



NOTICE OF AUCTION No. 01/2018
CONCESSION TO EXPAND, MAINTAIN AND OPERATE THE AIRPORTS BELONGING TO THE
NORTHEAST, MIDWEST AND SOUTHEAST BLOCKS

APPENDIX 4 OF THE CONCESSION AGREEMENT

CHARGES

NOTICE OF AUCTION No. 01/2018
CONCESSION TO EXPAND, MAINTAIN AND OPERATE THE AIRPORTS BELONGING TO THE
NORTHEAST, MIDWEST AND SOUTHEAST BLOCKS

Summary

1. Initial Information	3
2. Airport Charges	Erro! Indicador não definido.
3. Charge Regulation	8
4. Airport Charge Remuneration Reports.....	9
5. Additional from the National Civil Aviation Fund	Erro! Indicador não definido.
6. Collection System.....	12
APPENDIX A	14

NOTICE OF AUCTION No. 01/2018
CONCESSION TO EXPAND, MAINTAIN AND OPERATE THE AIRPORTS BELONGING TO THE
NORTHEAST, MIDWEST AND SOUTHEAST BLOCKS

1. Initial Information

1.1. Introduction

- 1.1.1. This Appendix provides for the Airport Charges that can be charged by the Concessionaire, to the regulatory restrictions applicable to the determination of the Charge amounts, regarding the information related to the remuneration of the Airport Charges to be provided by the Concessionaire to ANAC, to the Additional from the National Civil Aviation Fund - FNAC and to the collection and transfer system of these amounts.
- 1.1.2. The amounts indicated in Chapter 4 of this Appendix correspond to the maximum limit that may be charged by the Concessionaire as a form of remuneration for said activities, observing the rules of Adjustment, Review of Concession Parameters and Supported Proposal and the guidelines established in item 4.4 of the Contract.
- 1.1.3. The Concessionaire shall observe the Charge exemptions and benefits provided in laws or normative acts in force. The new hypotheses of Charge exemption and benefits shall lead to a restructuring of the economic and financial balance of the Concession Agreement.

1.2. Definitions

- 1.2.1. For the purposes of this Appendix, and notwithstanding other definitions set forth herein, the following expressions are hereby defined:
 - 1.2.1.1. **Additional from the National Civil Aviation Fund:** additional levied on international boarding Charges established by Federal Law No. 9.825, of August 23, 1999;
 - 1.2.1.2. **Cargo:** all goods transported by any mode, with or without commercial destination. Also considered as cargo: (a) imported aircraft arriving at the Airport in flight or transported; and (b) goods brought from abroad as baggage and not subject to the normal import regime;
 - 1.2.1.3. **Cargo in Transit:** cargo under customs control, not nationalized at the unloading airport, being sent abroad or to other customs facilities, of a primary or secondary zone, in Brazilian territory;
 - 1.2.1.4. **Adjustment Factor:** Charge revenue related to deviation of Revenue by a passenger in relation to the Revenue Cap by Passenger in a given year.
 - 1.2.1.5. **Group I:** aircraft of scheduled and non-scheduled air transport companies registered for the following activities:

NOTICE OF AUCTION No. 01/2018
CONCESSION TO EXPAND, MAINTAIN AND OPERATE THE AIRPORTS BELONGING TO THE
NORTHEAST, MIDWEST AND SOUTHEAST BLOCKS

