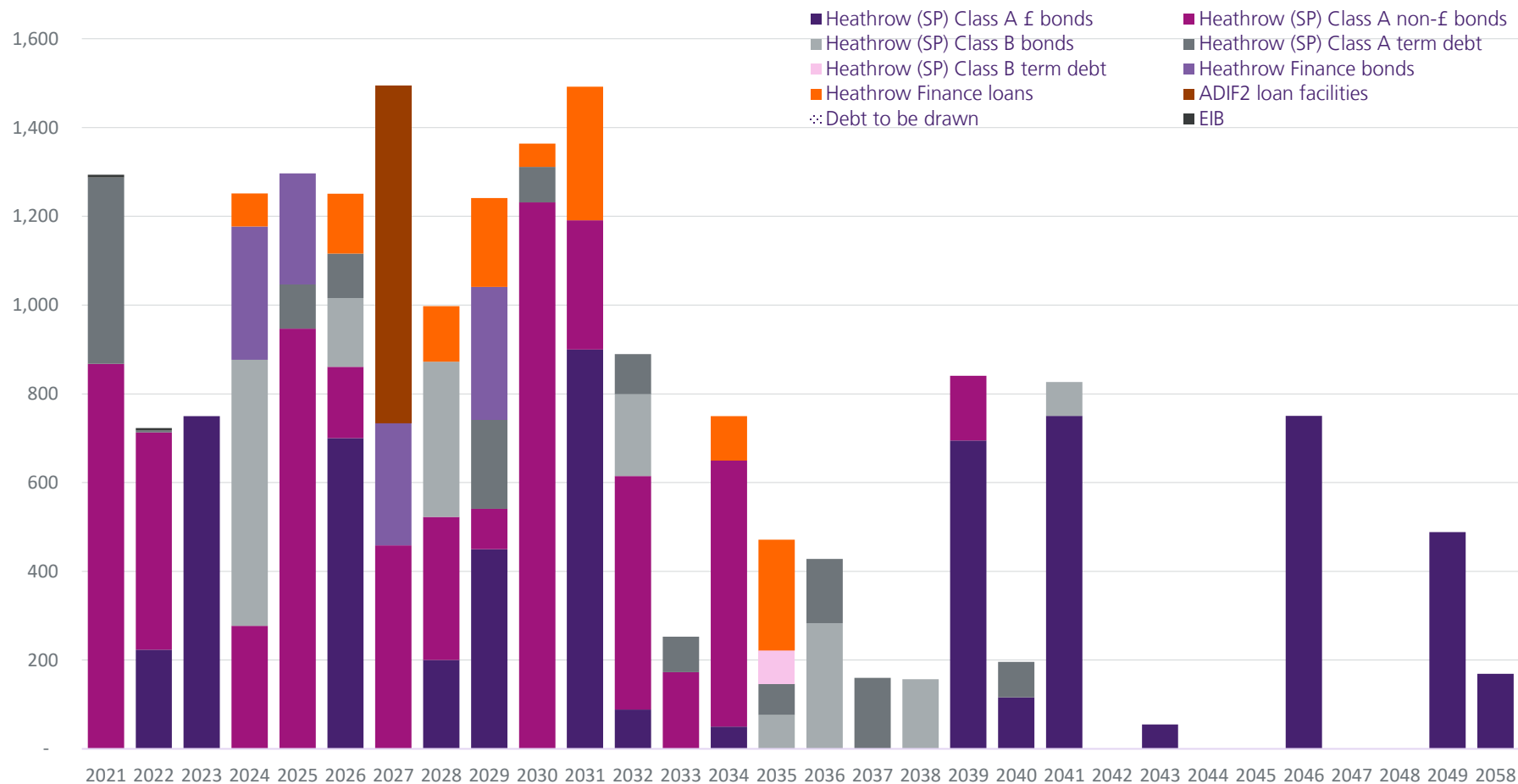
Heathrow (SP) Limited	Amount	Available	Maturity
	(£m)	(£m)	
Senior debt			
C\$450m 3%	246	246	2021
US\$1,000m 4.875%	621	621	2021
£180m RPI +1.65%	223	223	2022
€600m 1.875%	490	490	2022
£750m 5.225%	750	750	2023
CHF400m 0.5%	277	277	2024
C\$500m 3.25%	266	266	2025
€750m 1.50%	681	681	2025
CHF210m 0.45%	161	161	2026
£700m 6.75%	700	700	2026
NOK1,000m 2.65%	84	84	2027
C\$ 650m 2.7%	374	374	2027
C\$400m 3.4%	226	226	2028
£200m 7.075%	200	200	2028
A\$175m 4.150%	96	96	2028
£450m 2.75%	450	450	2029
NOK1,000m 2.50%	91	91	2029
€750m 1.5%	566	566	2030
C\$400m 3.872%	238	238	2030
€350m 1.125%	427	427	2030
C\$500m 3.661%	291	291	2031
£900m 6.45%	900	900	2031
€50m Zero Coupon	42	42	2032
£75m RPI +1.366%	88	88	2032
€50m Zero Coupon	42	42	2032
€500m 1.875%	443	443	2032
C\$300m 3.7%	173	173	2033
€650 1.875%	559	559	2034
£50m 4.171%	50	50	2034
€50m Zero Coupon	40	40	2034
£50m RPI +1.382%	59	59	2039
€86 Zero Coupon	75	75	2039
£460m RPI +3.334%	636	636	2039
¥10,000m 0.8%	71	71	2039
£100m RPI +1.238%	116	116	2040
£750m 5.875%	750	750	2041
£55m 2.926%	55	55	2043
£750m 4.625%	750	750	2046
£75m RPI +1.372%	89	89	2049
£400m 2.75%	400	400	2049
£160m RPI +0.147%	169	169	2058
Total senior bonds	12,965	12,965	
Term debt	1,529	1,529	Various
Index-linked derivative accretion	140	140	Various
Revolving/working capital facilities	900	900	2021
Operating lease liability	3	3	2021
Total other senior debt	2,572	2,572	
Total senior debt	15,537	15,537	
Heathrow (SP) Limited cash	(4,646)		
Senior net debt	10,891		

