

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 20-F

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

for the fiscal year ended December 31, 2022

Commission File Number 1-15132

***Grupo Aeroportuario del Sureste, S.A.B. de C.V.***

(Exact name of registrant as specified in its charter)

**Southeast Airport Group**

(Translation of registrant's name into English)

**United Mexican States**

(Jurisdiction of incorporation or organization)

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and address of company contact person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

<b>Title of each class:</b>	<b>Trading Symbol(s):</b>	<b>Name of each exchange on which registered</b>
Series B Shares, without par value, or shares American Depositary Shares, as evidenced by American Depositary Receipts, or ADSs, each representing ten Series B shares	ASR	New York Stock Exchange, Inc.* New York Stock Exchange, Inc.

\*Not for trading, but only in connection with the registration of American Depositary Shares, pursuant to the requirements of the Securities and Exchange Commission.

Securities registered or to be registered pursuant to Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **N/A**

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

**Series B Shares, without par value: 277,050,000**

**Series BB Shares, without par value: 22,950,000**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. **Yes**  **No**

Note: Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. **Yes**  **No**

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).  
**Yes**  **No**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definition of “large accelerated filer,” “accelerated filer,” and “emerging growth company” in Rule 12b-2 of the Exchange Act, (Check one):

**Large accelerated filer**       **Accelerated filer**       **Non-accelerated filer**       **Emerging growth company**

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 13(a) of the Exchange Act.

† The term “new or revised financial accounting standard” refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

**U.S. GAAP**       **IFRS**       **Other**

If “Other” has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. **Item 17**  **Item 18**

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). **Yes**  **No**

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## PART I

### Item 1. Identity of Directors, Senior Management and Advisers

Not applicable.

### Item 2. Offer Statistics and Expected Timetable

Not applicable.

### Item 3. Key Information

## RISK FACTORS

### Risks Related to Our Operations

*The COVID-19 pandemic has had and could continue to have a negative impact on our operations.*

The outbreak of the coronavirus disease 2019 (“COVID-19”) began in December 2019, and on January 30, 2020, the World Health Organization (“WHO”) designated the outbreak a public health emergency of international concern. Travel advisories and restrictions were issued for people traveling to and from certain areas and countries, including, in some cases, the closure of international borders. Airlines, in many cases, temporarily suspended or reduced flights to and from those areas and countries.

On March 20, 2020, the United States closed its land border with Mexico, except to permit essential travel as well as trade and commerce. As of November 8, 2021, the land border between Mexico and the United States remains open to nonessential travel. Beginning June 12, 2022, the CDC guidelines no longer require persons to show a negative COVID-19 test result or documentation of recovery from COVID-19 before boarding a flight to the United States. However, international travelers that are neither U.S. citizens nor permanent residents must still present proof of vaccination.

On March 23, 2020, the United States Federal Aviation Authority (“FAA”) approved a request by the Governor of the Commonwealth of Puerto Rico (“Puerto Rico”) to redirect all commercial flights bound for Puerto Rico through LMM Airport and that all passengers be screened by representatives of the Puerto Rico Health Department. As of March 10, 2022 domestic travelers are not required to present proof of vaccination or a negative COVID-19 test prior to arrival, and beginning June 12, 2022 travelers arriving from international flights are no longer required to present a negative COVID-19 test prior to traveling, regardless of vaccination status or citizenship, in accordance with CDC guidelines. However, international travelers that are neither U.S. citizens nor permanent residents must still present proof of vaccination. The LMM Airport remains open and operating, and as of December 31, 2022, our total passenger traffic volume increased 6.5% compared to the same period in 2021.

There are currently no travel restrictions from the United States related to COVID-19 specific to Colombia. Colombia temporarily barred entry of passengers into its territory in March, 2020, and suspended domestic air travel. Consequently, our commercial aviation operations in Colombia were suspended as of such date. Starting September 1, 2020, several of our Colombian airports reestablished passenger commercial flights under the initial phase of the gradual connectivity plan announced by the Civil Aviation Authority in Colombia, and by October 2, 2020, all of our Colombian airports had reestablished passenger commercial flights. International flights to Colombia resumed on September 21, 2020, albeit on a limited basis, as part of the country’s gradual reactivation. As of May 1, 2022, passengers traveling to Colombia must provide proof of complete vaccination. Our Colombian airports remain open and operating, and as of December 31, 2022, our total passenger traffic volume increased in 56.8% compared to the same period in 2021.

The Mexican government implemented various measures to control the spread of COVID-19, including extraordinary actions during 2020 and part of 2021, such as school closures and the suspension of non-essential activities in the most affected regions of the country. Airports were considered essential for purposes of these measures and our Mexican airports have remained operational.

We took a number of actions in response to the decrease in demand for air travel and passenger traffic, including (a) the temporary closure of terminals 2 and 3 in our Cancún airport (which were reopened on July 14, 2020 and October 1, 2020, respectively), (b) cost reduction initiatives, although most of our cost structure is fixed and (c) new agreements with several airline and commercial clients in Mexico and Colombia to extend their payment terms by signing promissory notes, including for any past due amounts, maturing within one year, which amounts were fully paid, as of December 31, 2022. Most of our cost structure is fixed, and the impact from these cost reduction measures is not expected to be significant vis à vis the potential decline in revenues resulting from the disruption in passenger traffic across the Company's operations.

Due to the economic recovery from the COVID-19 pandemic in the countries in which we operate, the total passenger traffic in our airports recovered for 2022, increasing by 35.6% as compared to 2021. Further our total passengers traffic increased 19.2% in the first quarter of 2023 as compared to the first quarter of 2022. However, the full extent of the ongoing impact of COVID-19 on the Company's longer-term operational and financial performance will depend on future developments, including those outside our control related to the efficacy and speed of vaccination programs in curbing the spread of the virus, the introduction and spread of new variants of the virus which may be resistant to currently approved vaccines, passenger testing requirements, mask mandates or other restrictions on travel, all of which are highly uncertain and cannot be predicted.

The COVID-19 pandemic has had a material impact on the Company during 2020 and part of 2021, and the potential spread or resurgence of COVID-19 could have a material adverse effect on the Company's business, operating results, financial condition and liquidity.

*International events, including acts of terrorism, wars, armed conflicts and global epidemics, could have a negative impact on international air travel.*

International events such as the terrorist attacks on the United States on September 11, 2001, wars, armed conflicts, and public health crises such as the Influenza A/H1N1 pandemic of 2009-2010 and the COVID-19 pandemic have disrupted the frequency and pattern of air travel worldwide in recent years. The COVID-19 outbreak has had and could continue to have a negative impact on our operations. See "Item 3. Key Information—Risk Factors—Risks Related to Our Operations—The COVID-19 pandemic has had and could continue to have a negative impact on our operations.

Historically, a majority of our revenues have been from aeronautical services, and our principal source of aeronautical revenues is passenger charges. Passenger charges are payable for each passenger (other than diplomats, infants, transfer and transit passengers) departing from the airport terminals we operate, collected by the airlines and paid to us. In 2021 and 2022, passenger charges represented 36.7% and 42.8% of our consolidated revenues, respectively.

On January 2, 2022, violent confrontations broke out at the Arauca department in Colombia, as members of the National Liberation Army (*Ejército de Liberación Nacional* or “ELN”), fought with dissidents of the Revolutionary Armed Forces of Colombia (*Fuerzas Armadas Revolucionarias de Colombia* or “FARC”). The conflict arose over control of illegal economies, including drug trafficking to Venezuela, and led to deaths, illegal detentions, mass displacements and risk of forced displacement in border municipalities, specifically in Tame, Fortul, Saravena and Arauquita. The conflict continued to escalate over the following months, and the feasibility of a potential agreement between the ELN and FARC remains uncertain. While our overall business operations in Colombia were not impacted by these events, El Caraño airport, which has been historically affected by guerrilla conflicts, has experienced an increase in passenger traffic to 379,948 passengers in 2022 as compared to 302,900 passengers in 2021.

On February 24, 2022, Russian forces launched significant military action against Ukraine, and sustained conflict and disruption in the region has continued as of the date of this report. The military conflict has since caused significant volatility in commodity prices, credit and capital markets, as well as supply chain interruptions. The impact to Ukraine as well as actions taken by other countries could have a material adverse effect on our operations. The extent and duration of the military action, sanctions and resulting market and supply chain disruptions are highly unpredictable but could be substantial. Any general increase of hostilities in Ukraine, even if not made on or targeted directly at the air travel industry, or the fear of or the precautions taken in anticipation of any potential military attacks such as elevated national threat warnings, travel restrictions, selective cancellation or redirection of flights and new security regulations, among others, (and any related economic impact of such events) could result in decreased passenger traffic and increased costs to the air travel industry as a result of new security requirements, and could cause a material adverse effect on our business, results of operations, prospects and financial condition.

In addition, in response to the conflict between Russia and Ukraine, the U.S. and other countries have imposed sanctions or other restrictive actions against Russia. Various of Russia’s actions have led to sanctions and other penalties being levied by the United States, the European Union, and other countries, as well as other public and private actors and companies, against Russia and certain other geographic areas, including agreement to remove certain Russian financial institutions from the Society Worldwide Interbank Financial Telecommunications payment system and restrictions on imports of Russian oil, liquified natural gas and coal. Additional potential sanctions and penalties have also been proposed and/ or threatened. The sanctions have had, and are expected to continue to have, a significant disruptive effect on global markets, including oil and gas markets, accessibility of airports and associated travel routes, as well as supply chains, including aircraft components.

Because our revenues are largely dependent on the level of passenger traffic in our airports, any general increase of hostilities relating to reprisals against terrorist organizations, armed groups, further conflict in the Middle East or Ukraine, pandemics or outbreaks of health epidemics such as Influenza A/H1N1, SARS, avian influenza, COVID-19 or other events of general international concern (and any related economic impact of such events) could result in decreased passenger traffic and increased costs to the air travel industry and, as a result, could cause a material adverse effect on our business, results of operations, prospects and financial condition.

*Hurricanes and other natural disasters have adversely affected our business in the past and could do so again in the future.*

The southeast region of Mexico and Puerto Rico, like other Caribbean destinations, experience hurricanes, particularly during the third quarter of each year. Portions of the southeast region of Mexico, the Caribbean region of Colombia and Puerto Rico also experience earthquakes from time to time. Natural disasters may impede operations, damage infrastructure necessary to our operations and/or adversely affect the destinations served by our airports. Any of these events could reduce our passenger traffic volume. The occurrence of natural disasters in the destinations we serve has adversely affected, and could in the future adversely affect, our business, results of operations, prospects and financial condition. Some experts believe that climate change due to global warming could increase the frequency and severity of hurricanes in the future. We have insured the physical facilities at our airports against damage caused by natural disasters, accidents or other similar events, but do not have insurance covering losses due to resulting business interruption. Moreover, should losses occur, there can be no assurance that losses caused by damages to the physical facilities will not exceed the pre-established limits on the policies.

On September 20, 2017, Hurricane Maria struck Puerto Rico, damaging LMM Airport in San Juan, Puerto Rico and causing significant damage to the entire island. Operations at LMM Airport were suspended at 7:30 pm on September 19, 2017 and resumed on a limited basis on September 21, 2017 with 10 flights, increasing progressively to 41 daily flights by the end of September 2017. Operations at LMM Airport returned to a regular schedule during the fourth quarter of 2017. Terminal buildings of LMM Airport suffered minor damage in sections that were out of operation before the airport was closed. Airport infrastructure was insured against these events. The hurricane inflicted extensive damage on the hotel and tourist infrastructure in Puerto Rico, which led to sharply reduced air passenger traffic at LMM Airport. During the third and fourth quarters of 2017, our passenger traffic in Puerto Rico decreased 15.8% relative to the same period in 2016. Our passenger traffic in Puerto Rico also decreased 0.4% in 2018 relative to 2017.

In September 2017, a series of earthquakes shook central and southern Mexico. On September 7, 2017, an 8.1 magnitude earthquake struck Chiapas, Oaxaca, killing at least 98 people, injuring over 300 persons, causing the issuance of a tsunami warning for the entire Pacific coast of Central America by the Pacific Tsunami Warning Center, and damaging buildings and roads in Mexico City. On September 19, 2017, a 7.1 magnitude earthquake affected the states of Puebla and Morelos as well as the Greater Mexico City area, killing 370 people and injuring over 6,000 people. The earthquake caused at least 44 buildings in Mexico City to collapse and temporarily shut down Mexico City International Airport. Finally, on September 23, 2017, a 6.1 magnitude earthquake hit Oaxaca, causing six deaths and injuring seven others, resulting in total damage of Ps.9.4 billion. Neither the Mexico City earthquake nor the earthquake in Oaxaca caused substantial damage to our facilities or resulted in material interruptions to our operations.

