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Agreed-upon Procedures Report

**(This report is a free translation to English from the original Portuguese version.
In case of doubt or misinterpretation the Portuguese version will prevail.)**

To the Board of Directors
ANA - Aeroportos de Portugal, S.A.

Introduction

In accordance with our proposal dated 20 March 2015, we have performed the procedures agreed with you and enumerated below with respect to the Regulated Revenue Cap, Regulated Revenues and Terminal Passengers 2014 Statement (“Statement”) prepared by ANA - Aeroportos de Portugal, S.A. (“ANA” or “the Company”) for the airports of ANA network including the Lisbon Group, which includes the airports of Lisbon, Azores, Madeira and Beja, Porto and Faro.

Responsibilities

It is the responsibility of the Board of Directors of ANA to prepare the Regulated Revenue Cap, Regulated Revenues and Terminal Passengers 2014 Statement in order to comply with the new regime of economic regulation established by the Decree-Law n° 254/2012, of 28 November, with the amendment given by the Decree-Law n° 108/ 2013, of 31 July, and by the concession contracts signed between the Portuguese State, ANA - Aeroportos de Portugal, S.A. and ANAM - Aeroportos e Navegação Aérea da Madeira, S.A., namely its Annex 12 (Economic Regulation of the Concession).

Our responsibility is to issue an Agreed-upon Procedures Report including the factual conclusions we have reached based on the procedures performed.

The procedures performed do not constitute an audit or a review made in accordance with the Auditing Standards and Technical Recommendations issued by the Portuguese Institute of Statutory Auditors and, consequently, no assurance is expressed.

Scope

Our work was performed in accordance with the Technical Auditing Standards and guidelines issued by the Portuguese Institute of Statutory Auditors applicable to agreed-upon procedures engagements which have included (i) the verification of the conformity of the calculation of the Regulated Revenue Cap, Regulated Revenues and Terminal Passengers 2014 of the airports of ANA network for 2014, determined under the new regime of economic regulation established by the Decree-Law n° 254/2012, of 28 November, with the amendment given by the Decree-Law n° 108/ 2013, of 31 July, and by the concession contracts signed between the Portuguese State, ANA - Aeroportos de Portugal, S.A. and ANAM - Aeroportos e Navegação Aérea da Madeira, S.A., namely its Annex 12, (ii) the verification of the calculation of the Revenue from Regulated Activities and the Terminal Passengers served at the airports of ANA Network, in 2014 and, (iii) the verification of the calculation of the adjustment derived from the change in estimates determined in accordance with section 5 of Annex 12 of the concession contracts.

The procedures we performed in order to verify the calculation of the Regulated Revenue Cap, Regulated Revenues and Terminal Passengers 2014 in accordance with the terms of paragraph 4.3 of that Annex 12, were the following:

- Verifying the calculation of the 2014 Airside Retail Contribution (CRLA 2014) indexed by the HICP indexation factor in August 2013 (HICP) as follows:
 - $CRLA\ 2013 * (1 + HICP) = CRLA\ 2014$;
- Compare the number of passengers forecasted for 2014 considered in:
 - The Statement; and
 - The calculations supporting the decision dated 28 January 2014 that established the regulated charges for 2014.
- Compare the quantitative information related to the operating activities of the airports of the ANA Network for the period from 1 January to 31 December 2014, namely (i) the calculation of the actual number of terminal passengers based on the information collected from the airports' traffic statistic reporting system, which derives from the filling in of the traffic forms for each aircraft movement and (ii) the number of aircraft movements as shown in:
 - The Statement; and
 - Information compiled by ANA from the BILL_AS (Business Intelligence) system, which is the basis of the billing system of ANA;
- Verifying (i) the conformity of the calculation of the Regulated Revenues and Terminal Passengers from the airports of ANA Network in 2014 and (ii) the application in 2014 of the charges in force for the airports of the Lisbon Group, Madeira, Porto and Faro. For this purpose, to compare the Regulated Revenue to the product of
 - The charges in force for the airports of the Lisbon Group, Porto and Faro for the year 2014 by type of revenue for the available services and activities; by
 - The number of aircraft movements, passenger and other type of actual movements that occurred in 2014;
- Reconciling of the total revenues obtained through regulated charges with the consolidated accounting records of ANA for year ended 31 December 2014; and
- Recalculation of the adjustment derived from the change in estimates determined in accordance with section 5 of Annex 12 of the concession contracts as a result of (i) differences in the number of terminal passengers in 2014 (difference between the estimated traffic volume included in the consultation supporting files of the 2014 Regulated Charges for the airports of the Lisbon Group, Madeira, Porto and Faro and the actual number of terminal passengers) and (ii) differences due to change in estimates related to the traffic mix and/or the composition of the services and activities made available.

