



**2ND INFRASTRUCTURE
FINANCING WORKSHOP**

**June 14, 2018 – UniBC
Brasília, DF**

PRESENTATION

Infrastructure Financing Trends



BNDES



Infrastructure Financing in Brazil

Eliane Lustosa – Executive Officer - Capital Markets

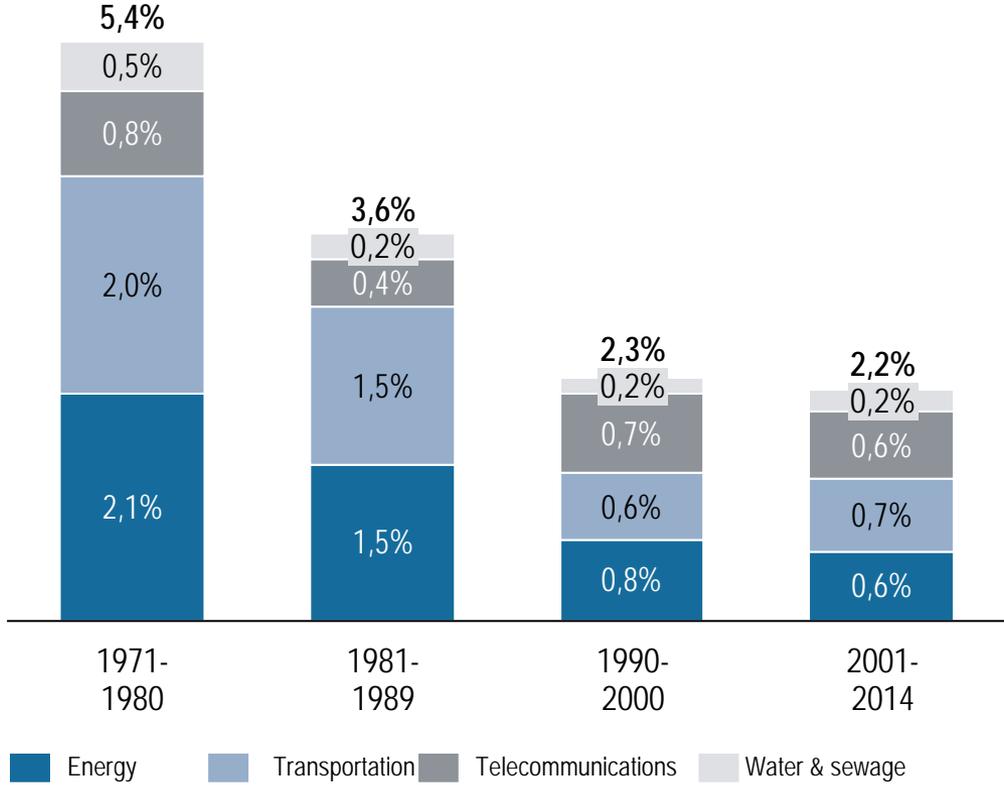
14.06.2018

- **Infrastructure Investment**

- **BNDES and the debt capital markets**

Brazil has historically low (and decreasing) infrastructure investment rates.

Infrastructure investments per segment [% of GDP]



Remarks

- > Public sector's fiscal conditions have restrained public infrastructure investments;
- > Telecom - sector was privatized during the 90's;
- > Energy and Transportation – hybrid model with partial privatizations. Both private and public sector are responsible for investing;
- > Water and sewage sectors - mainly composed of public companies, many of which face financial constraints to increase their service coverage.

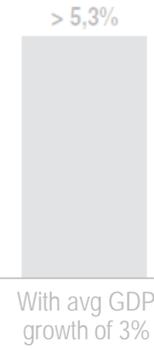
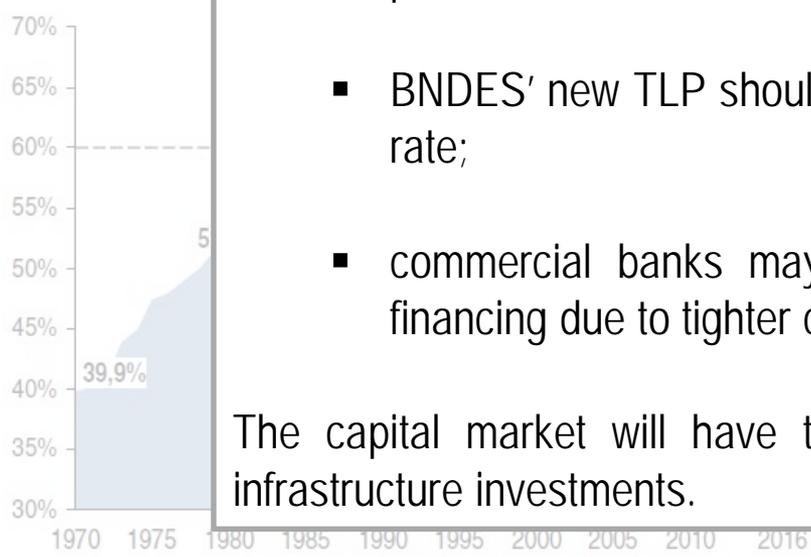
Sources: CNI – "O Financiamento do Investimento em Infraestrutura no Brasil" (2016); Roland Berger

In 2017, infrastructure investments in Brazil have been around 1.4% of GDP, increasing the gap compared to a target of total infrastructure of 60% of GDP. To close this gap, annual investment rate needs at least to double (comparing to

Infrastructure investments need to increase, while relevant funding constrains are expected for the following years, as:

- federal and local government face budget deficits constraining public investments;
- BNDES' new TLP should cause a gradual increase in its basic loan rate;
- commercial banks may continue to limit their role in long-term financing due to tighter capital requirements;

The capital market will have to play a more relevant role in financing infrastructure investments.



~2.0% of GDP to more than 4.5% of GDP.

Source: Claudio Frischtak – Uma estimativa do estoque de capital de infraestrutura no Brasil; Roland Berger

- ✓ Need for long term planning, in particular in order to structure a **foreseeable and robust project pipeline** for all infrastructure segments;
- ✓ Better modelling of concession deals with more effective risk allocation could scale-up **non-recourse project finance structures**;
- ✓ Improving **regulatory agencies structures and governance** so that investors have a better risk perception of the regulatory environment.
- ✓ Some credit structure aspects need to be improves, e.g.: **effectiveness of relevant elements of the security package (e.g. step-in rights), risks insurance, trustee and account management bank roles**;

- **Infrastructure Investment**

- **BNDES and the debt capital market in Brazil**

Interest rates environment

Historically high interest rates and bond pricing

There is some evidence that real interest rates play an important role in the type of coupon of issued bonds.

Limited liquidity

Liquidity is concentrated in few assets

20 most traded bonds account to 60% of the market volume.

Short Maturities

High Concentration in 5-7 Years Maturities

Most corporate bonds don't go over 7 years in Brazil.

High % of Retail Investors / Low % of Institutional Inv.

Institutional inv. account for only 23% of primary market subscription of project bonds

Actuarial targets historically met by investing in sovereign bonds. Pricing of bonds defined by participation of private wealth and retail investors due to the tax benefits.

