

NOTICE

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

**Greater Gabbard OFTO plc
(the Issuer)**

(incorporated in England and Wales with limited liability with registered number 08180541)

Prospectus dated 27 November 2013

**£305,140,000 4.137 PER CENT. SECURED BONDS DUE NOVEMBER 2032 (ISIN: XS0995413340)
(the Bonds, the holders of which are the Bondholders).**

NOTICE IS HEREBY GIVEN to the Bondholders that:

1. On 1 December 2015, AMP Capital Investors (European Infrastructure No.4) S.a.r.l. (the **AMP Seller**) entered into a sale and purchase agreement (the **AMP SPA**) with Equitix Infrastructure 4 Limited (the **AMP Purchaser**) under which the AMP Seller agreed to:
 - (a) sell to the AMP Purchaser 100% of the issued share capital of AMP Capital Investors UK Cable Limited (**Target I**), which in turn holds 17,000 shares in Target II (as defined below) representing one third of the issued share capital of Target II; and
 - (b) transfer to Target I loan stock issued by Greater Gabbard OFTO Intermediate Limited (**IntermediateCo**) in the amount of £15,329,580.48, representing one third of the loan stock issued by IntermediateCo under a loan stock instrument dated 26 November 2013 (the **Loan Stock Instrument**).

The transactions contemplated by the AMP SPA completed on 1 December 2015.

2. On 2 December 2015, Balfour Beatty OFTO Holdings Limited (the **BB Seller**) entered into a sale and purchase agreement (the **BB SPA**) with, among others, Equitix Transmission 2 Limited (the **BB Purchaser**) under which the BB Seller agreed to sell to the BB Purchaser:
 - (a) 17,000 shares in Greater Gabbard OFTO Holdings Limited (**Target II**), representing one third of the issued share capital of Target II; and
 - (b) loan stock issued by IntermediateCo in the amount of £15,329,580.47, representing one third of the loan stock issued by IntermediateCo under the Loan Stock Instrument.

The sales contemplated by the BB SPA completed on 2 December 2015.

This Notice is given by:
Greater Gabbard OFTO plc
EMS, Welkin House
10-11 Charterhouse Square,
London, England
EC1M 6EH



Director
Authorised Signatory

Date: 02 December 2015