- i. Regular domestic: aircraft of Brazilian airlines, operating transportation services, as registered with ANAC, in compliance with specific regulations;
 - ii. Regular international: aircraft of national or international airlines, operating transportation services, with landing or overflight of the Brazilian territory, as registered with ANAC, in compliance with specific regulations;
 - iii. Non-regular: cargo and/or passengers, aircraft of Brazilian or foreign companies, except for charter services; and
 - iv. Aircraft within GROUP I that carry out regular, domestic or international air transport activities, albeit chartering flights, backup, transfers, cargo and/or passengers.
- 1.2.1.6. **MTOW:** Maximum Takeoff Weight, in tones, defined according to the information contained in the aircraft's Certificate of Airworthiness or other document that replaces it.
- 1.2.1.7. **Passengers Boarded:** passengers boarding the airport, including connecting passengers; **Regulated Revenue (RR):** revenue from boarding, connecting, landing and stay Charges applicable to Group I operations, exclusively excluding cargo operations and service, alternating and return flights;
- 1.2.1.8. **Revenue (Regulated) per Passenger (RP):** ratio of Regulated Revenue, deducting the Adjustment Factor, and the number of Passengers Charged;
- 1.2.1.9. **Revenue cap (per Passenger) (RT):** maximum amount, determined by ANAC, of the Regulated Revenue per Passenger that can be obtained by the airport operator;
- 1.2.1.10. **Customs Facilities:** delimited physical space(s) in the airport area, used for the handling and storage of imported goods or goods to be exported, which must remain under customs control;
- 1.2.1.11. **Cargo Terminal (TECA):** group of covered and uncovered areas of the Airport, specially delimited for receiving, handling, storage, custody, control and delivery of cargo transported or to be transported;
- 1.2.1.12. **Customs Territory:** the entire Brazilian territory, which comprises:

(a) Primary Zone:

NOTICE OF AUCTION No. 01/2018
CONCESSION TO EXPAND, MAINTAIN AND OPERATE THE AIRPORTS BELONGING TO THE
NORTHEAST, MIDWEST AND SOUTHEAST BLOCKS

- i. The terrestrial or aquatic area, contiguous or discontinuous, occupied by the customs ports;
- ii. The land area occupied by the customs airports; and
- iii. The area adjacent to customs border points.

(b) Secondary Zone: remaining part of the customs territory, including territorial waters and airspace.

1.2.1.13. **Price Cap:** maximum amount, determined by ANAC, which may be established by the Concessionaire for an Airport Charge;

2. Airport Charges

2.1. Considerations

- 2.1.1. The Concessionaire shall comply with the airport Charge provisions contained in Law 6.009/1973, Decree No. 89.121/1983 and, where applicable, Resolution 432/2017 and Ordinance No. 2019/GC-5/2001, or with the rules **that** replace them.
- 2.1.2. The Charges are owed by Users when they use the services, equipment and facilities available at the Airport and are intended to remunerate the Concessionaire for the services rendered.
- 2.1.3. The Concessionaire shall be remunerated through the following airport Charges:
 - 2.1.3.1. Boarding Charge;
 - 2.1.3.2. Connection Charge;
 - 2.1.3.3. Landing Charge;
 - 2.1.3.4. Parking Charge;
 - 2.1.3.5. Storage Charge; and
 - 2.1.3.6. Handling Charge.
- 2.1.4. The Airport Charges remunerate the following services, equipment and facilities available at the Airport:

NOTICE OF AUCTION No. 01/2018
CONCESSION TO EXPAND, MAINTAIN AND OPERATE THE AIRPORTS BELONGING TO THE
NORTHEAST, MIDWEST AND SOUTHEAST BLOCKS

2.1.4.1. The Boarding and Connection Charges remunerate the passenger terminal, including, as the case may be, boarding, unboarding, information, comfort and safety:

2.1.4.1.1. Boarding:

- i. Pre-boarding area;
- ii. Pre-boarding room air conditioning;
- iii. Boarding bridge;
- iv. Conveyor system for luggage dispatch;
- v. Carts available to passengers to carry their luggage;
- vi. Security inspection; and
- vii. Buses for the transportation of passengers between the terminal and the aircraft.

2.1.4.1.2. Unboarding:

- i. Luggage claim area with conveyors or carousels;
- ii. Carts available to passengers to carry their luggage;
- iii. Unboarding bridge; and
- iv. Buses for the transportation of passengers between the aircraft and the terminal.

2.1.4.1.3. Information:

- i. Closed circuit TV;
- ii. Semiautomatic messaging system;
- iii. Sound system; and
- iv. Flight information system.