Low Volume & Low Depth

BNDES loans are more than 50% of infrastructure funding in Brazil

Bond have represented about 10% of all infrastructure funding. Average issue volume is about 150 million reais.

Concentration on Higher-grade ratings

Issuers typically have good credit standings

Most issues are rated over AA- credit rating level (local scale). Few projects meet that standard.

In the development of the fixed income capital market, there are five roles to be played by BNDES:

A INVESTING IN CORPORATE OR PROJECTS BONDS

Using our Product “BNDES Corporate Bonds in Public Offerings”, BNDES supports the placement of bonds issued in public offerings as an “anchor” investor.

B STRUCTURING OR INVESTING IN CREDIT INVESTMENT FUNDS

Both using public calls for structured funds or by using our Product “Private Credit Funds”, BNDES promotes the development of the investment funds market.

C PROMOTING LIQUIDITY IN SECONDARY MARKET

BNDES launches purchasing and selling offers in the secondary market aiming to promote liquidity for corporate bonds.

D CREDIT ENHANCEMENT MECHANISMS

With different products, including Guarantees, Subscription of Subordinated Shares in FIDC's, subordinated bonds and Mini-Perms, BNDES is aiming the development of credit enhancement mechanisms.

E FOSTERING NEW ISSUANCES

Within its role as long-term financier, BNDES uses incentives for issuances, such as security package sharing, flexible debt service coverage ratio and amortization profile.

- ✓ Portfolio securitization: of part of BNDES' s bond portfolio sold through a fund;
- ✓ Credit enhancement features for bonds: (i) new product – BNDES' **letter of credit** and
(ii) “subordinated” bond tranches;
- ✓ **Mini-perm** loans by commercial banks with BNDES providing refinancing guarantees;

- ✓ Acting as a main/anchor investor helping to materialize bond issues that wouldn't reach the market without BNDES's investment;
- ✓ Simplifying processes, reducing analysis time and getting closer to other market/private investors practices in order to deliver a better service to clients;
- ✓ Increase BNDES's Credit Funds investments in order to foster new investment vehicles in the market;
- ✓ Fostering that projects financed by BNDES have a bond tranche publically issued and to define clear market development goals;
- ✓ Act along with other stakeholders in order to tackle existing constraints to the development of the local debt capital market;



Thank you!

PANEL 04

Managing Risk

Skadden

S&P Global



Ministério
da Fazenda

PINHEIRONETO
ADVOGADOS

EXIM
EXPORT-IMPORT BANK
OF THE UNITED STATES

Infrastructure Financing Event Managing Risks

Julyana Yokota
Director

S&P Global Ratings Infrastructure

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Brasilia, June 14th 2018

What Are Credit Ratings?

What Is A Credit Rating?

What It *Is*

- A forward-looking *opinion* about the ability and willingness of an issuer, such as a corporation or government, to meet its financial obligations in full and on time (i.e. creditworthiness)
- Strives to be globally comparable across sectors
- Incorporates views on the relative likelihood of default that are applied to entities (issuers) and securities (issues)
- One of many inputs available to investors as part of their decision-making process

And What It *Is Not*

- A guarantee of credit quality or default probability
- Investment advice or recommendation (buy, sell or hold)
- A measure of liquidity or price
- A way of defining “good” or “bad” companies
- An audit of the company

Our Ratings Categories

Investment Grade	AAA	Extremely strong capacity to meet financial commitments. Highest rating.
	AA	Very strong capacity to meet financial commitments.
	A	Strong capacity to meet financial commitments, but somewhat susceptible to adverse economic conditions and changes in circumstances.
	BBB	Adequate capacity to meet financial commitments, but more subject to adverse economic conditions.
	BBB-	Considered lowest investment grade by market participants.
Speculative Grade	BB+	Considered highest speculative grade by market participants.
	BB	Less vulnerable in the near term, but faces major ongoing uncertainties and exposure to adverse business, financial or economic conditions
	B	More vulnerable to adverse business, financial and economic conditions, but currently has the capacity to meet financial commitments.
	CCC	Currently vulnerable and dependent on favorable business, financial and economic conditions to meet financial commitments.
	CC	Highly vulnerable; default has not yet occurred, but is expected to be a virtual certainty.
	C	Currently highly vulnerable to non-payment, and ultimate recovery is expected to be lower than that of higher rated obligations.
	D	Payment default on a financial commitment or breach of an imputed promise; also used when a bankruptcy petition has been filed or similar action taken.

Ratings from 'AA' to 'CCC' may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the major rating categories. See "Ratings Definitions" on www.spglobal.com/ratings.

Public Private Partnerships

PPP

S&P Global Ratings views

Why Do Governments Use PPPs?

- Shift responsibilities to private sector
- Off-balance sheet financing
- Upfront payment
- Option on the asset

Ratings Methodology for PPPs

- Focus On Cash Flow :
Predictability, Volatility and Vulnerability
- Relationship to fixed obligations:
any mismatch to Revenue generation?
- Does not differ significantly from the Project Finance criteria, typically not derived from the Government rating

PPP

Key Rating Considerations

- Risk allocation between concessionaire and concession grantor
- Government counterparty credit analysis (offtaker - ¶147 of Sovereign criteria)
- Construction analysis and risk mitigation strategy
- Organization structure, covenants and legal framework (SPE Insulation)
- Operational profile analysis (including payment mechanism)
- Financial profile analysis (leverage, DSCRs)
- Stress testing sensitivity (Downside risk analysis)
- Asset handback and maintenance obligations

PPP

Key Issues During the Construction Phase

- Relationship between Private and Public partner: Clarity and Transparency of Contractual Escope
- Expected ground/site condition or Existing asset versus Real on-site
- Delays in to obtain all Permits/Approvals, Environmental License
- Inadequate initial design
- Agreessive Construction schedule and Budget
- Contractor and Subcontractor issues
- **Financial Flexibility to cover cost-overrun, replacement of EPC**

Contractor

PPP

Key Factors During the Operating Phase

- Project retains operating risk, not the government entity. The rating reflects the project operational risk, but not “notched” from the revenue counterparty rating
 - **Project funds costs of labor, materials, and debt service during the concession term**
- Operations Counterparty Dependency: Project revenues from Government counterparty, related to the sovereign/municipality (oftaker - ¶147 of Sovereign criteria)
- Examples of Operating risk mitigating factors:
 - Sub-contract O&M to a highly rated contractor (risk-transfer)
 - **Project liquidity (flexibility to downside case)**
 - Fund of the major maintenance reserve over a multi-year period

PPP

Credit Enhancement

Instrument

Political risk insurance

B" loan structures

Multilateral guarantees

S&P Rating risk view

Usually a post default instrument

If B-Loan is senior and pari-passu, not a credit enhancement
If B-Loan is subordinated, it may strengthen the liquidity flexibility
e.g. CAF liquidity line to ETEN in Peru: \$40 million during construction, reduced to \$20million during operation

Third-party financing support typically provides additional sources of cash inflows used to finance construction (see ¶ 53 Construction). These sources are, in the majority of cases, conditional and time-specific (for example, until construction is completed as determined by tests under the contract) and are often in the form of credit support through guarantees to inject cash if the project encounters circumstances that may lead to lower-than-expected or delayed cash flow. E.g. FDN Liquidity line for Colombia's 4G program is a credit enhancement. On the other hand \$500 million World Bank guarantee to RenovAR – Argentina's Flagship renewable program) – is a post default instrument.