Between December 2019 and February 2020, a series of earthquakes shook Puerto Rico. The first earthquake in the series, a 4.7 magnitude earthquake, struck on December 28, 2019. The last earthquake in the series, a 5.0 magnitude earthquake, struck on February 4, 2020. The largest earthquake in the series was a 6.4 magnitude earthquake that struck on January 7, 2020. The Governor of Puerto Rico declared a state of emergency in response on January 7, 2020. The series of earthquakes caused power and water outages across Puerto Rico and estimates of financial losses exceed U.S. \$3 billion. LMM Airport remained open throughout the series of earthquakes. The series of earthquakes did not cause substantial damage to LMM Airport and did not result in material interruptions to our operations.

On September 20, 2022, Hurricane Fiona struck Puerto Rico, causing landslides, floodings and a total blackout by damaging the power transmission and distribution lines in Puerto Rico. While Hurricane Fiona did not cause significant damages to the LMM Airport, air travel was suspended starting September 17, 2022 at 10pm and reinstated on September 19, 2022. The hurricane brought approximately 30 inches of rain and damaged 50% of power transmission and distribution lines across Puerto Rico.

*The effects of oil spills could adversely affect our business.*

The Gulf of Mexico is the site of widespread deep-water oil drilling and extraction. Deep-water oil drilling inherently carries a number of significant risks. On April 21, 2010, there was an explosion on the “Deepwater Horizon” drilling platform operated by BP in the Gulf of Mexico. The oil-drilling platform was located 41 miles from the coast of Louisiana. The explosion and sinking of the platform caused a huge oil spill that spread along the U.S. coast in the Gulf of Mexico, and reached parts of Florida, Louisiana, Mississippi, Alabama and Texas. BP made several attempts to try to contain the spill and capture the oil. On September 19, 2010, the well was successfully plugged and declared “effectively dead.”

The oil spill did not affect the destinations served by our Mexican airports. However, if oil spills or similar disasters occur in the future, these destinations could be adversely affected, thereby reducing our volume of passenger traffic. Oil spills or other similar disasters in or around the destinations served by our airports could adversely affect our business, operating results, prospects and financial condition.

*Our business could be adversely affected by a downturn in the economies of the United States, Mexico or Colombia.*

The air travel industry, and consequently, our results of operations, are substantially influenced by economic conditions in Mexico, Colombia and the United States. In 2020, 2021 and 2022, 66.2%, 76.4% and 63.4%, respectively, of the international passengers in our Mexican airports arrived or departed on flights originating in or departing to the United States. 45.5%, 49.1% and 53.1% of our revenues from Mexican passenger charges in 2020, 2021 and 2022, respectively, were derived from charges imposed on international passengers. Similarly, in 2020, 2021 and 2022, 55.9%, 51.7% and 47.3%, respectively, of passengers in our Mexican airports traveled on Mexican domestic flights. In 2020, 2021 and 2022, 54.5%, 50.9% and 46.9%, respectively, of our revenues from Mexican passenger were derived from Mexican domestic passenger charges. When the economies of either the United States or Mexico are in recession, the number of international passengers in our Mexican airports that arrive or depart on flights originating in or departing to the United States have been adversely affected. Similarly, a recession of the Colombian economy could cause the number of Colombian domestic passengers in our Colombian airports to decline. In 2020, 2021 and 2022, 41.1%, 38.3% and 31.9%, respectively, of our revenues from Colombian passenger charges were derived from Colombian domestic passenger charges.

The outbreak of COVID-19 has adversely affected the economies and financial markets of many countries, including the United States, Mexico and Colombia. Although recent vaccination rollout have raised hopes of a turnaround in the COVID-19 pandemic during 2022 and during the first quarter of 2023, renewed waves and new variants could lead to new measures implemented by governmental authorities to contain and mitigate the effects of COVID-19, including shutdowns of non-essential infrastructure businesses, stricter border controls, stringent quarantines and social distancing, triggered significant economic downturn in Mexico, Colombia and the United States (including Puerto Rico). The extent to which the COVID-19 outbreak continues to impact these economies will depend on future developments, which are highly uncertain and cannot be predicted.

We cannot predict how economic conditions in the United States may develop in the future or how these conditions will affect tourism and travel decisions. In addition, whether destinations served by our airports will be viewed as adequate substitutes for other tourist destinations depends on a number of factors, including the perceived violence and security, attractiveness, affordability and accessibility of Cancún, Cozumel and the Mayan Riviera as desirable vacation destinations. We are unable to control many of these factors and, therefore, we cannot assure you that this substitution effect would occur again if the United States were to experience another recession. Except for Cancún, among Mexican leisure travelers, destinations served by our airports are generally not perceived as economical vacation destinations, and as a result, they did not benefit, and are unlikely to benefit in the future, from the substitution effect that we believe occurred with respect to passengers traveling to and from the United States. In addition, a portion of our Mexican domestic passengers are business travelers, whose demand for travel was adversely affected by the COVID-19 pandemic.

Further, Mexican, Colombian and U.S. political and social developments, over which we have no control, may affect the economic environment in Mexico, Colombia and the United States, and consequently, may contribute to economic uncertainty. Such conditions may adversely affect our business and results of operations.

The Colombian Government and the Colombian Central Bank can intervene in Colombia's economy and make significant changes in monetary, fiscal and regulatory policy, which could result in currency devaluation and changes in international reserves. Our financial condition and results of operations may be adversely affected by changes in government or fiscal policies, and other political, diplomatic, social and economic developments that may affect Colombia or the international markets. Possible factors include fluctuations in exchange rates and exchange rate controls, inflation, price instability, changes in interest rates, liquidity of domestic capital and debt markets, deposit requirements on foreign borrowings, controls on capital flows, and restrictions to foreign trade.

The economy of Puerto Rico has been in a recession since 2006 and conditions have worsened in recent years, particularly as a result of Hurricanes Irma and Maria in 2017, the COVID-19 pandemic, and Hurricane Fiona in 2022 which damages were concentrated at the south of the island. Following the failure of several Puerto Rico government instrumentalities to make debt service payments on their outstanding debt obligations, on June 30, 2016, the Puerto Rico Oversight, Management and Economic Stability Act ("PROMESA") was enacted into law. PROMESA provided Puerto Rico with access to bankruptcy-like tools and created a fiscal oversight framework containing measures that include, among others, the establishment of a seven-member Oversight Board to oversee the development of budgets and fiscal plans for Puerto Rico's government and instrumentalities. In particular, PROMESA allowed the Oversight Board to petition U.S. courts to restructure debt on behalf of Puerto Rico's central government.

In September of 2019, the Oversight Board submitted a joint plan of adjustment to the United States District Court for the District of Puerto Rico. However, in late December 2019 and January 2020, a series of earthquakes and their aftershocks caused extensive damage to parts of Puerto Rico's infrastructure. In addition, Puerto Rico was significantly impacted by the COVID-19 pandemic that began in early 2020, which has had a substantially adverse effect on the health of its population and economic activity. The combined impact of Hurricanes Irma, Maria and Fiona, the earthquakes and aftershocks, and the pandemic significantly hampered the Oversight Board's timeline and efforts to restructure Puerto Rico's debt and could continue to have substantially adverse effects on Puerto Rico's economy. On January 18, 2022, following several modifications and amendments, the United States District Court for the District of Puerto Rico entered an order confirming the Oversight Board's revised joint plan of adjustment. On February 23, 2022, the Oversight Board announced its certification of a revised fiscal plan for Puerto Rico which funds the revised joint plan of adjustment and reflects increased federal funding and the effect of federal stimulus funding on economic growth. On March 15, 2022, the revised joint plan of adjustment became effective. Several parties have appealed the District Court's order confirming the revised joint plan of adjustment to the United States Court of Appeals for the First Circuit, and the court confirmed the effectiveness of the plan on April 26, 2022. However, it is uncertain what impact the foregoing developments will have on the future business and economic conditions of Puerto Rico. Further, a prolongation of Puerto Rico's fiscal crisis, or a worsening of the crisis, could have an adverse effect on the Puerto Rico economy. Aerostar Airport Holdings, LLC, our joint venture with the Public Sector Pension Investment Board ("PSP Investments"), in which we possess a 60% ownership interest and whose results we have consolidated into our financial statements, has operated the LMM Airport in Puerto Rico since February 27, 2013. The worsening economic conditions in Puerto Rico may adversely affect the LMM Airport's business and results of operations.

*Changes in U.S. immigration and border policy could adversely affect passenger traffic to and from Mexico and Colombia.*

The results of presidential and congressional action in the United States could result in significant changes in, and uncertainty with respect to, immigration and border policy. Immigration reform, especially with respect to Mexico, continues to attract significant attention in the public arena and U.S. Congress. If new federal immigration legislation is enacted, such laws may contain provisions that could make it more difficult for Mexican and Colombian citizens to travel between Mexico and Colombia, respectively, and the United States. In addition, new immigration, border and trade legislation could lead to uncertain economic conditions in Mexico that may affect leisure or business travel, including travel to and from Mexico. Such restrictions could have a material adverse effect on our passenger traffic results.

*Fluctuations in international petroleum prices could reduce demand for air travel.*

Fuel represents a significant cost for airlines. International prices of fuel have experienced significant volatility in recent years. Most of our airline customers use kerosene-based jet fuel, the price of which is normally based upon the U.S. spot prices for that fuel plus the cost of transportation to each airport. Although the U.S. Gulf Coast spot price for jet fuel has decreased from its high of U.S.\$4.81 per gallon on September 12, 2008, it has continued to fluctuate in 2022, with a high of U.S.\$5.06 per gallon on April 28, 2022 and a low of U.S.\$2.19 per gallon on January 3, 2022, according to the Energy Information Administration of the U.S. Department of Energy. As of April 10, 2023, the U.S. Gulf Coast spot price for jet fuel was U.S.\$2.53 per gallon. The price of fuel may be subject to further fluctuations resulting from a reduction or increase in output of petroleum, voluntary or otherwise, by oil-producing countries, other market forces, a general increase in international hostilities or any future terrorist attacks. Our business could be negatively impacted by hydrocarbon price volatility as a result of, or as a result of the threat of, Russian activities in Ukraine, including Russia expanding its production of oil and gas to finance its activities in Ukraine and destabilize world energy markets. Oil prices are particularly sensitive to actual and perceived threats to global political stability and to changes in production from member states of the Organization of the Petroleum Exporting Countries. Additionally, the recent conflict between Russia and Ukraine has caused shortages in the availability of aircraft fuel, including as a result of targeted sanctions and export control measures imposed by the United States and foreign government bodies. Although, for the year ended December 31, 2022, any such shortages have not been material, there is no assurance that the shortages will not become more severe, and we cannot predict the continued impact of these sanctions and export measures, or the impact of any further retaliatory actions that may be taken by Russia and the United States and foreign government bodies. Shortages in the availability of, or increase in demand for, crude oil in general, other crude oil based derivatives and aircraft fuel in particular have resulted, and could continue to result, in increased fuel prices and could have a material adverse effect on our business, results of operations, and financial condition.

In addition, a number of airlines have engaged in hedging strategies with respect to fuel prices. Because of the decline in fuel prices, there have been reports suggesting that these hedging strategies have resulted in those airlines incurring derivative-related liabilities. Increases in airlines' costs may result in higher airline ticket prices and may decrease demand for air travel generally, thereby having an adverse effect on our revenues and results of operations.

*The loss or suspension of operations by one or more of our key customers could result in a loss of a significant amount of our revenues.*

The global airline industry has recently experienced and continues to experience significant financial difficulties, marked by the filing for bankruptcy protection of several carriers and recent warnings regarding industry profitability. In October 2021, the International Air Transport Association, or IATA, issued its 2021 financial forecast for the global commercial airline industry, estimating a net post-tax loss of about U.S.\$51.8 billion, due to the effects of COVID-19. The IATA announced that the airline industry net losses are expected to reduce to \$11.6 billion in 2022. The economic shock from the COVID-19 outbreak, which has been felt more acutely by airlines, has and may continue to trigger additional insolvencies within the global airline industry. With respect to 2023 forecasts, IATA estimates that the airline industry will have a global net profit of \$4.7 billion on revenues of \$779 billion.

Our business and results of operations could be adversely affected if we do not continue to generate comparable portions of our Mexican regulated revenue from our key customers, including Volaris (which accounted for 10.3% of our revenues in 2020, 12.2% in 2021, and 12.0% in 2022), Viva Aerobus (which accounted for 11.1% of our revenues in 2020, 11.6% in 2021, and 11.9% in 2022), Aeromexico (which accounted for 11.9% of our revenues in 2020, 11.5% in 2021, and 10.1% in 2022), American Airlines (which accounted for 11.8% of our revenues in 2020, 12.1% in 2021, and 10.4% in 2022), United Airlines (which accounted for 8.6% of our revenues in 2020, 10.05% in 2021 and 8.8% in 2022) and Interjet (which accounted for 5.0% of our revenues in 2020). As of December 11, 2020, Interjet has stopped all flights, and it is not clear whether Interjet will resume operations.