2.1.4.1.4. Comfort and safety:

- i. General air conditioning;

NOTICE OF AUCTION No. 01/2018
CONCESSION TO EXPAND, MAINTAIN AND OPERATE THE AIRPORTS BELONGING TO THE
NORTHEAST, MIDWEST AND SOUTHEAST BLOCKS

- ii. Emergency medical service; and
 - iii. Escalator or elevator system for passengers.
- 2.1.4.2. Landing Charges and Stay Charges remunerate the runway and taxi and stay areas, respectively:
- 2.1.4.2.1. Horizontal signaling (day flight signaling);
 - 2.1.4.2.2. Light signaling (night flight signaling);
 - 2.1.4.2.3. Lighting of the maneuvering yard;
 - 2.1.4.2.4. Emergency removal;
 - 2.1.4.2.5. Specialized fire prevention, rescue and fire-fighting services;
 - 2.1.4.2.6. Aircraft taxiing;
 - 2.1.4.2.7. Conservation and maintenance of runways and yards;
 - 2.1.4.2.8. Aircraft docking signaling;
 - 2.1.4.2.9. Assistance, installations, equipment and signaling for the control of aircraft movement in maneuvering yards;
 - 2.1.4.2.10. Areas for the stay of aircraft;
 - 2.1.4.2.11. Service road signs;
 - 2.1.4.2.12. Parking areas of surface equipment;
 - 2.1.4.2.13. Facility and operational barriers and service roads for inspection;
 - 2.1.4.2.14. Surveillance of runways, maneuvering yards, stay areas and facility and operational barriers; and
 - 2.1.4.2.15. Security systems and controls of access points of the property and operational barriers.
- 2.1.4.3. The Storage Charge remunerates the storage, custody and control services of the goods in the Airport's Air Cargo Warehouses.

NOTICE OF AUCTION No. 01/2018
CONCESSION TO EXPAND, MAINTAIN AND OPERATE THE AIRPORTS BELONGING TO THE
NORTHEAST, MIDWEST AND SOUTHEAST BLOCKS

2.1.4.4. The Handling Fare remunerates the handling services of the goods at the Airport's Air Cargo Warehouses.

2.1.4.4.1. The mechanism for calculating the Handling Charge of Imported Cargo in Transit shall be observed in the following cases:

- i. Cargo removed to other customs facilities of the primary zone established at airports, ports, etc.;
- ii. Cargo in international transit in the country;
- iii. Cargo removed to other customs facilities of the secondary zone, under special regime of customs transit; and
- iv. Other cases of customs transit provided for in the applicable legislation.

3. Charge Regulation

3.1. In establishing the values of the airport Charges, the Concessionaire shall observe the guidelines of item 4.4 of the Contract, in addition to the Charge exemptions provided for in current laws and regulations, including Administrative Rule 219/GC-5/2001.

3.2. **At the airports of Recife, Maceió, João Pessoa, Aracaju, Vitória and Cuiabá, in addition to provisions in item 3.1, the following Charge restrictions shall be observed:**

3.2.1. For the Charges constituting the Regulated Revenue, the calculation methodology for Revenue per Passenger, as set forth in Appendix A, and the following values for Revenue Cap shall be observed:

Indicator	Airport	RT (R\$)
SBRF	Recife / Guararapes – Gilberto Freyre	35.14
SBVT	Vitória / Eurico de Aguiar Salles	36.65
SBCY	Cuiabá / Marechal Rondon	32.66
SBMO	Maceió / Zumbi dos Palmares	34.84
SBJP	João Pessoa / Presidente Castro Pinto	34.22
SBAR	Aracaju / Santa Maria	34.92

3.2.2. For the Handling Charge of Imported Cargo in Transit, the following Charge Cap shall be observed:

NOTICE OF AUCTION No. 01/2018
CONCESSION TO EXPAND, MAINTAIN AND OPERATE THE AIRPORTS BELONGING TO THE
NORTHEAST, MIDWEST AND SOUTHEAST BLOCKS

Amount on verified gross weight
R\$ 0.9416 per kilogram
Comment: 1. Minimum charge of R\$ 67.95; 2. This Table applies to cargos with maximum stay of twenty-four (24) hours at TECA; 3. After the period of twenty-four (24) hours of the entry of cargo at TECA, the storage and handling Charges in force at the airport shall be applied.