PPP

Credit Enhancement

Instrument

Limited sponsor liquidity lines;
Sponsor guarantees (Equity Support Agreement)

Monoline insurance
Full credit guarantees

S&P Rating risk view

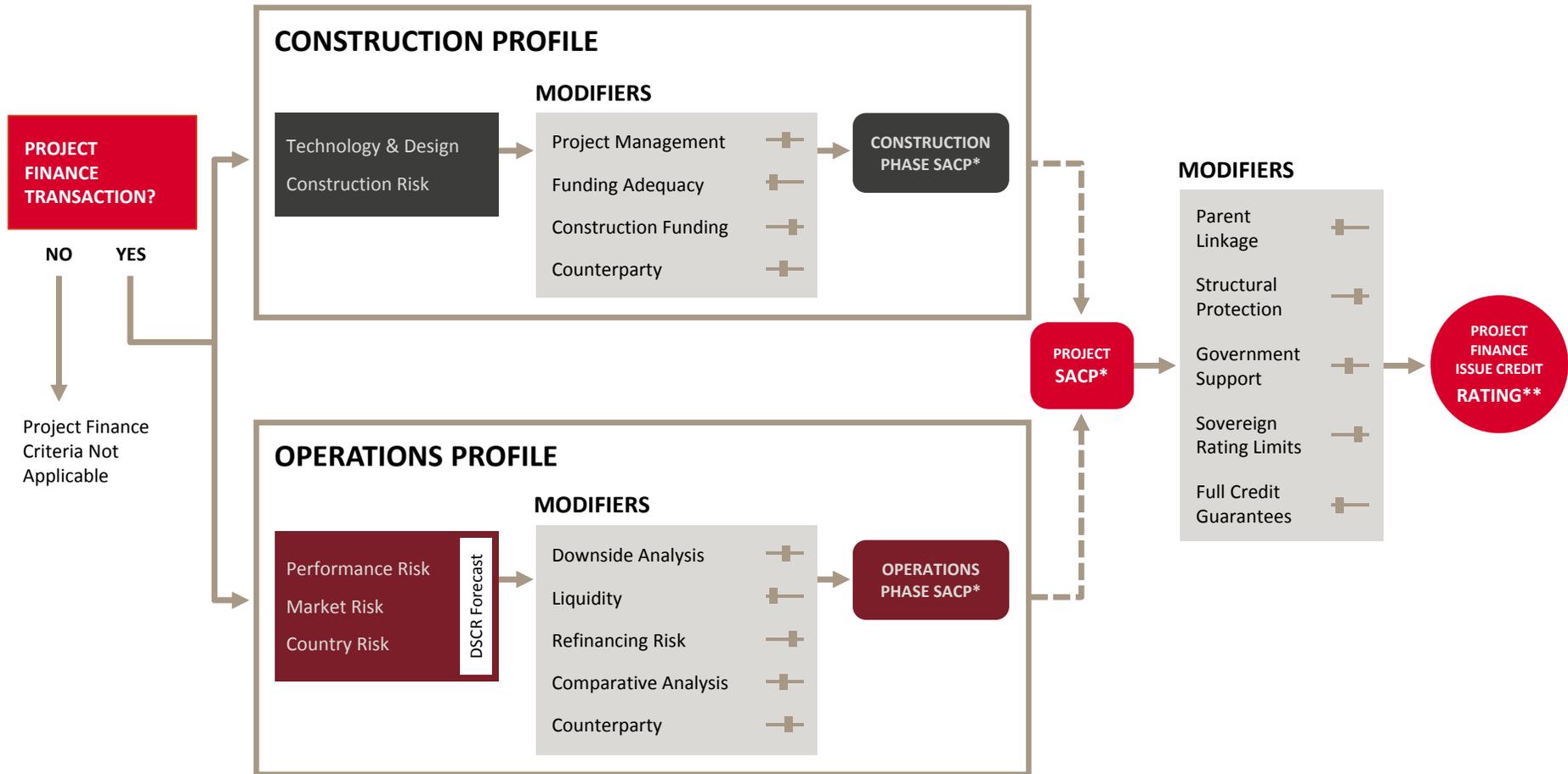
Contingent Sponsor support typically provides additional sources of cash inflows used to finance construction, often in the form of guarantees to inject cash if the project encounters circumstances of construction cash overrun.

Typically, credit substitution by sponsors, contractors, or offtakers in projects is rare, given the nonrecourse nature of projects. E.g. the introduction of a new technology or project that is strategic to a government entity.

Credit substitution works in a number of ways, including: The party providing the credit substitution may fully guarantee the timely payment of debt even if the project is never completed, or a third party may guarantee a certain level of operational performance, and if this performance is not achieved, the third party provides funds to pay down the debt to achieve the same level of debt coverage.

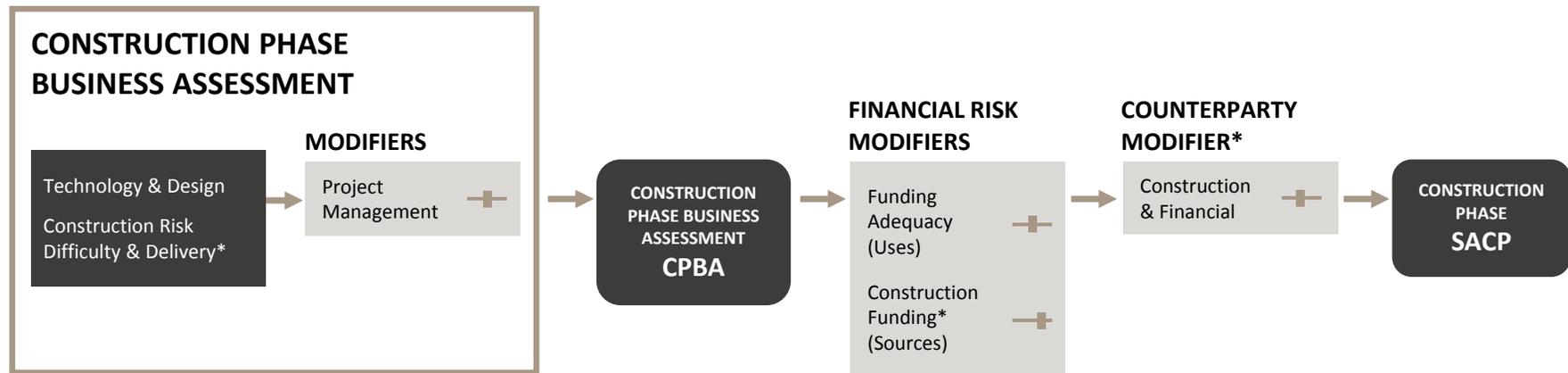
S&P Methodology for Project Finance Ratings

Project Finance Criteria Framework



Construction Phase

Construction Stand Alone Credit Profile (SACP)



Liquidity Cushion

- ✓ **Downside funding to absorb cost overrun**
- ✓ **Flexibility to support Contractor replacement**

Construction SACP

Counterparty Modifier

Is the contractor counterparty replaceable or irreplaceable?