During 2020, Avianca Holdings, S.A. and certain of its subsidiaries and affiliates (on May 12, 2020), LATAM Airlines Group, S.A. and certain of its subsidiaries and affiliates (on May 26, 2020) and Grupo Aeromexico, S.A.B. de C.V. and certain of its subsidiaries and affiliates (on June 30, 2020) filed for bankruptcy protection in the United States, and all cited the pressure on their respective businesses from the COVID-19 pandemic.

In the LATAM proceedings, LATAM scheduled a contingent, unliquidated, and disputed claim on behalf of Aeropuerto de Cancún, S.A. de C.V. ("Aeropuerto de Cancún") for an unknown amount, with no current claim value. Following the effective date of LATAM's plan of reorganization on November 3, 2022, any liabilities asserted prior to the effective date were fully discharged, including ASUR's claims. In the Avianca proceedings, Avianca did not schedule any claims with respect to airports we operate, and we have continued to be paid by the company for amounts due until its emergence from Chapter 11 on December 1, 2021.

With respect to the Aeromexico chapter 11 proceedings (the "Chapter 11 Cases"), we entered into two agreements, one in April 2020 and the other in July 2020, deferring the remittance of Ps.213.4 million in passenger charges due to us, and requiring Aeromexico to remit those amounts in installments through April 2021. In connection with these passenger charges, the airport terminals we operate filed proofs of claim in the Chapter 11 Cases. On May 19, 2021, the United States Bankruptcy Court for the Southern District of New York authorized Aeromexico to assume these agreements, such that Aeromexico was bound and required to continue performing under such contracts and leases and obligated to pay all amounts due and cure all defaults under such contracts and leases. As of the date of this report, Aeromexico has paid all amounts due under these agreements.

On March 27, 2020, the Coronavirus Aid, Relief, and Economic Security (CARES) Act was signed into law in the United States, which provided, among others, financial assistance to United States based airlines and airports. Several of our customers participated in the relief provided by the CARES Act. Despite the ongoing effects of the COVID-19 pandemic on airlines, additional relief may not be provided in the future, nor may similar government relief be made available to our customers based outside of the United States.

On February 28, 2023, Fast Colombia, S.A.S.'s low-cost airline (Viva Air) stopped all flights due to financial distress, and has not resumed operations since. As of March 31, 2023, we are owed Ps. 12.5 million from Viva Air, which is not included in our allowance for doubtful accounts, and we might not be able to recover the full amount owed to us. On March 29, 2023, Ultra Airlines, a low-cost airline, stopped all flights due to financial distress, and has not resumed operations since. As of March 31, 2023, we are owed Ps. 9.2 million from Ultra Airlines, which is not included in our allowance for doubtful accounts, and we might not be able to recover the full amount owed to us.

None of our contracts with our principal airline customers obligate them to continue providing service to our airports and we can offer no assurance that competing airlines would seek to increase their flight schedules if any of our key customers reduced their use of our airports. Our current agreements with our principal airline customers at our Mexican airports have been renewed, except for our agreement with Interjet. We do not have any contracts that will expire before April 8, 2022. With respect to our Colombian airports, our subsidiary Airplan, charges airlines various fees (relating to domestic routes, international routes and development). The tariffs are established by the Special Administrative Unit of Civil Aeronautics (*Unidad Administrativa Especial de Aeronáutica Civil*), or Aerocivil, through Resolution 04530 of 2007. As of December 31, 2021, the following airlines at our Colombian airports were subject to such tariffs: Avianca, Aerorepública (COPA), Viva Air, LATAM, American Airlines, Tampa Cargo, LAN Cargo, Sky Lease, among others.

We expect that we will continue to generate a significant portion of our revenues from a relatively small number of airlines in the foreseeable future. Our business and results of operations could be adversely affected if we do not continue to generate comparable portions of our revenue from our key customers.

In addition, Mexican law prohibits an international airline from transporting passengers from one Mexican location to another (unless the flight originated outside Mexico), which limits the number of airlines providing domestic service in Mexico. Accordingly, we expect to continue to generate a significant portion of our revenues from Mexican domestic travel from a limited number of airlines.

Moreover, some of our commercial clients may face difficulties making their payments to our airports, including during the COVID-19 outbreak and the resulting decrease in air traffic. Any such difficulties could result in attempts to renegotiate our commercial clients' lease and payment terms, but we cannot guarantee that any attempted renegotiations would be successful. In the event of unsuccessful renegotiations, some commercial clients may choose to vacate our commercial spaces. We cannot guarantee that we will be able to re-lease any vacated commercial spaces. Any renegotiation process, cancellation of commercial leases or attempt to re-lease vacant space could lead us to incur costs and have a negative effect on our revenues.

*We could be subject to fines, penalties and other adverse consequences pending the outcome of our appeal against the Mexican government's tax treatment of airport concessions at Cancún Airport.*

When bidding was concluded for the shares of the Mexican airport group that became ASUR, the Ministry of Infrastructure, Communications and Transportation agreed that the concessionaire could amortize the value of the concession at an annual rate of 15.0% for tax purposes. Contrary to this decision, in February 2012, the Ministry of Finance and Public Credit determined that this agreement was invalid and that the rate should instead be 2.0%. We filed an appeal in April 2012 to reverse this determination. In May 2013, while our appeal was pending, the Mexican federal government implemented a tax amnesty program for federal taxes, which we participated in by paying Ps.128.3 million to settle the claim with the Ministry of Finance and Public Credit solely with respect to income taxes. Our participation in the tax amnesty program, however, had no impact on our separate appeal of the amount of distributions owed by the Company under the mandatory employee statutory profit sharing regime established by Mexican federal labor laws. As of April 17, 2023, the judge's order is still pending with respect to such distributions. If we were to lose the appeal, we estimate we would be required to pay an additional amount equivalent to Ps.116.0 million.

*The FAA could downgrade Mexico's air safety rating again, which could result in a decrease in air traffic between the United States and our airports.*

The FAA evaluates the legal framework for civil aviation and issues related to the monitoring, staff training and inspection processes related to regulations issued by the International Civil Aviation Organization ("ICAO"). On May 25, 2021, the FAA downgraded Mexico's aviation safety rating from an ICAO Category 1 rating to an ICAO Category 2 rating, as a result of the FAA's visit to the Mexican Federal Agency for Civil Aviation ("AFAC") between October, 2020 and February, 2021. The downgrade was attributable to 24 safety-related issues in Mexico's aviation, which were identified as areas of non-compliance with minimum ICAO safety standards.

The FAA had already downgraded Mexico's aviation safety rating from a Category 1 rating to a Category 2 rating on July 30, 2010, as a result of the FAA's visit to the Mexican Bureau of Civil Aviation (currently AFAC) between January and July 2010. The downgrade was attributable to an insufficient number of flight inspectors and administrative and organizational elements in the Mexican Bureau of Civil Aviation (currently AFAC).

The consequences of the above-mentioned downgrades were the suspension of the right to operate code-shared flights and the restriction of Mexican airlines' ability to increase the frequency of, or add new routes to, the United States. In 2020, 2021 and 2022, 1.2%, 0.8% and 0.8%, respectively, of the passengers that traveled through our airports traveled on flights to or from the United States operated by Mexican airlines. The Mexican government expected to carry out an audit to intend to restore Mexico's Category 1 air safety status during the first half of 2023. Following the audit, the FAA would have 40 days to inform Mexico if it recovers its Category 1 status or continues as Category 2. We cannot be certain of how long this rating will be maintained, and we cannot predict what impact such a downgrade would have on our passenger traffic or results of operations, or on the public perception of the safety of our airports.

As an attempt to recover its Category 1 status, on December 15, 2022, the Mexican government submitted to congress an aviation sector reform bill. If approved, the bill would result in amendments to the Civil Aviation Law and the Airports Law, including (i) allowing foreign airlines to operate domestic flights (vuelos de cabotaje) within certain routes that are of strategic interest for the development of the country's airport infrastructure, as long as the airport complies with certain technical and operational capacity requirements; (ii) enhancing regulatory and supervisory responsibilities of the AFAC over civil aviation matters; (iii) armonizing security regulations for purposes of restoring Mexico's FAA safety rating to Category 1; and (iv) establishing the applicable sanctions for concessionaries not complying with flight schedules and timetables or any other requirements set forth in the bill. As of the date of this report, we cannot assure you how such bill, if passed, would affect our operations and competitiveness in the Mexican market.

*Our business is highly dependent upon revenues from Cancún International Airport.*

In 2022, Ps.14,280.8 million (including construction services) or 56.4% of our revenues were derived from operations at Cancún International Airport. During 2020, 2021 and 2022, Cancún International Airport represented 74.2%, 76.6%, and 76.8%, respectively, of our passenger traffic in Mexico and 51.9%, 58.2% and 59.5%, respectively, of our air traffic movements in Mexico. The desirability of Cancún as a tourist destination and the level of tourism to the area are dependent on a number of factors, many of which are beyond our control. For example, some media outlets continue to report an increase in the level of drug-related violence in Mexico. Although these reports generally indicate that this increase in violence affects mostly cities in northern Mexico and the west coast of Mexico, and is generally not directed at tourists, the reports may have created a perception that Mexico has become a less safe and secure place to visit. In turn, we believe that it is possible that this perception has adversely affected the desirability of Cancún as a tourist destination. This perception may have been fueled further by travel advisories issued by the U.S. State Department on August 22, 2017, January 10, 2018 and December 17, 2019 that listed Cancún as a place in Mexico where visiting tourists must be cautious. In addition, in March 2018, the U.S. State Department issued a security alert for Playa del Carmen, a popular destination that attracts U.S. citizens and is served by Cancún Airport. Additionally, during 2018 and 2019, the presence of gulfweed on beaches in the state of Quintana Roo reduced tourism to the area and caused a reduction in passengers during certain seasons, principally summer. The Presidential Commission on the Arrival of Gulfweed in the Mexican Caribbean estimated that gulfweed caused Ps.5,286 million in economic damage in 2018. In 2019, the presence of gulfweed caused an almost 30% reduction in tourism to beaches on the Yucatan Peninsula. The reasons behind the record amount of gulfweed and its sharp decline after September 2019 have not been determined. On September 8, 2020, December 8, 2021 and March 14, 2022, the U.S. State Department issued a Level 3 travel advisory to reconsider travel to Mexico due to COVID-19, and recommended exercising increased caution in Mexico due to crime and kidnapping, as some areas have increased risk. None of the Mexican states in which we operate were cited as “do not travel to” or “reconsider travel to” zones in the travel advisory. On January 23, 2023, the United States Department of State issued a press release warning U.S. citizens of certain violent outbreaks between Uber drivers and local taxi unions in Quintana Roo, which often resulted in U.S. citizens being injured. Further, on March 13, 2023, the United States Department of State issued a press release advising U.S. citizens to exercise increased caution in certain touristic areas such as Cancun, Playa Del Carmen, and Tulum. We cannot assure you that tourism in Cancún will not decline in the future, which could in turn affect passenger traffic in our Cancún Airport. Any event or condition affecting Cancún Airport or the areas that it serves could have a material adverse effect on our business, results of operations, prospects and financial condition.

*Increases in prevailing interest rates could adversely affect our financial condition.*

An increase in prevailing interest rates could adversely affect our financial condition. As of December 31, 2022, we had U.S.\$779.9 million in outstanding indebtedness, U.S.\$253.2 million of which was floating rate. Any increased interest expense associated with increases in interest rates affects our ability to service our debt absent the benefit from any hedging arrangements. Accordingly, an increase in the prevailing interest rates applicable to our loans would increase our debt service costs, which in turn would negatively affect our results of operations. For further details regarding our indebtedness, see “Item 5—Operating and Financial Review and Prospects—Liquidity and Capital Resources—Indebtedness.”

*Security enhancements have resulted in increased costs and may expose us to greater liability.*

The air travel business is susceptible to increased costs resulting from enhanced security and higher insurance and fuel costs. Following the events of September 11, 2001, we reinforced security at our airports. For a description of the security measures that we adopted, see “Item 4. Information on the Company—Business Overview—Non-Aeronautical Services—Airport Security.” While enhanced security at our airports has not resulted in a significant increase in our operating costs to date, we may be required to adopt additional security measures in the future. Since 2014, we carry an insurance policy covering damages to property resulting from terrorist acts for our Puerto Rico airport, which in 2022 amounted to U.S.\$160 million. The insurance premiums we pay may be increased in the future, which would increase our costs of operation and affect our business results. Further, because our insurance policies do not cover losses resulting from war in any amount or from terrorism for amounts greater than U.S.\$160 million, we could incur significant costs if we were to be directly affected by events of this nature. While governments in other countries have agreed to indemnify airlines for liabilities they might incur resulting from terrorist attacks, the Mexican government has not done so and has given no indication of any intention to do the same. In addition, fuel prices and supplies, which constitute a significant cost for airlines using our airports, may be subject to increases resulting from any future terrorist attacks, a general increase in international hostilities or a reduction in output of fuel, voluntary or otherwise, by oil producing countries. Such increases in airlines’ costs have resulted in higher airline ticket prices and decreased demand for air travel generally, thereby having an adverse effect on our revenues and results of operations. In addition, because a substantial majority of our international flights involve travel to the United States, we may be required to comply with security directives of the FAA, in addition to the directives of Mexican and Colombian aviation authorities.