3.2.3. The values provided in the tables above are based on the IPCA published by IBGE in January 2018.

3.2.3.1. The Revenue Cap and Price Cap amounts that will be effective in the calendar year in which the Contract effectiveness, shall be updated on the Effectiveness Date based on the IPCA published by IBGE in December of the previous year.

4. Airport Charge Remuneration Reports

4.1. The Concessionaire shall submit to ANAC, on a monthly basis, by the twenty-fifth (25th) day of the month after the referred information, the following Airport Charge Remuneration Reports:

4.1.1. Boarding and Connection Charge Remuneration Report – RTEC;

4.1.2. Landing and Stay Charge Remuneration Report – RTAP;

4.1.3. Storage and Handling Charge Remuneration Report – RTAC.

4.2. The RTEC shall include the following Group I passenger aircraft flight information which departed from the airport during the reference month:

4.2.1. Aircraft nationality and registration;

4.2.2. Airline or aircraft operator;

4.2.3. Flight number;

4.2.4. Scheduled flight date and time;

4.2.5. Nature of the flight (domestic or international);

4.2.6. Boarding Charge and Connection Charge charged;

NOTICE OF AUCTION No. 01/2018
CONCESSION TO EXPAND, MAINTAIN AND OPERATE THE AIRPORTS BELONGING TO THE
NORTHEAST, MIDWEST AND SOUTHEAST BLOCKS

- 4.2.7. Number of passengers paying the Boarding Charge and the number of passengers paying the Connection Charge;
 - 4.2.8. Number of passengers exempt from the Boarding Charge and number of passengers exempt from the Connection Charge;
 - 4.2.9. Remuneration owed due to the Boarding Charge charged and remuneration owed due to the Connection Charge charged;
 - 4.2.10. Form of payment (cash or afterwards) of the Boarding Charge and the Connection Charge;
 - 4.2.11. Identification code of the Boarding Charge billing invoice and the identification code of the Connection Charge billing invoice;
 - 4.2.12. Date of the accounting acknowledgement of the Boarding Charge revenue and date of the accounting acknowledgement of the Connection Charge revenue.
- 4.3. The RTAP shall include the following flight information of aircrafts that landed at the airport in the reference month:
- 4.3.1. Nationality and registration of the aircraft;
 - 4.3.2. Maximum takeoff weight (MTOW);
 - 4.3.3. The airline or aircraft operator;
 - 4.3.4. Flight number;
 - 4.3.5. Scheduled flight date and time;
 - 4.3.6. Flight line (domestic or international, cargo or mixed);
 - 4.3.7. Aircraft group (Group I or Group II);
 - 4.3.8. Length of stay, in maneuvering yard and in the stay yard, of Group I and Group II aircraft;
 - 4.3.9. Landing Charge charged for Group I aircraft, Unified Boarding and Landing Charges charged for Group II aircraft, and Stay Charges charged in maneuvering yard and in the stay yard of Group I and Group II aircraft;
 - 4.3.10. Remuneration owed due to the Landing Charges charged for Group I aircraft, remuneration owed due to the Unified Boarding and Landing Charges charged for Group II aircraft, remuneration owed due to Stay Charges in maneuvering yards and stay yards for Group I and Group II aircraft;

NOTICE OF AUCTION No. 01/2018
CONCESSION TO EXPAND, MAINTAIN AND OPERATE THE AIRPORTS BELONGING TO THE
NORTHEAST, MIDWEST AND SOUTHEAST BLOCKS

