Copenhagen Airports A/S

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# Announcement to the Copenhagen Stock Exchange

# Copenhagen Airports seeks to realize value from its investment in ASUR

#### Summary

Copenhagen Airports A/S ("Copenhagen Airports") intends to divest up to 6.10 percentage points of its 9.85% total interests in the listed Mexican airports operator Grupo Aeroportuario del Sureste, S.A.B. de C.V. ("ASUR") for an expected total consideration of up to approximately DKK 520m and an effect on profit after tax up to DKK 105m.<sup>1</sup> The divestment by Copenhagen Airports is intended to be effected in connection with a proposed tender offer for 42.65% of the capital stock of ASUR proposed by Copenhagen Airports' local Mexican partner, Mr. Fernando Chico Pardo (Mr. Chico Pardo).

Accordingly, today in Mexico City and New York, ASUR announced that Mr. Chico Pardo has delivered to the Board of Directors of ASUR an indicative proposal ("Indicative Proposal") outlining the terms under which Mr. Chico Pardo would be prepared to proceed with a tender offer<sup>2</sup>. The Indicative Proposal indicates an offer price of 56 Mexican Pesos for each Series B Share, and of the US dollar equivalent of 560 Mexican Pesos for each American Depositary Share (each ADS represents 10 Series B Shares). The Indicative Proposal states that the offer price represents a premium of 15% over the one month volume weighted average price of ASUR series B shares on the Mexican Stock Exchange as of 28 March 2007, the last day of trading prior to the date of the Indicative Proposal.

### The intended transaction

Copenhagen Airports owns in aggregate 9.85% of the capital stock of ASUR comprising 2.5% directly held shares and a 7.35% shareholding indirectly held through Inversiones y Técnicas Aeroportuarias, S.A. de C.V. ("ITA"). ITA has a 15% shareholding in ASUR (in the form of Series BB Shares with special rights) and is the Strategic Partner providing airport management and technical expertise in exchange for a technical service fee. ITA is 49% owned by Copenhagen Airports and 51% by Mr. Chico Pardo.

The Indicative Proposal indicates that the proposed tender offer would be made simultaneously in Mexico and the United States by a special purpose vehicle owned by Mr. Chico Pardo. The Indicative Proposal further provides that the tender offer would be subject to, inter alia, the following conditions:

- Approval by the Mexican Ministry of Communications and Transportation of Mr. Chico Pardo's ownership of more than 35% of ASUR's capital stock
- Approval of the tender offer by the Mexican National Banking and Securities Commission
- Approval of the tender offer by the Mexican Federal Competition Commission
- Approval of the tender offer by ASUR's board of directors
- Transfer of shares representing 42.65% of ASUR's capital stock in the tender offer

<sup>&</sup>lt;sup>1</sup> Determined in DKK by the use of the exchange rate between DKK and Mexican Pesos as of 28 March 2007

<sup>&</sup>lt;sup>2</sup> Copy of announcements made to the Mexican stock Exchange and to New York stock Exchange simultaneously with this announcement is attached.

Copenhagen Airports intends to tender its 2.5% direct ASUR shareholding into the proposed tender offer. Moreover, subject to satisfaction (or waiver) of the conditions of the proposed tender offer, 49% of the series BB shares of ASUR owned by ITA (representing 7.35% of the total outstanding capital stock of ASUR) would be converted into Series B shares which shares would be transferred to a new Mexican company ("SPV") created from a de-merger of ITA. Copenhagen Airports would own 49% of SPV, and Mr. Chico Pardo would own the remaining 51%. Immediately after the de-merger of ITA and the creation of SPV, Copenhagen Airports would sell its 49% ownership in SPV to Mr. Chico Pardo against a cash consideration reflecting the tender offer price. ITA would hereafter hold 7.65% of the capital stock of ASUR in the form of series BB shares.

Mr. Chico Pardo has stated that if the tender offer proposed in the Indicative Proposal is successfully completed, he would beneficially own 54% of ASUR's capital stock, including his indirect ownership through ITA, and that 42.35% of the capital stock would continue to be publicly held through the Mexican Stock Exchange and the New York Stock Exchange. Copenhagen Airports would maintain its 49% shareholding in ITA and will continue to fulfil its obligations as the Key Airports Partner of ITA.

"The contemplated divestment is consistent with Copenhagen Airports' overall strategy of seeking to realise value from its international assets," said Niels Boserup, Chief Executive Officer of Copenhagen Airports. "The divestment will result in Copenhagen Airports realizing significant value from its investment in ASUR. We will retain a stake of approximately 3.75%<sup>3</sup> to satisfy our obligations under the existing agreements pertaining to our investment. We will also retain the benefits of the Technical Services Agreement according to which Copenhagen Airports provides technical expertise to the ASUR group."

"At the indicated Tender Offer price we would receive a solid return on investment for those shares we divest and continued income from the Technical Services Agreement. The consideration for our shares will be used to repay debt and fund future capital expenditure at CPH," said Mr. Boserup.

If the transactions are completed a positive effect on Copenhagen Airports A/S' profit after tax is expected to be up to DKK 105m.

#### About ASUR

ASUR is a publicly listed Mexican airport operator with concessions to operate, maintain and develop the airports of Cancun, Merida, Cozumel, Villahermosa, Oaxaca, Veracruz, Huatulco, Tapachula and Minatitlan in the southeast of Mexico. Additional information may be found on www.asur.com.mx.

#### About Mr. Fernando Chico Pardo

Mr. Chico Pardo is Chairman of the Board of Directors and Interim Chief Executive Officer of ASUR. He is the founder and President of Promecap, S.C. and serves as a board member of various organizations including Grupo Posadas de México, Grupo Carso, Grupo Financiero Inbursa, Sanborns Hermanos and Sears Roebuck de México.

# **COPENHAGEN AIRPORTS A/S**

<sup>&</sup>lt;sup>3</sup> Corresponding to Copenhagen Airports 49% share in ITA's 7.65 % holding of the capital stock in ASUR following the de-merger of ITA.