On May 1, 2014, the Mexican Bureau of Civil Aviation published mandatory circular CO SA-17.2/10 R3, which requires that all airlines screen checked baggage and that all airports have screening equipment that complies with specified guidelines. Each of our airports is outfitted with appropriate screening equipment, but compliance with CO SA-17.2/10 R3 could require us to purchase, install and operate additional equipment, if, among other possibilities, the specified guidelines are modified or if the new screening procedures were to fail to detect or intercept any attempted terrorist act occurring or originating at our airports. We cannot estimate the cost to us of any such liability, if any were to arise. In addition, because a substantial percentage of our international flights involve travel to and from the United States, we may be required to comply with security directives of the FAA in addition to the directives of Mexican aviation authorities. Security measures taken to comply with future security directives of the FAA or the Mexican Bureau of Civil Aviation or in response to a terrorist attack or threat could reduce passenger capacity at our airports due to increased passenger screening and slower security checkpoints and increase our operating costs, which would have an adverse effect on our business, results of operations, prospects and financial condition.

Furthermore, under the Mexican Airport Law, we are currently responsible for inspecting passengers and their carry-on luggage before they board any aircraft. Under Mexican law, we may be liable to third parties for personal injury or property damage resulting from the performance of such inspection. In addition, we may be required to adopt additional security measures in the future or undertake capital expenditures if security measures for carry-on luggage are required to be enhanced, which could increase our liability or adversely affect our operating results.

As a result of the COVID-19 pandemic, airlines and airports have had to implement additional security and compliance measures to comply with local health and safety regulations, which could increase costs. We have, among other things, installed disinfectant gel dispensers and air purifiers, mandated facemasks, installed preventative barriers, instituted spacing and flow of movement measures, and provided training to our employees. While these enhanced measures have not resulted in a significant increase in our operating costs to date, we may be required to adopt additional safety measures in the future.

*Interruptions in the proper functioning of information systems or other technologies could disrupt operations and cause unanticipated increases in costs and/or decreases in revenues.*

The proper functioning of our information systems is important to the successful operation of our business. If critical information systems fail or are otherwise unavailable, our ability to provide airport services at our airports, collect accounts receivable, pay expenses and maintain our security and customer data, could be adversely affected. In addition, incidents such as cyber-attacks, viruses, other destructive or disruptive software or activities, process breakdowns, outages or accidental release of information could adversely affect our technological systems and result in a disruption to our operations, the improper disclosure of personal, privileged or confidential information, or unauthorized access to our digital content or any other type of intellectual property. Currently, our information systems are protected with backup systems, including physical and software safeguards and a cold site to recover information technology operations. These safety components reduce the risk of disruptions, failures or security breaches of

our information technology infrastructure and are reviewed periodically by external advisors. Nonetheless, any such disruption, failure or security breach of our information technology infrastructure, including our back-up systems, could have a negative impact on our operations.

To date we have not experienced any major incidents related to cybersecurity or our information systems. Any such incident could cause damage to our reputation and may require us to expend substantial resources to remedy the situation, and could therefore have a material adverse effect on our business and results of operations. In addition, there can be no assurance that any efforts we make to prevent these incidents will be successful in avoiding harm to our business.

*Our revenues are highly dependent upon levels of passenger and cargo traffic volumes and air traffic, which depend in part on factors beyond our control.*

Our revenues are closely linked to passenger and cargo traffic volumes and the number of air traffic movements at our airports. These factors directly determine our revenues from aeronautical services and indirectly determine our revenues from non-aeronautical services. Passenger and cargo traffic volumes and air traffic movements depend in part on many factors beyond our control, including economic conditions in Mexico, Colombia and the United States, the political situation in Mexico, Colombia and elsewhere in the world, the attractiveness of our airports relative to that of other competing airports, fluctuations in petroleum prices (which can have a negative impact on traffic as a result of fuel surcharges or other measures adopted by airlines in response to increased fuel costs) and changes in regulatory policies applicable to the aviation industry. Reports suggesting an increase in the level of violent crime in Mexico may have had an adverse impact on passenger traffic to our Mexican airports, even though such airports serve areas of Mexico that have been less affected by violent crime. Similarly, reports suggesting an increase in the level of violence or political instability in Colombia may have an adverse impact on passenger traffic to our Colombian airports. Any decreases in air traffic to or from our airports as a result of factors such as these could adversely affect our business, results of operations, prospects and financial condition.

*Our business is highly dependent upon the operations of certain airports, including Mexico City and Bogotá Area airports.*

In 2020, 2021 and 2022, 56.8%, 55.6%, and 52.6%, respectively, of our Mexican domestic passengers flew to or from our airports via Mexico City International Airport. As a result, our Mexican domestic traffic is highly dependent upon the operations of Mexico City International Airport. We cannot assure you that the operations of the Mexico City International Airport will not decrease or be adversely affected by construction of additional airports in the future. In 2022, overall Mexican domestic passenger traffic to and from Mexico City increased 17.6% compared to 2021.

In 2022, 37.5% of our Colombian domestic passengers flew to or from our airports via El Dorado International Airport in Bogotá, Colombia. As a result, our Colombian domestic traffic is highly dependent upon the operations of El Dorado International Airport. Any event or condition that adversely affects Mexico City and Bogotá area airports could adversely affect our business, results of operations, prospects and financial condition.

*Competition from other tourist destinations could adversely affect our business.*

One of the principal factors affecting our results of operations and business is the number of passengers using our airports. The number of passengers using our airports may vary as a result of factors beyond our control, including the level of tourism in Mexico, Colombia and Puerto Rico. In addition, the passenger traffic volume at our Mexican airports and LMM Airport may be adversely affected by the attractiveness, affordability and accessibility of competing tourist destinations in Mexico, such as Acapulco, Puerto Vallarta and Los Cabos, or elsewhere, such as Florida, Cuba, Jamaica, the Dominican Republic and other Caribbean islands and Central American destinations. The attractiveness of the destinations we serve is also likely to be affected by perceptions of travelers as to the safety and political and social stability of Mexico, Colombia and Puerto Rico. There can be no assurance that tourism levels in the future will match or exceed current levels.

*Revenues from Mexican passenger charges are not secured, and we may not be able to collect amounts invoiced in the event of the insolvency of one of our principal airline customers.*

In recent years, many airlines have reported substantial losses. Our revenues from passenger charges from our principal airline customers are not secured by a bond or any other collateral. Furthermore, Mexican passenger charges, which accounted for

15.6% of our revenues in 2022, are collected by airlines from passengers on our behalf and are later paid to us 30 to 115 days following the date of each flight. If any of our key customers were to become insolvent or seek bankruptcy protection, we might not be able to recover the full amount of such charges. For example, as a result of the Grupo Mexicana bankruptcy, we estimate that Ps.128.0 million in accounts receivable could be at risk of not being recovered, which represented 5.8% of our total accounts receivable as of December 31, 2021. With respect to the Avianca proceedings, Avianca has treated unpaid prepetition passenger charges as taxes and fees, which, pursuant to an order entered by the United States Bankruptcy Court for the Southern District of New York, Avianca has the authority (but not the obligation) to pay.

In terms of the Aeromexico proceedings, pursuant to an order entered by the United States Bankruptcy Court for the Southern District of New York, Aeromexico was permitted (but not directed), to pay the prepetition passenger charges. On July 22, 2020, we filed an objection and reservation of rights, asserting that passenger charges are a trust fund fee collected and held for the benefit of the airport, are not property of Aeromexico's estate, and we reserved our right to take any action should Aeromexico attempt to cap remittance of the passenger charges to us. The Official Committee of Unsecured Creditors also filed a statement and reservation of rights, which reserved the committee's right to argue that the passenger charges are property of Aeromexico's estate. Aeromexico took no formal position on the status of the passenger charges. The bankruptcy court, in authorizing Aeromexico to pay the prepetition passenger charges, expressly declined to make any finding or conclusion of law with respect to the status of the passenger charges at that time. In addition, the airport terminals we operate filed proofs of claims with respect to the agreements between the airlines and the airports, including agreements related to the passenger charges. On May 19, 2021, the United States Bankruptcy Court for the Southern District of New York authorized Aeromexico to assume these agreements, such that Aeromexico was bound and required to continue performing under such contracts and leases and obligated to cure all defaults under such contracts and leases. As of the date of this report, Aeromexico has paid all amounts due under these agreements. On January 28, 2022, the United States Bankruptcy Court for the Southern District of New York confirmed Aeromexico's plan of reorganization, and the restructuring was successfully completed on March 17, 2022.

On December 11, 2020, Interjet stopped all flights and has not resumed operations. As of December 31, 2021, we are owed Ps.75.1 million from Interjet, which is included in our allowance for doubtful accounts, and we might not be able to recover the full amount owed to us.

*If a change in relations with our labor force should occur, such a change could have an adverse impact on our results of operations.*

Although we currently believe we maintain good relations with our labor force, if any conflicts with our employees were to arise in the future, including with our unionized employees (which accounted for 22.1% of our total employees as of December 31, 2022), resulting events such as strikes or other disruptions that could arise with respect to our workforce could have a negative impact on our business or results of operations.

*The operations of our airports may be disrupted due to the actions of third parties beyond our control.*

As is the case with most airports, the operation of our airports is largely dependent on the services of third parties, such as air traffic control authorities, airlines, energy suppliers and suppliers of fuel to aircraft at our airports.

On September 20, 2017, 730 of Colombian flagship airline carrier Avianca's 1,300 pilots walked off the job, demanding higher wages and benefits. The strike lasted 51 days and caused Avianca to ground hundreds of flights and contract foreign-based crews to serve its important long-haul routes to the United States and Europe. As a result, our passenger traffic in our Colombian airports decreased 13.0% in October 2017, 13.7% in November 2017, and 12.3% in December 2017 relative to the same monthly periods in 2016.

We are also dependent upon the Mexican government or entities of the government for provision of services such as immigration services for our international passengers. We are not responsible for and cannot control the services provided by these parties. Additionally, under the Mexican Airport Law, we are required to provide complementary services at each of our airports if there is no third party providing such services. As a result, any disruption in or adverse consequence resulting from the services of third parties, including a work stoppage or other similar event, may require us to provide these services personally or find a third party to provide them, and either event may have a material adverse effect on the operation of our airports and on our results of operations.

*Fernando Chico Pardo and Grupo ADO, S.A. de C.V., through their own investment vehicles and their interests in Inversiones y Técnicas Aeroportuarias, S.A.P.I. de C.V., (“ITA”), have a significant influence as stockholders and over our management, and their interests may differ from those of other stockholders.*

CHPAF Holdings, S.A.P.I. de C.V. (“CHPAF”), an entity directly or indirectly owned and controlled by Fernando Chico Pardo, who is also the chairman of our Board of Directors, owns 19.41% of our total capital stock. In addition, Inversiones Productivas Kierke, S.A. de C.V. (“Inversiones Kierke”), an entity owned and controlled by Grupo ADO, S.A. de C.V. (“Grupo ADO”), owns 12.31% of our total capital stock. Further, ITA, an entity which is owned 50.0% by entities directly owned and controlled by Mr. Fernando Chico Pardo and 50.0% by Inversiones Kierke, holds Series BB shares representing 7.65% of our capital stock. These Series BB shares provide it with special management rights. For example, pursuant to our bylaws, ITA is entitled to present to the Board of Directors the name or names of the candidates for appointment as chief executive officer, to remove our chief executive officer and to appoint and remove one half of the executive officers, and to elect two members of our Board of Directors. Our bylaws also provide ITA veto rights with respect to certain corporate actions (including some requiring approval of our shareholders) so long as its Series BB shares represent at least 7.65% of our capital stock. Mr. Fernando Chico Pardo and Grupo ADO have entered into a shareholders’ agreement that requires their unanimous consent to cause ITA to exercise certain of these rights. Special rights granted to ITA are more fully discussed in “Item 10. Additional Information” and “Item 7. Major Shareholders and Related Party Transactions.”

Therefore, Mr. Fernando Chico Pardo and Grupo ADO are each able to exert a significant influence over our management and matters requiring the approval of our stockholders. The interests of Mr. Fernando Chico Pardo, Grupo ADO and ITA may differ from those of our other stockholders, and there can be no assurance that any of Mr. Fernando Chico Pardo, Grupo ADO or ITA will exercise its rights in ways that favor the interests of our other stockholders. In particular, Grupo ADO is a Mexican bus company that may directly or indirectly compete with our key airline customers in the Mexican transportation market. Furthermore, the concentration of ownership by Mr. Fernando Chico Pardo, Grupo ADO and the special rights granted to ITA may have the effect of impeding a merger, consolidation, takeover or other business combination involving ASUR.