- 4.3.11. Method of payment (in cash or afterwards) of the Landing Charges, Unified Boarding and Landing Charges, and Stay Charges in the maneuvering yards and stay yards, of Group I and Group II aircraft;
 - 4.3.12. Identification code of the collection invoice of the Landing, Unified Boarding and Landing Charges, and Stay Charges, in maneuvering yards and stay yards of Group I and Group II aircraft;
 - 4.3.13. Date of accounting acknowledgment of the revenue from the Landing Charges charged for Group I aircraft, date of accounting acknowledgment of the revenue from the Unified Boarding and Landing Charges charged for Group II aircraft, date of accounting acknowledgment of revenue from Stay Charges in the maneuvering yards and stay yards, of Group I and Group II aircraft.
- 4.4. The RTAC shall include the following cargo information, imported and exported, which left TECA during the reference month:
- 4.4.1. Classification of the Storage and Handling Charges;
 - 4.4.2. Type of cargo;
 - 4.4.3. Cargo gross and net weight;
 - 4.4.4. Cargo CIF and FOB value;
 - 4.4.5. Cargo storage period at TECA;
 - 4.4.6. Storage and Handling Charges charged;
 - 4.4.7. Remuneration owed due to the Storage and Handling Charges charged;
 - 4.4.8. Payment method (cash or afterwards) of the Storage and Handling Charges;
 - 4.4.9. Identification code of the billing invoice for Storage and Handling Charges;
 - 4.4.10. Date of accounting acknowledgement of revenues from Storage and Handling Charges.
- 4.5. In the case of new credit or debit entries, after the end of the reference month of the RTEC, RTAP and RTAC information, due to new charges or refunds of previously collected Airport Charges, the concessionaires must submit an information adjustment report to ANAC, presenting the reasons that justify each of the changes, up to the twenty-fifth (25th) of the month following the new entries.
- 4.6. ANAC shall establish the structure and procedures for the sending of the information, within sixty (60) days from the send date of the RTEC, RTAP and RTAC.

NOTICE OF AUCTION No. 01/2018
CONCESSION TO EXPAND, MAINTAIN AND OPERATE THE AIRPORTS BELONGING TO THE
NORTHEAST, MIDWEST AND SOUTHEAST BLOCKS

4.6.1. The sending of RTEC, RTAP and RTAC will only begin after the assuming of the airport operations by the Concessionaire.

5. Additional from the National Civil Aviation Fund

5.1.1. Additional charges levied on international boarding Charges, established by Federal Law No. 9.825 of August 23, 1999.

5.1.2. For the purposes of this appendix, the amount of the Additional from the National Civil Aviation Fund - FNAC shall comply with the provisions of article 1 of Federal Law No. 9.825 of August 23, 1999.

6. System for Charging Airport Charges

6.1. The Concessionaire shall maintain, from the assumption of operations until the end of the concession, a system for the collection of airport Charges that includes the collection and payment of Airport Charges.

6.2. The criterion for recognizing revenues from Airport Charges must comply with accounting standards, observing the generating event of each Charge.

6.3. The charging system for Airport Charges must be capable of generating the RTEC, RTAP and RTAC.

6.4. The Airport Charge collection system must have a security system that controls changes to the system's data, which tracks the user, data, date and time, and the data changed.

6.5. The Airport Charge collection system must keep the information for a minimum period of five (5) years.

6.6. Charges may be charged in cash or afterwards within the maximum period defined by the Concessionaire, directly from the Airline Companies and other Airport Users.

6.6.1. Differentiating payment dates by User is prohibited, but only by category of services rendered.

6.7. The Additional Charge from the National Civil Aviation Fund - FNAC must be charged together with the International Boarding Charge.

6.7.1. The procedures and criteria related to the collection of the Additional Charge from the National Civil Aviation Fund - FNAC shall comply with specific regulations.

6.8. ANAC may at any time carry out audits, request the immediate export of electronic records in the airport Charge collection system during the inspection, require the presentation of

NOTICE OF AUCTION No. 01/2018
CONCESSION TO EXPAND, MAINTAIN AND OPERATE THE AIRPORTS BELONGING TO THE
NORTHEAST, MIDWEST AND SOUTHEAST BLOCKS

any documents or information necessary to verify the reliability, consistency and accuracy of the recorded data.