Table 3. Maximum Contract CDA For A Replaceable Construction Counterparty (Project Finance Construction and Operations Counterparty Methodology)

Credit enhancement provided	Maximum effect to CDA on construction counterparty	
	Simple-to-moderately complex building	Civil or heavy engineering
No credit enhancement	Builder's ICR or credit estimate	Builder's ICR or credit estimate
Credit enhancement covers costs sufficient to cover replacement of main contractor	+2 notches	+1 notches
Credit enhancement covers cost to replace main contractor and a minor subcontractor	+4 notches	+2 notches
Credit enhancement covers costs sufficient to cover replacement of main contractor and a major subcontractor	+5 notches	+3 notches
Credit enhancement covers 1.5x costs to replacement of main contractor and a major subcontractor	+6 notches (two categories)	+4 notches

Construction SACP

Example				Outcome		
	Source	Use	Funds Available	CPBA	Contractor	SACP
Example 1	700	699	1	bbb	bbb-	bbb-
Example 2	700	699	1	bbb	bbb-	bbb-
Example 3	750	699	51	bbb	bbb-	bbb

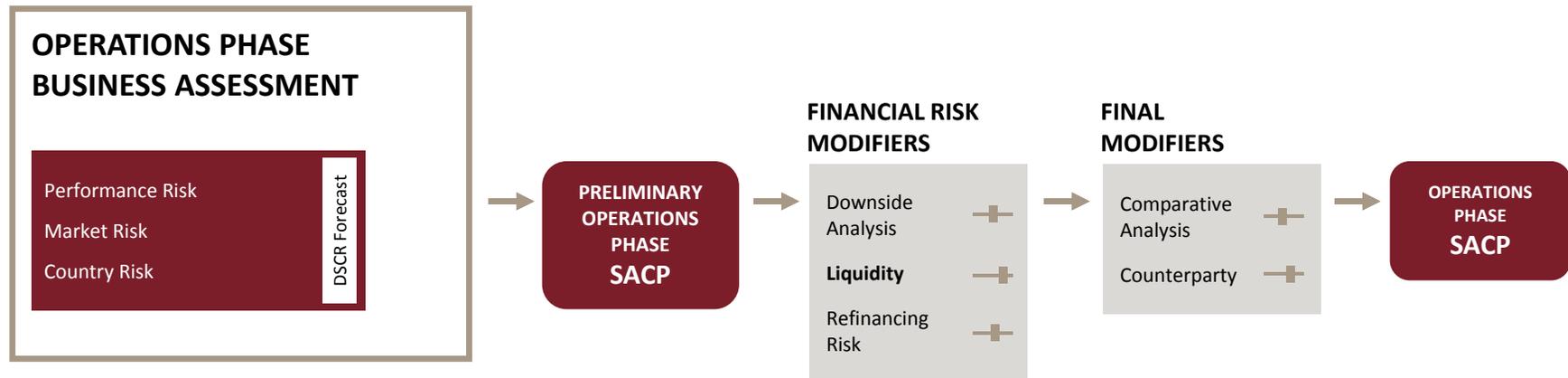
Example 1) Capped at Contractors' CDA or SACP if lower - Insufficient liquidity for both downside and contractor replacement

Example 2) Capped at Contractors' CDA or SACP if lower - There is surplus funding provided by a PCG but this support is capped at the Construction phase Business Assessment . Liquidity is contingent on contractors credit quality

Example 3) \$51 surplus available to be applied in accordance with the Counterparty Criteria - First apply liquidity to downside then contractor replacement. Final construction SACP determined by applying notching per Table 14. We assume contractor replacement cost is greater than 1 and less than 51

Operations Phase

Operations Stand Alone Credit Profile (SACP)

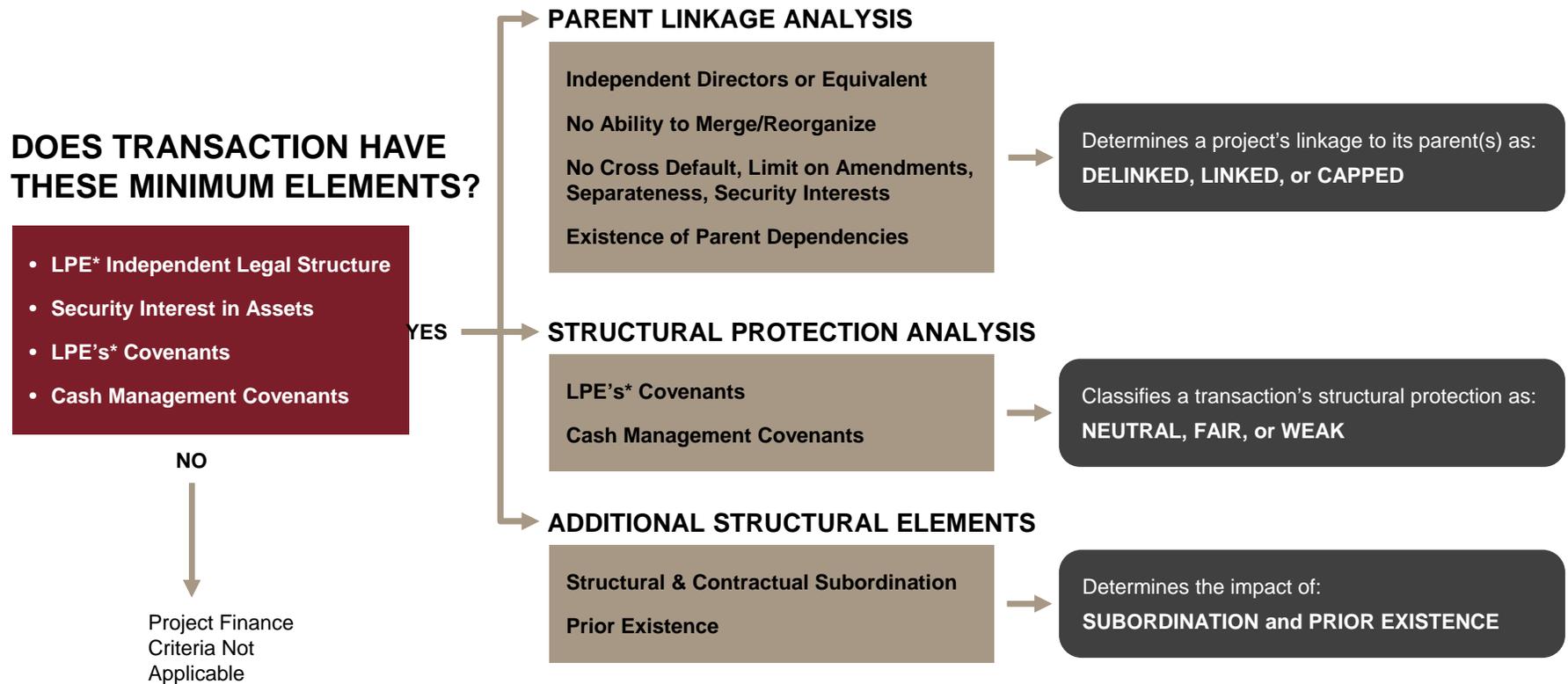


Liquidity

- ✓ Downside case resilience
- ✓ Flexibility to support

Counterparty substitution

Framework for assessing the Project Transaction Structure



Transaction Structure

Structural Protection

We assess the extent to which a transaction structure protects the credit quality of the project through two main sets of covenants:

Cash management covenants:

- ✓ **Cash flow protection and waterfall;**
- ✓ **Liquidity and reserves;**
- ✓ **Use of insurance proceeds; and**
- ✓ **Distribution tests – Both Backwards and Forward Looking.**

LPE's covenants:

- ✓ **Limitations on additional debt;**
- ✓ **Limitations on additional security to third parties;**
- ✓ **Limitations on asset sales; and**
- ✓ **Minimum insurance requirements.**

Classifies a transaction's structural protection as:
NEUTRAL, FAIR, or WEAK

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PRESENTATION

Brazil's Port of Santos







OVERVIEW



SÃO PAULO
THE BIGGEST INDUSTRIAL
COMMERCIAL/FINANCIAL
consumer center in Brazil

SANTOS



LOCATION
OF THE PORT OF SANTOS



Area (m²)
Right Bank: 3,800,000
Left Bank: 4,000,000
Total: 7,800,000



Berths
Total: 65



Pier length (km)
Total: 15,000 km



Pipelines: **55 Km**
Railways: **100 Km**



Hydroelectric Plant (since 1910)
Electric Power: 15,000 kw
Transmission: 30 km



HINTERLAND

75 Million
People

67% of Brazil's
GDP

56% of the Brazilian
Trade Balance (\$)





**Entrance
& Exit**

Santos Bank
Island of São Vicente

Guarujá Bank
Island of Santo Amaro



05



CONTAINERS

12



BREAK BULK

24



LIQUID BULK

14



SOLID BULK

02



ROLL ON /
ROLL OFF

01



PASSENGERS



TERMINALS

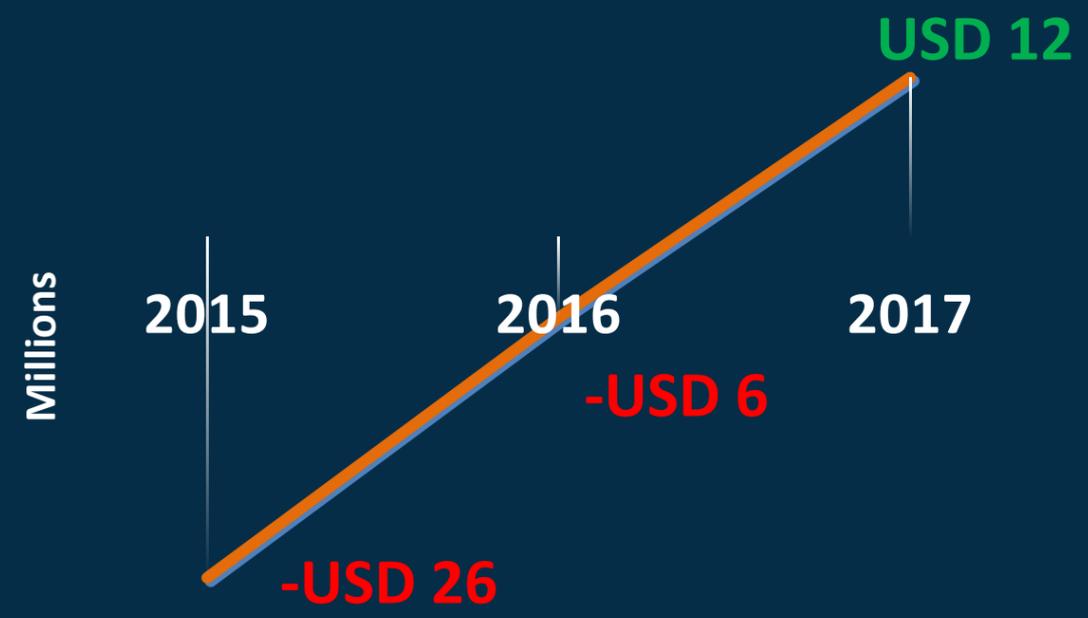


CHALLENGES



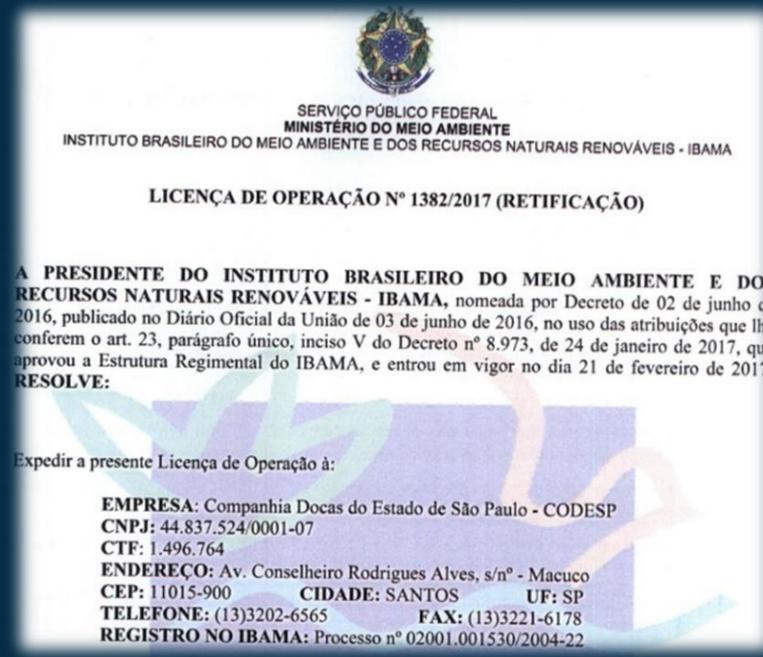
FINANCIAL

Profit generating (2015 to 2017)