*Some of our board members and stockholders may have business relationships that may generate conflicts of interest.*

Some of our board members or stockholders may have outside business relationships that generate conflicts of interest. For example, Fernando Chico Pardo, the chairman of our Board of Directors and one of our principal indirect stockholders, is a member of a number of other boards of directors that from time to time may have interests that diverge from our own. In addition, Grupo ADO, whose executives sit on our Board of Directors and which is one of our principal stockholders, operates a bus transportation business and has other interests that may be different than ours. Conflicts may arise between the interests of these or other individuals in their capacities as our shareholders and/or directors, on the one hand, and their outside business interests on the other. There can be no assurance that any conflicts of interest will not have an adverse effect on our shareholders.

*Our operations are at greater risk of disruption due to the dependence of most of our airports on a single commercial runway.*

As is the case with many other domestic and international airports around the world, all of our airports (except for our Cancún and Mérida Airports) have only one commercial aviation runway. While we seek to keep our runways in good working order and to conduct scheduled maintenance during off-peak hours, we cannot assure you that the operation of our runways will not be disrupted due to required maintenance or repairs. In addition, our runways may require unscheduled repair or maintenance due to natural disasters, aircraft accidents and other factors that are beyond our control. The closure of any runway for a significant period of time could have a material adverse effect on our business, results of operations, prospects and financial condition.

*We are exposed to risks related to construction projects.*

The building requirements under our master development programs in Mexico could encounter delays or cause us to exceed our budgeted costs for such projects, which could limit our ability to expand capacity at our Mexican airports, increase our operating or capital expenses and adversely affect our business, results of operations, prospects and financial condition. Such delays or budgetary overruns also could limit our ability to comply with our Mexican master development programs. If we do not comply with our Mexican master development programs, we may be subject to fines or the loss of our Mexican concessions. Our current master development programs in Mexico are in effect until December 31, 2023. Renegotiation of our Mexican master development programs could lead to uncertainty regarding construction projects at our Mexican airports.

In addition, in November 2008, as part of our purchase of 130 hectares of land in the bay of Huatulco for Ps.286.3 million from the National Tourism Fund, or FONATUR, we agreed to construct at least 450 and up to 1,300 hotel rooms. In connection with the construction of these hotel rooms, we had agreed to meet a series of construction milestones, including presentation of a master development plan, submission of architectural plans, application for environmental permits, commencement of construction and substantial completion of construction. We had completed and presented a master development plan and FONATUR had granted us an extension of time to submit architectural plans, which were due on May 15, 2013. However, on March 26, 2013, FONATUR relieved us of the obligation to submit the architectural plans and complete the construction projects within a specific timeframe. On October 28, 2020, FONATUR agreed to terminate the Ps.286.3 million land agreement. On March 1, 2021, we received the initial payment of Ps.50 million from FONATUR, at which time the obligations under the purchase agreement no longer had legal effect. On June 28, 2021 FONATUR paid the remaining Ps.236.3 million and consequently we delivered the land on such date. For more information on the development in the bay of Huatulco, please see “Item 4. Information on the Company—Business Overview—Other Properties.”

In 2014 and 2016, our subsidiary Airplan reached agreements with the Colombian government with respect to investment commitments for certain airports, including José María Córdova International Airport, Enrique Olaya Herrera Airport, Los Garzones Airport and El Caraño Airport. Under the 2014 and 2016 agreements, Airplan committed to completing the modules connecting the terminal building with the parking lot at José María Córdova Airport. As of March 6, 2020, all projects under the 2014 and 2016 agreements have been completed.

*We are exposed to risks related to other business opportunities.*

In the spring of 2017, we, through Aeropuerto de Cancún, entered into agreements to acquire a controlling interest in Airplan and Aeropuertos de Oriente S.A.S. (“Oriente”). In October 2017, we received the necessary approvals from the Colombian regulatory authorities to conclude the acquisition of a 92.42% stake in Airplan. Airplan has concessions to operate the following airports in Colombia: the Enrique Olaya Herrera Airport in Medellín, the José María Córdova International Airport in Rionegro, the Los Garzones Airport in Montería, the Antonio Roldán Betancourt Airport in Carepa, the El Caraño Airport in Quibdó and the Las Brujas Airport in Corozal. On May 25, 2018, we increased our ownership stake in Airplan to 100% by acquiring an additional 7.58% of Airplan’s capital stock. We terminated our agreement to purchase Oriente in 2018.

We purchased the initial 92.42% interest in Airplan for an aggregate price of approximately U.S.\$201.6 million, subject to pricing adjustments and pursuant to a series of agreements with the respective shareholders of Airplan. We paid U.S.\$69.6 million of the purchase price with cash on hand, and obtained an unsecured loan of Ps.4,000.0 million from BBVA in April 2017 to pay the balance of the purchase price. The loan had a term of one year and an interest rate calculated on the basis of the 28-day *Tasa de Interés Intercambiaría de Equilibrio*, or Interbank Equilibrium Interest Rate (“TIE”) plus 0.60% from July 31 to October 31, 2017; TIE plus 0.85% from October 31, 2017 to January 31, 2018; TIE plus 1.10% from January 31 to April 30, 2018 and TIE plus 1.60% from April 30 to July 31, 2018. This loan was paid in October 2017, and we, through Aeropuerto de Cancún, concurrently obtained two loans of Ps.2,000 million each, one with BBVA and the other with Banco Santander. The remaining balance on the BBVA loan was repaid on October 13, 2021, and on October 18, 2021, we, through Aeropuerto de Cancún, entered into a seven-year loan agreement with BBVA for a principal amount of Ps. 2,000 maturing October 2028, with an annual TIE rate plus an applicable margin. On September 29, 2021, we prepaid the remaining Ps. 2,000 million balance on the Santander loan and concurrently, through Aeropuerto de Cancún, we obtained a three-year term loan from Santander for a principal amount of Ps.2,650 million maturing on September 28, 2024 at a 28-day TIE rate plus 150 basis points. In November 2022, our Cancun airport repaid a portion of the Santander loan in an amount of Ps. 650 million. In July 2022, Aerostar issued U.S.\$200 million principal amount of 4.92% senior secured notes due March 22, 2035. In May 2022, Aerostar renegotiated the terms of its U.S.\$50 million principal amount of 6.75% senior secured notes to mature in 2035. All long-term debt is collateralized by Aerostar's assets.

We may also explore other business opportunities from time to time, which may result in risks and uncertainties similar to those described above. Our inability to successfully manage the risks and uncertainties related to such business opportunities could have a material adverse effect on our revenues, expenses and net income.

In July 2012, the Puerto Rico Ports Authority (“PRPA”) granted Aerostar, our Puerto Rican subsidiary, a concession to operate the Luis Muñoz Marín International Airport under the United States FAA’s Airport Privatization Pilot Program. On February 27, 2013, the transaction was finalized and Aerostar began operating the LMM Airport. Aeropuerto de Cancún pledged its membership interests in Aerostar, as collateral for debt incurred by Aerostar to fund a portion of the concession fee and contingent liabilities related to the concession. Aeropuerto de Cancún’s incurrence of debt and pledge of assets may limit our ability to obtain financing for future acquisitions or transactions. Other risks and uncertainties relate to our 2017 acquisition of a majority interest in Aerostar. We may be unable to fully implement our business plans and strategies for the integration of Aerostar’s business into ours. The business growth opportunities, revenue benefits and other benefits expected to result from this acquisition may be delayed or not achieved as expected. To the extent that we incur higher integration costs or achieve lower revenue benefits or fewer cost savings than expected, our results of operations and financial condition may be adversely affected.

We may also explore other business opportunities from time to time, which may result in risks and uncertainties similar to those described above. Our inability to successfully manage the risks and uncertainties related to such business opportunities could have a material adverse effect on our revenues, expenses and net income.

*Our LMM Airport business is conducted through Aerostar, which has a minority shareholder.*

On May 26, 2017 we acquired an additional 10% interest in Aerostar from our former joint venture partner, Oaktree Capital Management, L.P. (“Oaktree Capital”), increasing our total interest to 60.0%. The minority shareholder in Aerostar is PSP Investments, which acquired a 40.0% ownership interest in Aerostar from Oaktree Capital. We received all regulatory approvals for this transaction and, starting June 1, 2017, began to consolidate Aerostar’s results into our financial statements. All operating and management decisions relating to Aerostar, except for major decisions, require the approval of the majority of the votes of the managers. However, major decisions, including requiring the members to make additional capital contributions, setting Aerostar’s annual budget and approving distributions to Aerostar’s members, require a supermajority vote of Aerostar’s managers (a supermajority defined as a majority consisting of at least one manager designated by each member). Due to our 60% interest in Aerostar, we are entitled to designate a majority of members to the board of managers.

Our interest and strategies in Aerostar’s operation of the LMM Airport may differ from those of PSP Investments given that Aeropuerto de Cancún made a subordinated shareholder loan to Aerostar in addition to its equity investment, because of the different nature of our respective businesses and for other reasons. These diverging interests may impair our ability to reach agreement with PSP Investments on certain major decisions. In the event that the managers appointed by each Aeropuerto de Cancún and PSP Investments cannot reach an agreement on certain major decisions and there is a deadlock, any manager may refer the deadlock to the Chief Executive Officers of ASUR or AviAlliance Canada Inc., a wholly-owned subsidiary of PSP Investments (“AviAlliance”). If the Chief Executive Officers are unable to resolve the deadlock, then the matter will be referred to a non-binding mediation process. Finally, if the matter is not resolved through mediation, then either member can submit the dispute to final and binding arbitration. In the event that we do not reach an agreement with PSP Investments on an issue that requires the supermajority approval of the managers, the delay and cost resulting from a deadlock could adversely affect the operations of the LMM Airport and in turn could have a material adverse effect on our business, financial condition, results of operations, cash flows, prospects and/or the market prices of our membership interests in Aerostar.

For a discussion of Aerostar’s operating agreement and how it governs our involvement in Aerostar, see “Item 4. Information on the Company—Business Overview—Aerostar’s Operating Agreement.”

*We are exposed to risks inherent to the operation of airports.*

We are obligated to protect the public at our airports and to reduce the risk of accidents. As with any company dealing with members of the public, we must implement certain measures for the protection of the public, such as fire safety in public spaces, design and maintenance of car parking facilities and access routes to meet road safety rules. We are also obligated to take certain measures related to aviation activities, such as maintenance, management and supervision of aviation facilities, rescue and fire-fighting services for aircraft, measurement of runway friction coefficients and measures to control the threat from birds and other wildlife on airport sites. These obligations could increase our exposure to liability to third parties for personal injury or property damage resulting from our operations.

*Our insurance policies may not provide sufficient coverage against all liabilities.*

While we seek to insure all reasonable risks, we can offer no assurance that our insurance policies would cover all of our liabilities in the event of an accident, terrorist attack or other incident. The markets for airport insurance and construction insurance are limited, and a change in coverage policy by the insurance companies involved could reduce our ability to obtain and maintain adequate or cost-effective coverage. A certain number of our assets cannot, by their nature, be covered by property insurance (notably aircraft movement areas, and certain civil engineering works and infrastructure). In addition, we do not currently carry business interruption insurance.

*Our sustainability targets and objectives included in our sustainability report and other public statements may expose us to numerous risks.*

We have developed, and will continue to develop, targets and objectives related to sustainability initiatives, including our corporate governance goals, emissions reduction targets and energy efficiency strategies.

On April 17, 2023, we published our Sustainability Report for the year 2022 (the “Sustainability Report”), describing the measures we implemented towards achieving our environmental, social and governance goals, and to set new strategic objectives to the benefit of the company and our stakeholders. In the short and medium terms (2023-2026), our main sustainability objectives are to work towards emissions reductions and energy efficiency through both on-site and off-site generation of solar power, adopt measures to supplement our water consumption with systems to capture and use rainwater; promote diversity in our workforce and on the company’s Board, aim to achieve equitable pay, and create succession plans for our independent Board members and key executives. In the long term, we intend to make our operations carbon neutral, promote gender equity, align our corporate governance with best practice and increase our participation in and support for local communities. We cannot assure that the objectives set forth in our Sustainability Report will be achieved or achieved on the stated timelines. Further, our ability to achieve our stated objectives, including emissions reductions, energy efficiency and sustainable goals towards local communities, is subject to numerous factors and conditions, some of which are outside of our control.

Our efforts to research, establish, accomplish, and accurately report on our sustainable objectives may expose us to operational, reputational, financial, legal, and other risks. Our business may face increased scrutiny from investors and other stakeholders related to our sustainability initiatives, including our publicly announced objectives and those set forth in our Sustainability Report, as well as our methodologies and timelines for pursuing those initiatives. If our sustainability initiatives do not meet evolving investor or other stakeholder expectations and standards, our reputation, ability to attract or retain employees, and attractiveness as an investment or business partner may be negatively impacted. Similarly, our failure to achieve our announced objectives or comply with ethical, environmental, or other standards, including reporting standards, may adversely impact our business. Furthermore, failure to achieve these objectives within the announced timelines, or at all, may adversely affect our business or reputation, or may expose us to government enforcement actions or private litigation.