- 6.9. In order to evaluate the methodology for data collection, collection of airport Charges and verification of the consistency and reliability of the data reported by the Concessionaire, ANAC may use the specialized technical service of independent auditors, to be appointed, hired and remunerated by the Concessionaire, with ANAC having the right to veto the appointment made by the Concessionaire.

NOTICE OF AUCTION No. 01/2018
CONCESSION TO EXPAND, MAINTAIN AND OPERATE THE AIRPORTS BELONGING TO THE
NORTHEAST, MIDWEST AND SOUTHEAST BLOCKS

APPENDIX A

METHODOLOGY FOR THE CALCULATION OF REGULATED REVENUE PER PASSENGER

1. The methodology that shall be used to calculate the Revenue per Passenger at the Recife, Maceió, João Pessoa and Aracaju, Vitória and Cuiabá airports, is described in this Appendix.
2. Annually, ANAC shall assess whether the Revenue per Passenger - RP, calculated according to the following methodology, is equal to or less than the Revenue Cap - RT established by ANAC for the year.
 - 2.1. The Concessionaire shall send annually, along with the accounting statements referred to in item 3.1.40.3 of the Contract, a report that presents the calculation of the value of Revenue per Passenger - RP, with the specific opinion of an independent audit firm.
3. The RP is calculated according to the formula below:

$$RP_t = \frac{RR_t - (FA_{t-1} \times (1 + TA \times TD)) \times \frac{IPCA_t}{IPCA_{t-1}}}{P_t}, \text{ where:}$$

RP_t = Revenue per Passenger calculated in year t;
 RR_t = Regulated Revenue in Reais (R\$), received by the Concessionaire referring to the operations effectively carried out in year t;
 FA_{t-1} = Adjustment Factor, in Reais (R\$), referring to the deviation of the Revenue per Passenger in relation to Revenue Cap in year t-1;
 TA = Update Rate, which corresponds to the rate at which the Adjustment Factor will be updated;
 TD = Discount Rate established by ANAC in force in year t;
 P_t = Passengers Chargeed in year t;
 $IPCA_t$ = IPCA published by IBGE in December of year t;
 $IPCA_{t-1}$ = IPCA published by IBGE in December of year t-1;
 t = Calendar year, between January 1st and December 31.

- 3.1. In order to consider the operations actually carried out during a calendar year, the criterion of the date the aircraft touches the runway shall be adopted for the Landing Charge revenue and the date of removal of aircraft brake blocks prior to takeoff for the Boarding, Connection and Stay Charge revenues.

NOTICE OF AUCTION No. 01/2018
CONCESSION TO EXPAND, MAINTAIN AND OPERATE THE AIRPORTS BELONGING TO THE
NORTHEAST, MIDWEST AND SOUTHEAST BLOCKS

4. The Adjustment Factor is calculated by the difference between the Revenue Cap- RT and the Revenue per Passenger - RP, multiplied by the number of Passengers Charged in the year in question, according to the following formula:

$$FA_t = (RT_t - RP_t) \times P_t, \text{ onde:}$$

FA_t = Adjustment Factor, in Reais (R\$), related to the deviation occurring from Revenue per Passenger in relation to Revenue Cap in year t;

RT_t = Revenue Cap established for year t;

RP_t = Revenue per Passenger calculated in year t;

P_t = Passengers Charged in year t;

t = calendar year, between January 1 and December 31.

- 4.1. If the RP is less than or equal to the RT established for the same year, the Update Rate - TA will be null.
- 4.2. If the RP is higher than the RT established for the same year, the Update Rate - TA will depend on the difference between the revenues, according to the formula and table below:

$$Dif_t = \frac{RP_t - RT_t}{RT_t}$$

Where:

Dif_t = Percentage difference between RP and RT in year t;

RP_t = Revenue per Passenger in year t;

RT_t = Revenue Cap in year t;

Diff. (%)	Update Rate
Up to 2%	1.0
More than 2% and up to 5%	1.5
Over 5%	2.0

- 4.3. After the termination of the concession, any negative balance of the Adjustment Factor shall be compensated.