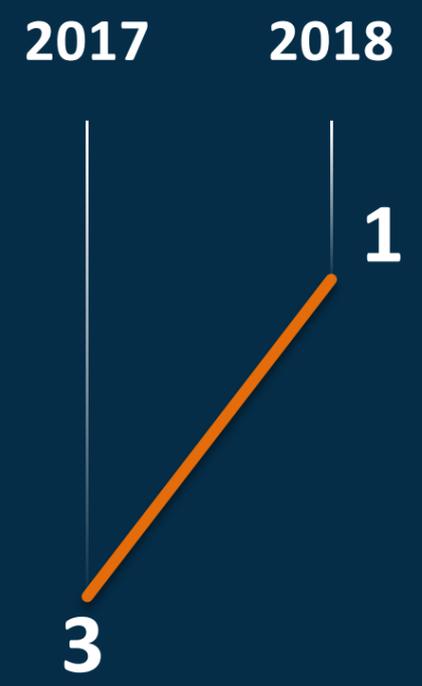


PORT SUSTAINABILITY

Environmental Licensing in 2017



CORPORATE GOVERNANCE



HUMAN RESOURCES

Cost reduction:
USD 750.000 per month

ACCESSIBILITY

Truckers' Strike
Loss of USD 400 mi





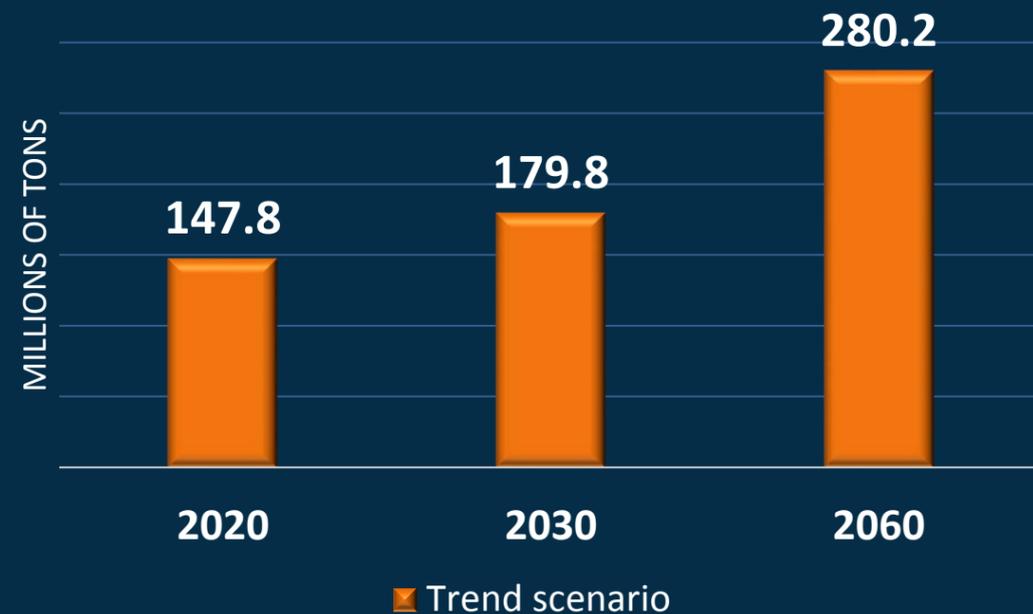
OPPORTUNITIES



DEVELOPMENT

Port Demand (Master Plan 2060)

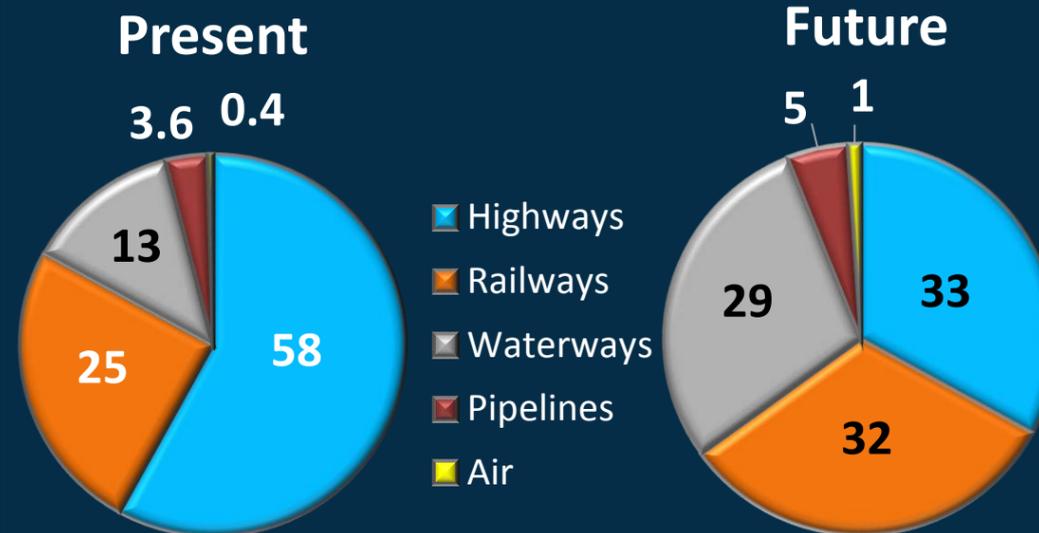
Demand Scenarios



2017: 129,9 Millions of tons

LOGISTICS COST REDUCTION

Efficient Modal Split



Source:

Ministry of Transport, Ports and Civil Aviation

PNLT National Logistics and Transports Plan – 2007

PORT TECHNOLOGY

Increases Productivity and Efficiency

VTMIS



AGVs

PSP





INVESTMENTS & INFRAESTRUCTURE

USD 1,5 bi*
**Public and
Private**

* Estimated investments



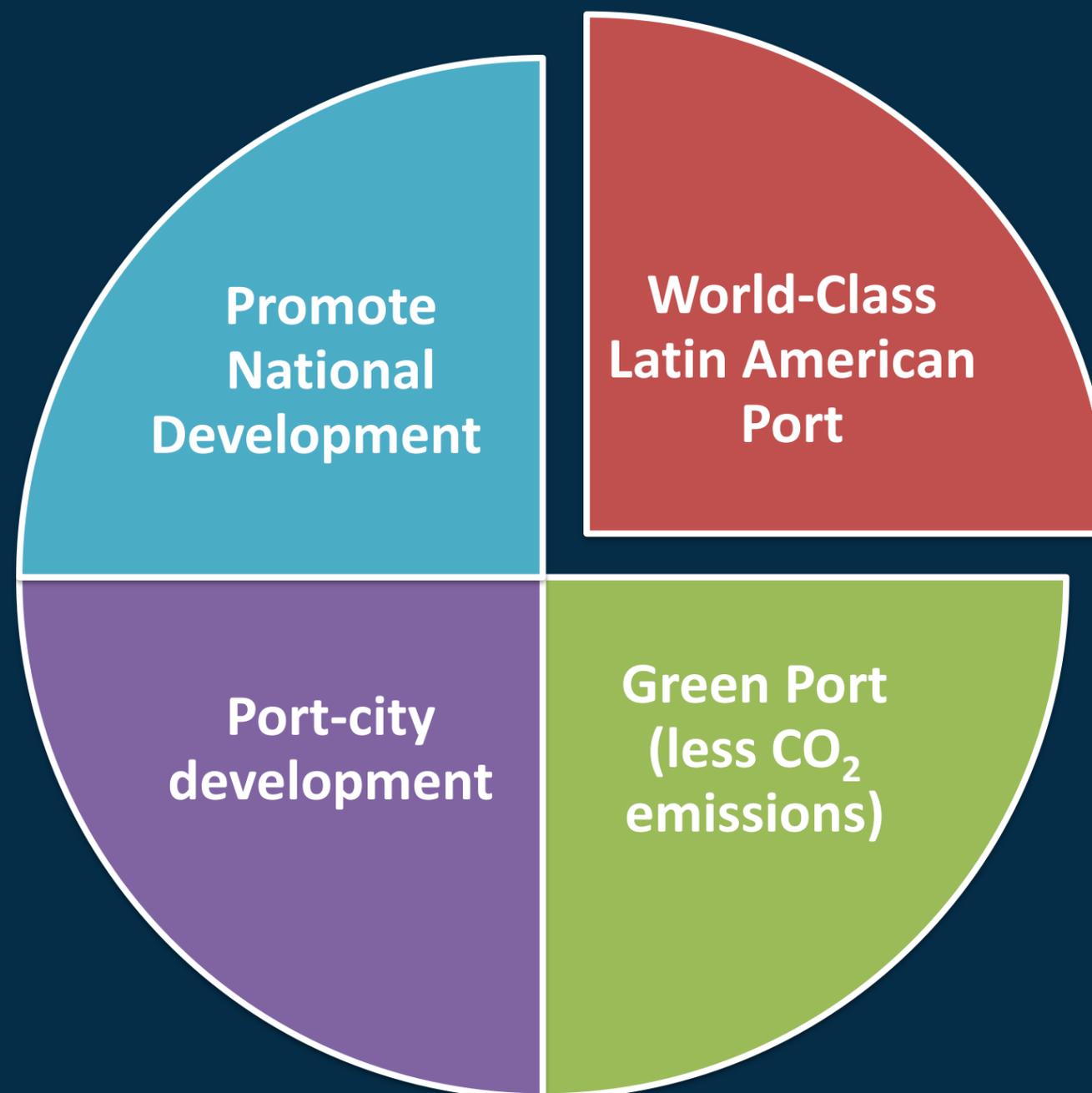


FUTURE TARGETS



Port Vision

“Be the benchmarking Port Authority in agility and competitiveness, becoming Port of Santos the hub port of South Atlantic”





PANEL 05

Energy & Transportation



Empresa de Pesquisa Energética



moffatt & nichol



INFRAERO
AEROPORTOS



INFRAMERICA



PORTO DE
SANTOS
AUTORIDADE PORTUÁRIA



OPIC



WELCOME TO INFRAERO

The largest airport management company in Brazil and Latin America and the third in the world;

Curitiba and Recife recently ranked among the 15 best airports worldwide;

Several 1st place prizes (best brazilian airport);

Company Level 1 in Governance;

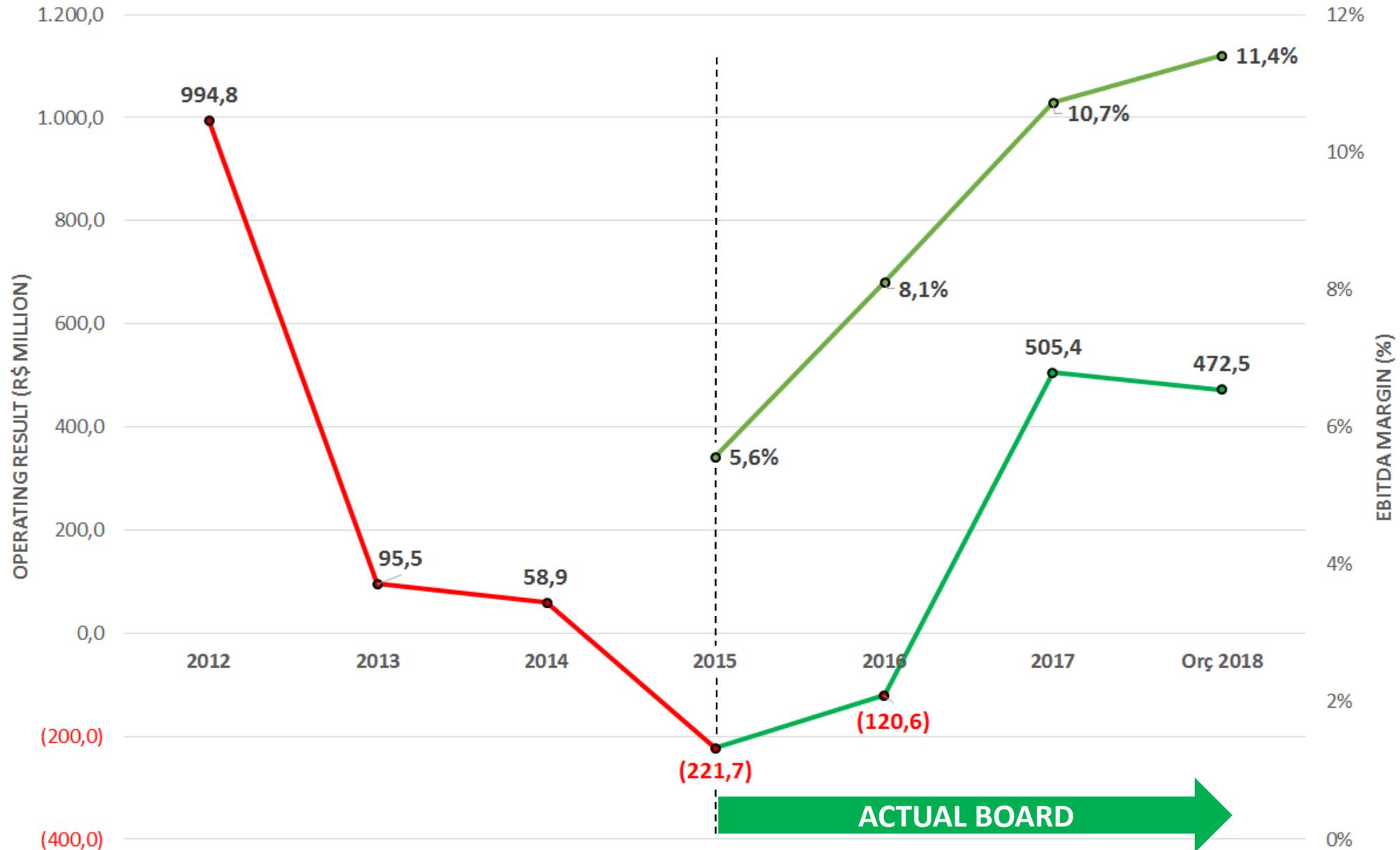
Financially stabilized and results in growth.