Conclusions

As a result of the work we have performed, as described in the paragraph above, we report our findings:

- a) We verified the calculation of the 2014 Airside Retail Contribution (CRLA 2014) indexed by the HICP indexation factor in August 2013. No exceptions noted and the figures are as follows:

	CRLA 2013 Euro	HICP %	CRLA 2014 Euro
Lisbon Group	34,862,031	2	35,559,272
Porto	6,123,473	2	6,245,943
Faro	8,967,499	2	9,146,850

- b) We compared the number of terminal passengers with the calculations supporting the decision dated 28 January 2014 that established the regulated charges for 2014 and found in agreement, as follows:

	Terminal Passengers
Lisbon Group	20,361,675
Porto	6,502,310
Faro	6,114,922

- c) We compared the quantitative information related to the operating activities of the airports of the ANA Network, compiled by ANA from the BILL_AS (Business Intelligence) system and found in agreement, as follows:

	Terminal Passengers
Lisbon Group	21,913,308
Porto	6,861,299
Faro	6,113,241

- d) We verified i) the calculation of the Regulated Revenues and Terminal Passengers from the airports of ANA Network in 2014 and (ii) the application in 2014 of the charges approved for the airports of the Lisbon Group, Porto and Faro. No exceptions were noted. For such purpose, we compared the Regulated Revenue to the product of:

- The charges in force for the airports of the Lisbon Group, Porto and Faro for the year 2014 by type of revenue for the available services and activities; by

- The number of aircraft movements, passenger and other type of actual movements that occurred in 2014 and found in agreement. Regulated revenues, net of income relating with pure freight flights, are as follows:

	Euro
Lisbon Group	215,717,503
Porto	52,492,671
Faro	<u>48,435,822</u>
	<u>316,645,996</u>

- e) We have reconciled the total revenues obtained through regulated charges with the consolidated accounting records of ANA for the period ended 31 December, 2014 and the reconciliation is as follows:

	Total Euro	Lisbon Group Euro	Porto Euro	Faro Euro
Accounting records	<u>321,652,149</u>	<u>219,209,815</u>	<u>53,936,646</u>	<u>48,505,687</u>
Pure freight flights (clause 2.6 of appendix 12 to the concession contract)	(2,260,886)	(1,169,789)	(1,090,098)	(1,000)
Revenue from non-regulated activities (not included in appendix 12 to the concession contract)	(298,500)	(248,485)	(16,753)	(33,262)
Cut-off of periods	(2,446,767)	(2,074,038)	(337,124)	(35,603)
	<u>316,645,996</u>	<u>215,717,503</u>	<u>52,492,671</u>	<u>48,435,822</u>

The amounts regarding to cut-off of periods result from the recognition of revenue in different timings, resulting in timing differences.

- f) We recalculated the adjustments derived from the differences in the number of terminal passengers in 2014, as follows:

	Unit	Lisbon Group	Porto	Faro
CRLA 2014 (A)	Euro	35,559,272	6,245,943	9,146,859
Traffic volume				
As per the consultation supporting the charge proposal files	Passengers			
(B)		20,361,675	6,502,310	6,114,922
Actual traffic volume (C)	Passengers	21,913,308	6,861,299	6,113,241
Adjustment by passenger				
(D) = (A)/(B) -- (A)/(C) (1)	Euro	0.12	0.05	-
Total adjustment (D) * (C)	Euro	2,629,597	343,065	-

(1) The calculation of this adjustment is rounded to two decimal digits.

The adjustments derived from the change in estimates related to traffic mix and/or the composition of the services and activities made available are as follows:

	Unit	Lisbon Group	Porto	Faro
Regulated revenue cap				
As per the consultation supporting files (A)	Euro	9.93	7.69	7.90
Real regulated revenue per terminal passenger (B)	Euro	9.84	7.65	7.92
Adjustment by passenger (C) = (A)-(B) (1)	Euro	0.09	0.04	0.02
Actual traffic volume (D)	Passengers	21,913,308	6,861,299	6,113,241
Total adjustment (D) * (C)	Euro	1,972,198	274,452	(122,265)

(1) The calculation of this adjustment is rounded to two decimal digits.



Restriction on distribution and use

The procedures we performed only served to verify the calculation of the Regulated Revenue Cap, Regulated Revenues and Terminal Passengers 2014 referred to above. Our report should not be used for any other purpose and is only for the information and use of the Board of Directors of ANA and INAC, as the regulatory authority, and for the purposes foreseen in the concession contracts.

Lisbon, 5 June 2015

**KPMG & Associados -
Sociedade de Revisores Oficiais de Contas, S.A.**
represented by
João Paulo da Silva Pratas
Partner