## Risks Related to the Regulation of Our Business

*The price regulatory system applicable to our Mexican airports imposes maximum rates for each airport.*

*The price regulatory system does not guarantee that our consolidated results of operations, or that the results of operations of any Mexican airport, will be profitable.*

The system of price regulation applicable to our Mexican airports establishes an annual maximum rate for each airport, which is the maximum annual amount of revenues per workload unit (which is equal to one passenger or 100 kilograms (220 pounds) of cargo) that we may earn at that airport from services subject to price regulation. The maximum rates for our Mexican airports have been determined for each year through December 31, 2023. For a discussion of the framework for establishing our maximum rates and the application of these rates, see “Item 4. Information on the Company—Mexican Regulatory Framework—Price Regulation” and “Item 4. Information on the Company—Puerto Rican Regulatory Framework—Price Regulation. Under the terms of our Mexican concessions, there is no guarantee that the results of operations of any airport will be profitable.

Our Mexican concessions provide that an airport’s maximum rates will be adjusted periodically for inflation. Although we are entitled to request additional adjustments to an airport’s maximum rates under certain circumstances, including the amendment of certain provisions of the Mexican Airport Law, our concessions provide that such a request will be approved only if the Ministry of Infrastructure, Communications and Transportation determines that certain events specified in our Mexican concessions have occurred. The circumstances under which we are entitled to an adjustment are described under “Item 4. Information on the Company—Mexican Regulatory Framework—Price Regulation—Special Adjustments to Maximum Rates.” There can be no assurance that any such request would be made or granted. If our request is not submitted in a timely manner, or if the adjustment is not approved by the Ministry of Infrastructure, Communications and Transportation, our business, financial condition and results of operations may be adversely affected.

*Our results of operations may be adversely affected by required efficiency adjustments to our Mexican maximum rates.*

In addition, our Mexican maximum rates are subject to annual efficiency adjustments, which have the effect of reducing the maximum rates for each year to reflect projected efficiency improvements. For the five-year term ending December 31, 2023, an annual efficiency adjustment factor of 0.70% was established by the Ministry of Infrastructure, Communications and Transportation. Future annual efficiency adjustments will be determined by the Ministry of Infrastructure, Communications and Transportation in connection with the setting of each airport’s maximum rates every five years. For a description of these efficiency adjustments, see “Item 4. Information on the Company—Mexican Regulatory Framework—Price Regulation—Methodology for Determining Future Maximum Rates.” We cannot assure you that we will achieve efficiency improvements sufficient to allow us to maintain or increase our operating income as a result of the progressive decrease in each airport’s maximum rate. Additionally, on October 29, 2020, we filed a request with the Ministry of Infrastructure, Communications and Transportation for an extraordinary review of the Mexican maximum rates, which was approved on April 7, 2021, and resulted in a reduction in committed investments and an increase in the Mexican maximum rates in the master development plans for the years 2021 to 2023.

*Changes to Mexican laws, regulations and decrees applicable to us could have a material adverse impact on our results of operations.*

The Mexican government has in the past implemented changes, and may in the future implement additional reforms, to the tax laws applicable to Mexican companies including ASUR. In addition, changes to the Mexican constitution or to any other Mexican laws could also have a material adverse impact on our results of operations and cash flows. For example, on May 23, 2014, Mexico’s Federal Economic Competition Law (*Ley Federal de Competencia Económica*) (“LFCE”) was enacted. The LFCE grants broad powers to the Mexican Federal Economic Competition Commission (*Comisión Federal de Competencia Económica*) (“COFECE”), including the abilities to regulate essential facilities, investigate companies, and eliminate barriers to competition in order to promote access to the market and order the divestment of assets. The LFCE also entrusts COFECE with the ability to conduct merger-control review and investigate anti-competitive behavior, and sets forth significant liabilities that may be incurred for violations of the law, including fines. COFECE’s decisions may only be challenged through indirect appeal (*amparo indirecto*).

Moreover, if the COFECE determines that a specific service or product is an essential facility, it has the ability to regulate access conditions, prices, tariffs or technical conditions for or in connection with the specific service or product. The COFECE has previously determined that certain elements of the infrastructure at Mexico City International Airport may be considered essential facilities. Should the COFECE determine that all or part of the services we render in our Mexican airports are considered an essential facility, we may be required to implement significant changes to the way we currently do our business, which could have a material adverse impact on our results of operations.

On March 24, 2023, the Mexican President submitted to the Mexican Congress an initiative to reform several federal laws, including the Federal Law of Contentious Administrative Procedure (*Ley Federal de Procedimiento Contencioso Administrativo*), the Organic Law of the Federal Court of Administrative Justice (*Ley Orgánica del Tribunal Federal de Justicia Administrativa*), the Federal Law of Administrative Procedures (*Ley Federal de Procedimiento Administrativo*), the Public Sector Acquisitions, Leasing and Services Law (*Ley de Adquisiciones, Arrendamientos y Servicios del Sector Público*), the Public Works and Related Services Law (*Ley de Obras Públicas y Servicios Relacionados con las Mismas*), the Expropriation Federal Law (*Ley de Expropiación*), the Federal Law on National Assets (*Ley General de Bienes Nacionales*) and the Federal Law of Patrimonial Responsibility of the State (*Ley Federal de Responsabilidad Patrimonial del Estado*). The bill would provide, among other things, additional grounds for the Mexican Government to revoke concessions and permits, as well as a mechanism to expedite expropriation of private property by the state. On the same day, the Mexican President submitted to the Mexican Congress another initiative to reform the Federal Public Administration Law (*Ley Orgánica de la Administración Pública Federal*), the Mexican Army and Airforce Law (*Ley Orgánica del Ejército y Fuerza Aérea Mexicanos*), the Airports Law (*Ley de Aeropuertos*) and the Civil Aviation Law (*Ley de Aviación Civil*). The bill seeks to increase the regulation of airspace protection in Mexico, and specifically, the initiative to amend the Airports Law includes, among other things, (i) causes for revocation of permits granted to aerodromes, and (ii) the obligation for permit holders and concessionaires of civil aerodromes to allow the use and provide airport services to military aircraft for search and rescue activities, for providing support in case of disasters and emergencies. As of the date of this filing, we cannot determine whether these bills could affect the Mexican economy or our operations in Mexico.

On November 12, 2020, the Mexican President submitted to the Mexican Congress an initiative to reform the current subcontracting regime, which included amendments to labor, social security and tax laws (the “Labor Subcontracting Reform”). The reform became effective on April 24, 2021 with respect to the restrictions for personnel subcontracting through both outsourcing and insourcing schemes. The rest of the employment, social security and tax related obligations that emanated from the Labor Subcontracting Reform, including the transfer of previously outsourced personnel, became effective on September 1, 2021. The amended legislation allows the subcontracting of specialized services subject to certain conditions, including that such services cannot relate to the entity’s core business activity and that the contractor is registered before the Ministry of Labor and Social Welfare (*Secretaría del Trabajo y Previsión Social*) as a specialized service provider. On the tax front, the reform provides for the non-deductibility of considerations paid for the subcontracting of personnel and for non-specialized services. In addition, the new regime established a cap for the Statutory Employee Profit Sharing (*Participación de los Trabajadores en las Utilidades de la Empresa* or “PTU”), equal to the employee’s three monthly salaries or the average of the profit sharing received by the employee in the last three years, whichever is higher.

In particular, our current provision for profit sharing (recognized by contract or past practice) is calculated based on the profit attributable to our shareholders (after certain adjustments) or the amount equivalent to three months of salary, whichever is lesser. While the PTU increase required us to adjust our profit sharing mechanism, the implementation following these increases did not materially impact our financial condition during 2021.

In connection with tax matters, the terms of our concessions do not exempt us from any changes to the Mexican tax laws. Should the Mexican government implement changes to the tax laws that result in our having significantly higher income tax liability, we will be required to pay the higher amounts due pursuant to any such changes, which could have a material adverse impact on our results of operations.

On December 31, 2021, the State of Yucatán where the Mérida International Airport is located amended its state fiscal law (*Ley General de Hacienda del Estado de Yucatán* or the “GFL”) including (i) a specific tax on the emission of greenhouse gases into the atmosphere (*Impuesto a la Emisión de Gases a la Atmósfera* or the “Emissions Tax”), which applies to any legal entity in the State of Yucatán carrying out activities which produce gas emissions, and (ii) an additional tax on the emission of soil, subsoil and water pollutants (*Impuesto a la Emisión de Contaminantes al Suelo, Subsuelo y Agua* or the “Pollutants Tax”) which applies to any legal entity in the State of Yucatán carrying out activities which, directly or through intermediaries, emits polluting substances generated by industrial activities that are disposed, discharged, or injected into the soil, subsoil, or water. The Emissions Tax and the Pollutants Tax became effective on January 1, 2022, and any entities obligated thereunder are eligible to receive fiscal incentives (as established in article 47-AQ and 47-BB of the GFL) in the form of a 15% reduction in the payable Emission Tax or Pollutant Tax, as applicable, provided such entities decrease their pollutant emissions by at least 20% during the fiscal year prior to receiving the incentives.

Although we do not currently expect that compliance with these new environmental taxes will have a material effect on our financial condition or on the results of our operations, we cannot assure that complying with such taxes will not have a material adverse effect in our business in the future.

For more information on this and other changes to Mexican tax law, see “Item 5. Operating and Financial Review and Prospects—Taxation.”

*Our Mexican concessions may be terminated under various circumstances, some of which are beyond our control.*

We operate each of our Mexican airports under 50-year concessions granted as of 1998 by the Mexican government. Any of the Mexican concessions may be terminated for a variety of reasons. For example, a concession may be terminated if we fail to make the committed investments required by the terms of that concession. In addition, in the event that we exceed the applicable maximum rate at an airport in any year, the Ministry of Infrastructure, Communications and Transportation is entitled to reduce the applicable maximum rate at that airport for the subsequent year and assess a penalty. Violations of certain terms of a concession (including violations for exceeding the applicable maximum rate) can result in termination only if sanctions have been imposed for violation of the relevant term at least three times. Violations of other terms of a concession can result in the immediate termination of the concession. We would face similar sanctions for violations of the Mexican Airport Law or its regulations. Although we believe we are currently complying with the principal requirements of the Mexican Airport Law and its regulations, we may not be in compliance with certain requirements under the regulations. These violations could result in fines or other sanctions being assessed by the Ministry of Infrastructure, Communications and Transportation, and are among the violations that could result in termination of a concession if they occur three or more times. For a description of the consequences that may result from the violation of various terms of our Mexican concessions, the Mexican Airport Law or its regulations, see “Item 4. Information on the Company—Mexican Regulatory Framework—Penalties and Termination and Revocation of Concessions and Concession Assets.” Under applicable Mexican law and the terms of our concessions, our concessions may also be subject to additional conditions, which we may be unable to meet. Failure to meet these conditions may also result in fines, other sanctions and the termination of the Mexican concessions.

In addition, the Mexican government may terminate one or more of our concessions at any time through reversion (*rescate*), if, in accordance with applicable Mexican law, it determines that it is required by national security or in the public interest to do so. In the event of a reversion (*rescate*) of the public domain assets that are the subject of our concessions, such assets would revert to the Mexican government and the Mexican government under Mexican law would be required to compensate us, taking into consideration investments made and depreciation of the relevant assets, but not the value of the assets subject to the concessions, based on the methodology set forth in a reversion (*rescate*) resolution issued by the Mexican Ministry of Infrastructure, Communications and Transportation. There can be no assurance that we will receive compensation equivalent to the value of our investment in our concessions and related assets in the event of such a reversion (*rescate*).

In the event of war, natural disaster, grave disruption of the public order or an imminent threat to national security, internal peace or the economy, the Mexican government may carry out a requisition (*requisita* — step-in rights) with respect to our airports. The step-in rights may be exercised by the Mexican government as long as the circumstances warrant. In all cases, except international war, the Mexican government is required to indemnify us for damages and lost profits (*daños y perjuicios*) caused by such requisition, calculated at their real value (*valor real*); provided that if we were to contest the amount of such indemnification, the amount of the indemnity with respect to damages (*daños*) shall be fixed by expert appraisers appointed by us and the Mexican government, and the amount of the indemnity with respect to lost profits (*perjuicios*) shall be calculated taking into consideration the average net income during the year immediately prior to the requisition. In the event of requisition due to international war, the Mexican government would not be obligated to indemnify us.

In the event that any one of our Mexican concessions is terminated, whether through reversion (*rescate*), requisition (*requisita*) or otherwise, our other Mexican concessions may also be terminated. Thus, the loss of any of our concessions would have a material adverse effect on our business and results of operations. For a discussion of events which may lead to a termination of a Mexican concession, see “Item 4. Information on the Company—Mexican Regulatory Framework—Penalties and Termination and Revocation of Concessions and Concession Assets.” Moreover, we are required to continue operating each of our nine Mexican airports for the duration of our concessions, even if one or more of them are unprofitable.