INFRAERO IN BIG NUMBERS

- 54 airports all over Brazilian territory
- 20 Air Cargo Terminals
- Gross Revenue:
US\$ 900 million/year
- Actual CapEx (average):
US\$ 200 million/year
- PAX/year:
Around 90 million



COMPANY STABLE AND GROWING





Benchmarking: national and international

Governance Programs: IG-SEST Level 1 certified on May, 2018

New Management Model derived from BSC Methodology

Commercial improvement: BRL 200 million more in 2 years. Other BRL 100 million on track

Workforce reduction: 1.051 people just in 2017, around BRL 300 million savings in 2 years

Shared Services Center in ongoing implementation: scale gains and cost reduction

- **PRIVATE PARTNER(S): MARKET OPERATION MODELLED FOR THE WHOLE SYSTEM**
 - IPO / PRIVATE SALE
 - ENSURE CROSS-SUBSIDY AND CAPITAL LEVERAGE
- **INFRAERO IS STILL A GOOD ASSET AS A WHOLE**
 - MANY AIRPORTS WITH HIGH POTENTIAL TO GROW. EXAMPLES: MACAPÁ (N) AND FOZ DO IGUAÇU (S)
 - MUCH TECHNOLOGY OPPORTUNITIES TO BE THOUGHT

PRIVATE OPERATION TO PUT ON TRACK (MODEL TBD)

+

49 % SHARE PARTNERSHIPS NEGOTIATION

+

AIR NAVIGATION OPERATION REBALANCED

PROFITABLE AND SUSTAINABLE BUSINESS



INFRAERO
A E R O P O R T O S

PANEL 05

Energy & Transportation



Empresa de Pesquisa Energética



moffatt & nichol



INFRAERO
AEROPORTOS



BRASILIA AIRPORT

Capital of Brazil



Aeroporto de
Brasília



CORPORACION **AMERICA** AIRPORTS

Corporación América Airports (“CAAP”) is the largest private sector airport operator in the world by number of airports, and the tenth largest in terms of passenger traffic. Currently, we operate 52 airports in 7 countries across Latin America and Europe. In 2016 we served 71.8 million passengers.

We are a global platform through which we acquire, develop and operate airport concessions. Since 1998, we have established a strong track record of acquisitions, and remain well positioned to continue our global expansion

We have a diversified portfolio of airports in attractive geographies, with significant growth potential. With over 20 years of experience, we have acquired an unmatched collective know-how and expertise in airport operations.



Aeropuertos Argentina 2000



ASESORIA
BAHIA BLANCA



AEROPUERTOS DEL NEUQUÉN



Aeropuerto de Carrasco



Aeropuerto de Punta del Este



Aeropuertos Andinos
del Perú S.A.



Aeropuerto de Guayaquil



Aeropuerto Ecológico
GALÁPAGOS



ZVARTNOTS



AEROPORTO
RAPA NUI



TCA
Terminal de Cargas Argentina



TCE
Terminal de Cargas Ecuador



TCU
Terminal de Cargas Uruguay



Zvartnots Handling



INFRAMERICA

Inframerica is the operator of Brasília and Natal airports, both controlled by Corporación América.



ABOUT BRASILIA

- Population of 3.2 million (3rd biggest population among Brazilian capitals)
- Political and economic hub of Brazil, business traffic 45%
- A strong economic recovery in the Brazil economy
- Central location optimizes connectivity to Latin America and World
- Strong outbound tourism market due to high spend
- Best GDP per capita of Brazil
- 63% OF Brasilia's population belong the top two social economic stratum



The longest flight to other Brazilian capitals would be 3 hours and 36 minutes.



Brasilia's catchment includes Goiania, capital of Goias with population of 2.4 million (200km catchment over 7 million)



Brasilia is the economic and commercial hub of the Center-West region

Distrito Federal (Federal District), here Brazil's national capital, **Brasilia**, is situated. This Region is right in the heart of Brazil.







INFRAMERICA

Company Overview:

We seek efficient results, always innovating, to meet our clients' aspirations and wishes. We want to consolidate ourselves, along with partners, as a reference in airport infrastructure and services.



AIRPORT OVERVIEW

MARKET DATA



Direct services to all capitals in Brazil and other 15 national destinations



Best Brazilian airport in its category, as evaluated by passengers (Ministry of Transportations, 2018)



In comparison to all large airports in the world, Aeroporto de Brasilia has the Fourth on-time performance (OAG, 2018)



Most efficient check-in and public services and x-ray inspection in the country (ministry of transportations, 2017)





Passenger traffic:
17 million (2017)



42% of passengers are in
connection (2017)



Aproximately 450
daily departures and
arrivals (2017)



Top 5 national destinations:
CGH, SDU, GRU, CNF, VCP





Third largest airport in the country

3 APRONS

29 FINGERS

41 REMOTE POSITIONS

AERODROME
REFERENCE
CODE E (ICAO)

300 K m² APRON AREA

120 K m² TERMINAL AREA

TWO RUNWAYS WITH
3.200x45
AND
3.300x45

ONLY LATIN
AMERICA AIRPORT
OPERATE PARALLEL
SIMULTANEOUS
RUNWAY



Best VIP lounge in Latin America,
according to Priority Pass ranking (2017)





Third international traffic in Brazil

Regularly flight s

One of Brasilia Airport's advantages among its Brazilian peers is its location in the middle of the country. There are regularly flights to Buenos Aires, Lisboa, Miami, Panamá and Punta Cana.

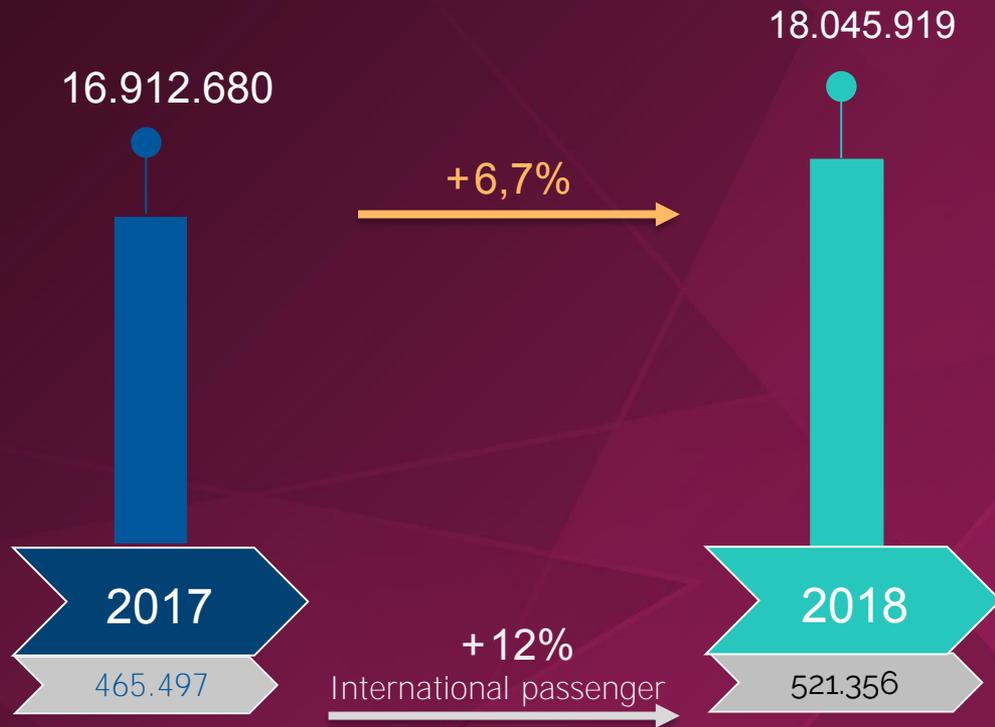
GOL has recently announced new services to Miami and Orlando

- Miami daily from November 4th, 2018 with 737 Max 8
- Orlando daily from November 4th, 2018 with 737 Max 8





Passenger Traffic



THANKS!

**We look forward to
welcoming you to BSB.**



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