

№	Question	Answer
1.	<p>Considering your answers to Q5 from 14 September (file 7) and Q2 from 26 September (file 3), we hereby request once more that the Grantor considers if the Participation Guarantee could be issued in the name of the Leading Member of the Consortium only as a Bidder. This is requested for practicality purposes as the bank clearing all Consortium members and issuing a guarantee in their name jointly would require substantially more time in terms of KYC, internal procedures.</p>	<p>Please mind that the Clause 6.3 (a) of the Tender Documents provides that the Participation Guarantee shall be issued [...] “at the request of the Bidder (or <b>in case the Bidder is a Consortium, by any one of its members</b>)”. We believe that the current drafting will accommodate your concerns.</p>
2.	<p>With respect to clause 6.6 (b) in the Tender Documents, we propose the Grantor to consider capping the extension period it can request to 3 months. Otherwise, maintaining the Participation Guarantee becomes burdensome for the Bidders considering that issuance of such guarantee is most often subject to undertaking certain commitments in order to avail collateral to the issuing bank and the current text makes such commitments indefinite.</p>	<p>The question was previously addressed. The Grantor reserves the right to amend the Tender Documents to include a provision for the renewal of the Participation Guarantee in case of Bid Validity extension.</p>
3.	<p>"In accordance with Clause 3(a)(i) (Operating Experience) of Part 1 (Application) of Schedule 3 (Content of the Applications and Offers) of the latest version of the Tender Documents, the operating experience of the Airport Operator is demonstrated by ""having operated (and currently operating) at least one international airport with at least 10,000,000 (ten million) passengers per annum during the period starting at least from 1 January 2013 up to the Concession Notice's date as indicated in schedule 1 (Bid Data Sheet) (hereinafter referred to as the ""Concession Notice Date"")."</p> <p>Clause 3(a)(v) (Operating Experience) of Part 1 (Application) of Schedule 3 (Content of the Applications and Offers) of the latest version of the Tender Documents provides that ""For avoidance of doubt: the expression ""Having operated (and currently operating)"" shall mean</p>	<p>We confirm your understanding as indicated in point (ii).</p> <p>We do not confirm your understanding as indicated in point (i). The participation should be a direct one.</p>

operating an airport either by way of (i) participation in the share capital of the entity performing the operating and management services (a concessionaire, a special purpose vehicle, etc.) or participation in the consortium performing such services or (ii) an operation and management contract pursuant to which the airport entity (whether public or private, including a concessionaire) is entrusting to the airport operator, whether in the form of a company or a consortium, all airport operating and management services. Such criterion will be considered to be satisfied without taking into account the percentage of shareholding held in concessionaire, special purpose vehicle or of interest held in the consortium"".

The member of the consortium which will assume the role of Airport Operator Shareholder (Entity acting as Airport Operator as indicated in the chart) and would fulfill the requirements of Clause 3(a)(i) and Clause 3(a)(v) mentioned above has an indirect participation (as an ultimate shareholder through a chain of entities as described in the chart) in a major international airport with more than 10,000,000 (ten million) passengers per annum starting at least from 1 January 2013 (the entity holding the Airport License, as indicated at the bottom of the chart).

As far as there is no specific requirement regarding the type of participation (including the minimum shareholding) in the latest version Tender Documents, we therefore request the Grantor to confirm that

- (i) the participation referred to in Clause 3(a)(v) (Operating Experience) of Part 1 (Application) of Schedule 3 (Content of the Applications and Offers) of the latest version of the Tender Documents can be either a direct participation or an indirect participation (through shareholding in a chain of entities, as indicated in the chart); and

(ii) (ii) the entity appearing on top of the structure chart (the entity acting as Airport Operator – to be the member of the Consortium which will assume to role of Airport Operator in the Tender Procedure) would satisfy the requirement of Clause 3(a)(i) (Operating Experience) of Part 1 (Application) of Schedule 3 (Content of the Applications and Offers) of the latest version of the Tender Documents.

AIRPORT OPERATOR COMPANY STRUCTURE



4. We are trying to find Appendix 9 of the Concession Agreement (Rights on the intellectual and industrial property), but unfortunately we do not find any more information about where it is published in the VDR. Would you help us with guidelines?

Please review Appendix 9.1. in the Physical Data Room.