*The Mexican government could grant new concessions that compete with our airports, including the Cancún International Airport.*

The Mexican government could grant additional concessions to operate existing government managed airports, or authorize the construction of new airports, that could compete directly with our airports. We may be denied the right to participate in the bidding processes to win these concessions.

Currently, the Mayan Riviera is served primarily by Cancún International Airport. We are unable to predict the effect that a new Mayan Riviera airport would have on our passenger traffic or operating results if the Mexican government decides to move forward with the project.

In October 2020, the Mexican President announced that as part of an effort to develop the southeast of Mexico, the Mexican Army will build and operate a new airport in the City of Tulum, State of Quintana Roo (the “Felipe Carrillo Puerto International Airport”). The Mexican government had previously secured a piece of land measuring approximately 1,200 hectares where it will build the new airport, located 130 km south of the Cancun airport and has announced that the airport’s inauguration will be concurrent with the inauguration of the Mayan Train. The Mayan Train is a proposed intercity railway project that is set to connect airports and historic Mayan tourist sites in Mexico, with rail coverage in the States of Chiapas, Yucatán and Quintana Roo. According to Lopez Obrador, construction of the new airport in Tulum is set to be finalized in 2023, and, the Felipe Carrillo Puerto International Airport is expected to start operations in 2024. We cannot assure you that the construction of the airport in Tulum will not impact the passenger traffic at Cancún airport.

In addition, in certain circumstances, the Mexican government can grant concessions without conducting a public bidding process. Furthermore, the COFECE has the power, under certain circumstances, to reject awards of concessions granted by the government and/or object to the participation of certain bidders in bidding process. Please see “Item 4. Information on the Company—Mexican Regulatory Framework—Grants of New Concessions” below. Grants of new concessions could adversely affect our business, results of operations, prospects and financial condition.

*We provide a public service regulated by the Mexican government and our flexibility in managing our aeronautical activities is limited by the regulatory environment in which we operate.*

Our aeronautical fees charged to airlines and passengers are, like most airports in other countries, regulated. In 2020, 2021 and 2022, 34.9%, 46.0% and 53.7%, respectively, of our total revenues were earned from aeronautical services at our Mexican airports, which were subject to price regulation under our maximum rates in Mexico. In 2022, 55.6% of our total revenues were earned from aeronautical services at all of our airports. These Mexican maximum rate regulations may limit our flexibility in operating our aeronautical activities, which could have a material adverse effect on our business, results of operations, prospects and financial condition. In addition, several of the regulations applicable to our operations that affect our profitability are authorized (as in the case of our master development programs in Mexico) or established (as in the case of our maximum rates in Mexico) by the Ministry of Infrastructure, Communications and Transportation for five-year terms. Except under limited circumstances, we generally do not have the ability unilaterally to change our obligations (such as the investment obligations under our Mexican master development programs or the obligation under Mexican concessions to provide a public service) or increase our maximum rates applicable under those regulations should our passenger traffic or other assumptions on which the regulations were based change during the applicable term. In addition, there can be no assurance that this price regulation system will not be amended in a manner that would cause additional sources of our revenues to be regulated. On October 29, 2020, we filed a request with the Ministry of Infrastructure, Communications and Transportation for an extraordinary review of the Mexican maximum rates, which was approved on April 7, 2021 and resulted in a reduction in committed investments and an increase in the Mexican maximum rates in the master development plans for the years 2021 to 2023.

*We cannot predict how the Mexican regulations governing our business will be applied.*

Although Mexican law establishes ranges of sanctions that might be imposed should we fail to comply with the terms of one of our Mexican concessions, the Mexican Airport Law and its regulations or other applicable law, we cannot predict the sanctions that are likely to be assessed for a given violation within these ranges. We cannot assure you that we will not encounter difficulties in complying with these laws, regulations and instruments. Moreover, there can be no assurance that the laws and regulations governing our business will not change.

*If we exceed the maximum rate at any Mexican airport at the end of any year, we could be subject to sanctions.*

Historically, we have set the prices we charge for regulated services at each Mexican airport as close as possible to the prices we are allowed to charge under the maximum rate for that airport. We expect to continue to pursue this pricing strategy in the future. For example, in 2022, our revenues subject to maximum rate regulation represented 96.6% of the amount we were entitled to earn under the maximum rates for all of our Mexican airports. There can be no assurance that we will be able to establish prices in the future that allow us to collect virtually all of the revenue we are entitled to earn from services subject to price regulation.

The specific prices we charge for regulated services are determined based on various factors, including projections of passenger traffic volumes, the Mexican producer price index (excluding petroleum) and the value of the peso relative to the U.S. dollar. These variables are outside of our control. Our projections could differ from the applicable actual data, and, if these differences occur at the end of any year, they could cause us to exceed the maximum rate at any one or more of our Mexican airports during that year.

If we exceed the maximum rate at any airport at the end of any year, the Ministry of Infrastructure, Communications and Transportation may assess a fine and may reduce the maximum rate at that airport in the subsequent year. The imposition of sanctions for violations of certain terms of a concession, including for exceeding the airport's maximum rates, can result in termination of the concession if the relevant term has been violated and sanctions have been imposed at least three times. In the event that any one of our Mexican concessions is terminated, our other concessions may also be terminated.

*Depreciation of the Mexican peso may cause us to exceed our maximum rates.*

We aim to charge prices that are as close as possible to our maximum chargeable rates, and we are entitled to adjust our specific prices only once every six months (or earlier upon a cumulative increase of 5.0% in the Mexican producer price index (excluding petroleum)). However, we generally collect passenger charges from airlines 30 to 115 days following the date of each flight. Such tariffs for the services that we provide to international flights or international passengers in our Mexican airports are generally denominated in U.S. dollars but are paid in Mexican pesos based on the average exchange rate for the month prior to each flight. Accordingly, depreciation of the peso, particularly late in the year, could cause us to exceed the maximum rates at one or more of our airports, which could lead to the imposition of fines and the termination of one or more of our concessions. From December 31, 2021 to December 31, 2022, the peso appreciated by 5.0%, from Ps.20.51 per U.S.\$1.00 on December 31, 2021, to Ps.19.49 per U.S.\$1.00 on December 31, 2022, and experienced intra-year volatility. In the event that any one of our Mexican concessions is terminated, our other concessions may also be terminated.

*The price regulatory system applicable to our Colombian airports does not guarantee that our consolidated results of operations, or that the results of operations of any Colombian airport, will be profitable.*

Our Colombian airports receive two kinds of remuneration for their operations, depending on the types of activities carried out in each airport. First, as a result of aeronautical operations at each airport (excluding fuel supply), Airplan charges airlines regulated tariffs for activities such as aircraft parking rights, subject to annual caps set by Aerocivil. These regulated tariffs are adjusted on an annual basis based on the Colombian consumer price index (*Índice de Precios al Consumidor*), or the IPC. Airplan also charges non-regulated tariffs for commercial activities, including leases and vehicle parking services, that may be set by the concession holder based upon supply and demand.

Although we are entitled to request additional adjustments to the regulated tariffs, any modification or amendment is subject to the approval of Aerocivil. If our request is not submitted in a timely manner, or if the adjustment is not approved by Aerocivil, our business, financial condition and results of operation may be adversely affected. For additional information, see “Item 4—Business Overview—Our Colombian Airports—Aeronautical Revenues.”

*Our Colombian concessions may be terminated under various circumstances, some of which are beyond our control, and such termination could have a material adverse effect on our business and results of operations.*

In the event of noncompliance with the terms of the Colombian concession agreement, the National Infrastructure Agency (*Agencia Nacional de Infraestructura*), or ANI may rescind the agreement and assess a penalty, the amount of which varies depending on the stage of the concession. Airplan was subject to a maximum penalty of U.S.\$20 million during the adaptation and modernization stage of the Colombian concession. Airplan completed the adaptation and modernization stage on March 6, 2020 and is currently in the maintenance stage which it expects to end in April 2032. During the maintenance stage of the concession, this maximum penalty may be reduced by 30.0%, 50.0% or 70.0%, depending on when the breach occurs.

Under applicable Colombian laws and the terms of the concession, a concession may be terminated upon certain events, including but not limited to: reaching the expected revenues set forth in the concession agreement; dissolution or bankruptcy of our subsidiary Airplan; and a failure to pay fines imposed due to noncompliance with the concession agreement. In addition, the Colombian government may terminate one or more of our concessions if it determines that it is required by national security or in the public interest to do so. The loss of our Colombian concessions could have a material adverse effect on our business and results of operations. For additional information, see “Item 4—Colombian Regulatory Framework—Penalties and Termination of Colombian Concession.”

*Changes in existing or new laws and regulations in Mexico, Colombia, the United States and Puerto Rico, including tax laws, or regulatory enforcement priorities could adversely affect our businesses or investments.*

Laws and regulations at the local, regional and national levels, in Mexico, Colombia, the United States and Puerto Rico, change frequently, and the changes can impose significant costs and other burdens of compliance on our businesses or investments. Any changes in regulations, the interpretation of existing regulations, the internal criteria of the governmental institutions executing such regulations, the imposition of additional regulations or the enactment of any new legislations that affect the airport sector in matters of employment/labor, transportation/logistics, energy costs, tax or environmental issues, could have an adverse impact, directly or indirectly, on our financial condition and results of operations.

The technical and specialization level of the environmental regulations in Mexico has significantly deepened and increased in recent years, and the enforcement of environmental laws is becoming substantially more stringent. Considering the global context, we would expect this trend to continue and to be stimulated by international agreements between Mexico and the United States, and other countries or international organizations. In any case, there can be no assurances that environmental regulations or their enforcement will not change in a manner that could have a material adverse effect on our business, results of operations, prospects or financial conditions.

In addition, our subsidiary Aerostar as operator of the LMM Airport is subject to the United States' federal aviation laws and regulations issued by the FAA and by the Transportation Security Administration, or TSA. However, because the LMM Airport is the first airport to be privatized under the Airport Privatization Pilot Program, it is unclear how the FAA will apply to Aerostar and the LMM Airport existing and future laws and regulations applicable to airport operators in the United States. If Aerostar fails to comply with existing or future laws and regulations, it could be subject to fines or be required to incur expenses in order to bring the LMM Airport into compliance. This and any other future changes in existing laws and changes in enforcement priorities by the governmental agencies charged with enforcing existing laws and regulations, as well as changes in the interpretation of these laws and regulations, can increase our businesses and investments' compliance costs.

#### **Risks Related to Mexico**

*Appreciation, depreciation or fluctuation of the peso relative to the U.S. dollar could adversely affect our results of operations and financial condition.*

In 2022, the peso appreciated by 5.0% against the U.S. dollar. If a depreciation were to resume, it could (notwithstanding other factors) lead to a decrease in Mexican domestic passenger traffic that may not be offset by any increase in international passenger traffic. Any future significant appreciation of the peso could impact our aggregate passenger volume by increasing the cost of travel for international passengers. Depreciation of the peso could impact our aggregate passenger traffic volume by increasing the cost of travel for Mexican domestic passengers, which may adversely affect our results of operations. In addition, there can be no assurance that any depreciation of the peso in the future will result in an increase to international passenger traffic.

In addition, depreciation of the peso against the U.S. dollar may adversely affect the dollar value of an investment in the ADSs and the Series B shares, as well as the dollar value of any dividend or other distributions that we may make.

Although we currently intend to fund the investments required by our business strategy through cash flow from operations and from peso-denominated borrowings and as of December 31, 2022, our Mexican airports did not have dollar-denominated liabilities, we may incur dollar-denominated debt to finance all or a portion of these investments. A devaluation of the peso would increase the debt service cost of any dollar-denominated indebtedness that we may incur and result in foreign exchange losses.

Severe devaluation or depreciation of the peso, or government imposition of exchange controls, may also result in the disruption of the international foreign exchange markets and may limit our ability to transfer or to convert pesos into U.S. dollars and other currencies.

*Economic developments in Mexico may adversely affect our business and results of operations.*

Although a substantial portion of our revenues is derived from foreign tourism, Mexican domestic passengers in recent years have represented approximately half of the passenger traffic volume in our Mexican airports. In addition, a significant amount of our assets are located, and a significant segment of our operations are conducted, in Mexico. As a result, our business, financial condition and results of operation could be adversely affected by the general condition of the Mexican economy, by a devaluation of the peso, by inflation and high interest rates in Mexico, or by political developments in Mexico.

*Mexico has experienced, and may in the future experience, adverse economic conditions.*

In the past, Mexico has experienced economic crises, caused by internal and external factors, characterized by exchange rate instability (including large devaluations), high inflation, high domestic interest rates, economic contraction, a reduction of international capital flows, a reduction of liquidity in the banking sector and high unemployment rates. We cannot assume that such conditions will not return or that such conditions will not have a material adverse effect on our business, financial condition or results of operations.