Heathrow (SP) Limited	Amount	Available	Maturity
	(£m)	(£m)	
Junior debt			
£600m 7.125%	600	600	2024
£155m 4.221%	155	155	2026
£350 2.625%	350	350	2028
£182m RPI + 0.101%	185	185	2032
£75m RPI + 0.347%	76	76	2035
£75m RPI + 0.337%	76	76	2036
£180m RPI +1.061%	208	207	2036
£51m RPI + 0.419%	52	52	2038
£105m 3.460%	105	105	2038
£75m RPI + 0.362%	76	76	2041
Total junior bonds	1,883	1,883	
Term debt	75	75	2035
Junior revolving credit facilities	250	250	2021
Total junior debt	2,208	2,208	
Heathrow (SP) Limited group net debt	13,099		

Heathrow Finance plc	Amount	Available	Maturity
	(£m)	(£m)	
£300m 4.75%	300	300	2024
£250m 5.75%	250	250	2025
£275m 3.875%	275	275	2027
£300m 4.125%	300	300	2029
Total bonds	1,125	1,125	
£75m	75	75	2024
£135m	135	135	2026
£125m	125	125	2028
£150m	200	200	2029
£52m	53	53	2030
£302m	301	301	2031
£52m	100	100	2034
£300m	250	250	2035
Total loans	1,239	1,239	
Total Heathrow Finance plc debt	2,364	2,364	
Heathrow Finance plc cash	(318)		
Heathrow Finance plc net debt	2,046		

Heathrow Finance plc group	Amount	Available
	(£m)	(£m)
Heathrow (SP) Limited senior debt	15,537	15,537
Heathrow (SP) Limited junior debt	2,208	2,208
Heathrow Finance plc debt	2,364	2,364
Heathrow Finance plc group debt	20,109	20,109
Heathrow Finance plc group cash	(4,964)	
Heathrow Finance plc group net debt	15,145	

£1.5 BILLION MATURITIES IN 2021 ARE ALREADY PREFUNDED



NOTES, SOURCES AND DEFINED TERMS

- Page 8
 - Capital expenditure includes capital creditors
- Page 9
 - ‘Freighters’ are passenger aircraft used to transport freight only
- Pages 14 to 18
 - Forecast values are as per the June Investor Report published on 11 June 2021.
- Page 17
 - Gearing ratio: external nominal net debt (including index-linked accretion and additional lease liabilities) to RAB (regulatory asset base)
- Page 20
 - Operating costs exclude depreciation, amortisation and fair value adjustments on investment properties and exceptional items.
 - Adjusted EBITDA: is profit before interest, taxation, depreciation, amortization and fair value adjustments on investment properties and exceptional items.
- Page 23
 - Heathrow Airport Limited has a wholly-owned subsidiary, Heathrow Express Operating Company Limited that sits within the ring-fenced financing structure
- Page 24
 - Regulatory asset ratio (RAR) is nominal net debt (including index-linked accretion) to RAB (regulatory asset base). Interest cover ratio (ICR) is cash flow from operations less 2% of RAB and corporation tax paid to HMRC divided by net interest paid
 - RAR is trigger event at Class A and Class B and financial covenant at Heathrow Finance; Class A RAR trigger ratio is 72.5%; two Class B triggers apply: at Heathrow Finance it is 82.0% and Heathrow (SP) Limited it is 85.0%. As a result of the waiver secured on 8 July 2020, Heathrow Finance’s RAR covenant increased to 95.0% for the testing date occurring on 31 December 2020 and on 30 June 2021, and 93.5% for the testing date occurring on 31 December 2021.
 - ICR is trigger event at Class A and Class B and financial covenant at Heathrow Finance
 - Five Year Period is each consecutive five year period from 1 April 2008
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 - Passenger and cargo numbers as at 31 March 2021 sourced from companies websites.
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 - Net debt is calculated on a nominal basis excluding intra-group loans and including index-linked accretion and includes non-sterling debt at exchange rate of hedges entered into at inception of relevant financing.
 - Maturity is defined as the Scheduled Redemption Date for Class A bonds.

A woman in a black uniform with red accents, wearing a white face mask, safety goggles, and blue gloves, is using a green disinfectant sprayer. She is standing in an airport terminal with rows of empty seats and large windows in the background. The entire image has a purple tint.

Heathrow

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