In 2020, Mexican GDP decreased 8.5% and inflation increased to 3.2%. In 2021, Mexican GDP increased 5.9% and inflation increased to 7.36%. In 2022, Mexican GDP decreased 0.1% and inflation decreased to 2.8%. In 2020, 2021, and 2022 the outbreak of COVID-19 adversely affected the economy and financial markets of Mexico and its trading partners. While Mexican GDP did increase quarter-over-quarter in both the third and fourth quarters of 2021, the extent to which the COVID-19 outbreak will continue to impact the Mexican economy is uncertain, as is the extent of further Mexican economic recovery, if any.

If the Mexican economy does not continue to recover, if inflation or interest rates increase significantly or if the Mexican economy is otherwise adversely impacted, our business, financial condition or results of operations could be materially and adversely affected.

*Political developments in Mexico could adversely affect our operations.*

Our financial condition and results of operation may be adversely affected by changes in Mexico's political climate to the extent that such changes affect the nation's economic policies, growth, stability, outlook or regulatory environment.

The Mexican government has exercised, and continues to exercise, significant influence over the Mexican economy. Mexican governmental actions concerning the economy and state-owned enterprises could have a significant effect on Mexican private-sector entities in general, and us in particular, as well as on market conditions, prices and returns on securities, including our ADSs.

The most recent presidential election took place in July 2018. Andrés Manuel López Obrador, presidential candidate for the National Regeneration Movement Party (*Movimiento de Regeneración Nacional*) ("Morena"), was elected President and took office on December 1, 2018, ending the Institutional Revolutionary Party's (Partido Revolucionario Institucional) ("PRI") hold on the presidency. Before taking office, López Obrador submitted to a national referendum the question of whether to continue construction of a new international airport in Mexico City, one of Mexico's most important infrastructure projects. Construction of the new international airport to replace Mexico City International Airport began in 2015. The referendum was carried out by a private company contracted by Morena and through mechanisms not necessarily envisioned in the Constitution. The result of the referendum, announced on October 28, 2018, was to discontinue construction on the new international airport and, in its stead, build a new airport network consisting of three airports near the Mexico City metropolitan area. On December 27, 2018, the López Obrador administration formally terminated work at the new international airport in Mexico City. The López Obrador administration instead decided to add additional runways to the military air base at Santa Lucia and build the Felipe Ángeles International Airport ("AIFA") to handle Mexico City air traffic. AIFA started operating on March 21, 2022. Our Mexican domestic passenger traffic is highly dependent upon the operations of the Mexico City International Airport, and we cannot assure you that AIFA's operations will not adversely affect the operations of the Mexico City International Airport.

On November 24 and 25, 2018, López Obrador and Morena held another referendum. During this second referendum, voters approved the construction of a railway, labeled the Mayan Train, that would link Mayan archaeological and tourist sites in five southeastern states—Campeche, Chiapas, Quintana Roo, Tabasco and Yucatan. The Mayan Train was envisaged to be a four-year project costing U.S.\$7.4 billion which will connect Palenque with Cancún. A series of protests and legal challenges have slowed the completion of the Mayan train, which the Mexican government now expects to complete in 2023. We cannot assure you that the construction of the Mayan Train or any uncertainty around its construction will not impact the passenger traffic at our Mexican airports.

In his statements after the announcement of the referendum results, López Obrador expressed his intention to, during his term as president, to carry out more such referendums on matters, that in his judgment and that of his administration, are of national interest, and that the results of such referendums will be adopted without taking into account the economic impact they could have on financial markets. We cannot predict if and to what degree such a policy could generate economic instability in Mexico, nor if our operations or the legal framework under which we operate could be affected.

After mid-term elections on June 6, 2021, Morena lost the absolute majority in the *Cámara de Diputados* (Chamber of Deputies) that it had held since 2018. However, it remains the party that individually holds the most seats relative to any other party in Mexico. We cannot predict the impact that political developments in Mexico will have on the Mexican economy nor can provide any assurances that these events, over which we have no control, will not have an adverse effect on our business, financial condition, results of operations, cash flows, prospects and/or the market price of our ADSs.

The Mexican government could implement significant changes in laws, policies and regulations, which could affect the economic and political situation in Mexico. On December 15, 2022, the Mexican government submitted to congress an aviation sector reform bill as part of its strategy to restore Mexico's rating to a Category 1. If approved, the bill would result in amendments to the Civil Aviation Law and the Airports Law, including to enhance regulator supervision of FAA over civil aviation matters, and allow foreign airlines to upon request to the Mexican authorities, and provided the following conditions are met: (i) there must be a public use or interest for the request; (ii) the domestic route must be of strategic interest for purposes of Mexican infrastructure, (iii) the airline must have obtained a favorable opinion from the National Security Committee, (iii) the airport must comply with certain operative and capacity criteria, and (iv) any other condition as set forth in the bill, operate domestic flights. On February 2, 2023, López Obrador issued a presidential decree pursuant to which all cargo and freight flights departing from the Mexico City International Airport would be relocated to depart from the AIFA airport. While we do not believe that these legislative reforms will have a negative impact in the short term, we cannot predict how these regulatory changes will affect our business, financial condition, results of operations, cash flows, prospects, and/ or the market price of our ADSs.

*Developments in other countries may affect the prices of securities issued by Mexican companies.*

The Mexican economy may be, to varying degrees, affected by economic and market conditions in other countries. Although economic conditions in other countries may differ significantly from economic conditions in Mexico, investors' reactions to adverse developments in other countries may have an adverse effect on the market value of securities of Mexican issuers. In October 1997, prices of both Mexican debt and equity securities decreased substantially as a result of the sharp drop in Asian securities markets. Similarly, in the second half of 1998 and in early 1999, prices of Mexican securities were adversely affected by the economic crises in Russia and Brazil. The Mexican debt and equities markets also have been adversely affected by ongoing developments in the global credit markets.

In addition, in recent years, economic conditions in Mexico have become increasingly correlated with economic conditions in the United States as a result of the North American Free Trade Agreement, or NAFTA (further replaced by the United States - Mexico - Canada Agreement, or USMCA), and increased economic activity between the two countries.

The United States is Mexico's primary trading partner, and receives over 80 percent of Mexico's total exports. Weakened trading ties between Mexico and the United States could hurt industrial growth in the Mexican economy.

On October 1, 2018, Mexico announced that it had reached an agreement with Canada and the United States to modernize their free trade relationship and replace NAFTA. The new agreement, which is known as the USMCA, was formally signed on November 30, 2018, was ratified by the United States, Mexico and Canada, and entered into force on July 1, 2020. The modifications include, among others, minimum wages rules for the automotive sector, greater access to Canadian dairy markets, and extension of copyright protections to 70 years beyond the life of the author. In addition, the USMCA updates (for US and Mexico only) NAFTA's Chapter 11 investor-state dispute settlement procedures. The USMCA includes a 16-year "sunset" clause, meaning the terms of the agreement expire after a set period of time, as well as being subject to a review every six years, at which point the United States, Mexico, and Canada can decide to extend the USMCA or not. If the USMCA is terminated or otherwise modified, such termination or modification could materially impact Mexico's aviation sector. While it is difficult to predict their scope and effect, such changes could have a material adverse effect on our business, financial condition, results of operations, cash flows, prospects and/or the market price of our ADSs.

The termination of USMCA or other related events could have a material adverse effect on the Mexican economy. Furthermore, we cannot assure you that any policies adopted by the Biden U.S. administration will not have an impact in the market value of its securities, or that the market value of its securities will not be adversely affected by events elsewhere. We cannot assure you that events in other emerging market countries, in the United States or elsewhere will not materially and adversely affect our business, financial condition or results of operations.

*Differences between the corporate disclosure requirements of Mexico and the United States may not adequately reflect our business and results of operations.*

A principal objective of the securities laws of the United States, Mexico, and other countries is to promote full and fair disclosure of all material corporate information, including accounting information. However, there may be different or less publicly available information about issuers of securities in Mexico than is regularly made available by public companies in countries with highly developed capital markets, including the United States.

In addition, accounting standards and disclosure requirements in Mexico differ from those of the United States. In particular, our financial statements are prepared in accordance with the International Financial Reporting Standards ("IFRS") which differs from United States GAAP in a number of respects. Items on the financial statements of a company prepared in accordance with IFRS may not reflect its financial position or results of operations in the way they would be reflected had such financial statements been prepared in accordance with United States GAAP.

*Mexican law and our bylaws restrict the ability of non-Mexican shareholders to invoke the protection of their governments with respect to their rights as shareholders.*

As required by Mexican law, our bylaws provide that non-Mexican shareholders shall be considered as Mexicans in respect of their ownership interests in ASUR and shall be deemed to have agreed not to invoke the protection of their governments in certain circumstances. Under this provision, a non-Mexican shareholder is deemed to have agreed not to invoke the protection of his own government by asking such government to interpose a diplomatic claim against the Mexican government with respect to the shareholder's rights as a shareholder, but is not deemed to have waived any other rights it may have, including any rights under the United States securities laws, with respect to its investment in ASUR. If you invoke such governmental protection in violation of this agreement, your shares could be forfeited to the Mexican government.

*It may be difficult to enforce civil liabilities against us or our directors, officers and controlling persons.*

ASUR is organized under the laws of Mexico, with its principal place of business (*domicilio social*) in Mexico City, and most of our directors, officers and controlling persons reside outside the United States. In addition, all or a substantial portion of our assets and their assets are located outside of the United States. As a result, it may be difficult for investors to effect service of process within the United States on such persons or to enforce judgments against them, including in any action based on civil liabilities under the United States federal securities laws. There is doubt as to the enforceability against such persons in Mexico, whether in original actions or in actions to enforce judgments of United States courts, of liabilities based solely on the United States federal securities laws.

*The protections afforded to minority shareholders in Mexico are different from those in the United States.*

Under Mexican law, the protections afforded to minority shareholders are different from those in the United States. In particular, the law concerning fiduciary duties of directors is not as fully developed as in other jurisdictions and there are different procedural requirements for bringing shareholder lawsuits. As a result, in practice it may be more difficult for minority shareholders of ASUR to enforce their rights against us or our directors or controlling shareholders than it would be for shareholders of a company incorporated in another jurisdiction, such as the United States.

*Security risks in Mexico could increase, which could adversely affect our operations.*

In recent years, Mexico has experienced a period of increased criminal activity and violence, primarily due to organized crime. Increasing violence among criminal organizations, particularly drug traffickers, and clashes between these and Mexican civilian and military personnel, or increases in other types of crime, are a risk to our business and could negatively impact our performance. In addition, perceptions about crime in Mexico and violence related to drug trafficking may also have an adverse effect on our business as they may decrease the international passenger traffic directed to Mexico or the domestic passenger travel using our airports in affected states.

On December 8, 2021, the U.S. State Department issued a Level 3 travel advisory to reconsider travel to Mexico due to COVID-19, and recommended exercising increased caution in Mexico due to crime and kidnapping, as some areas have increased risk. Historically, the regions in which we operate have not experienced the violence experienced in other parts of Mexico and none of the Mexican states in which we operate were cited as “do not travel to” or “reconsider travel to” zones in the December 8, 2021 travel advisory. However, we cannot guarantee that violence will not increase in, or that the U.S. State Department will not issue travel advisories for, the Mexican states in which we operate. On January 23, 2023, the United States Department of State issued a press release warning U.S. citizens of certain violent outbreaks between Uber drivers and local taxi unions in Quintana Roo, which often resulted in U.S. citizens being injured.

#### **Risks Related to Colombia**

*Colombian government policies may significantly affect the economy, and, as a result, our business and operations in Colombia.*

Our business and results of operations at our Colombian airports are dependent on the economic conditions prevailing in Colombia. The Colombian government has historically exercised substantial influence on its economy, and is likely to continue to implement policies that will have an impact on the business and results of operations of entities in the country. Potential changes in laws, public policies and regulations may cause instability and volatility in Colombia, which could have a material adverse impact on our business and results of operations.

The Colombian Peso (“COP”) has fallen by over 19.2% against the U.S. dollar during the twelve month period ended December 31, 2022. A depreciation of the COP could affect the Company’s business in the following ways: (i) international passengers and international flights pay tariffs reported in U.S. dollars; while these tariffs are generally collected in COP, any depreciation of the COP has a positive impact on the Company’s results from operations, which are reported in COP; (ii) as the Company has cash balances denominated in U.S. dollars; a depreciation in the Mexican peso would result in higher cash balances when converted to COP, thus causing foreign exchange gains; and (iii) the Company has financial liabilities denominated in U.S. dollars; a depreciation in the COP results in higher debt balances when converted to COP, thus causing foreign exchange losses.

On August 7, 2022, Gustavo Petro, candidate for the left-wing “*Pacto Histórico*” party, was elected President of Colombia. Although throughout history elected governments (and the Colombian Congress) have pursued free market economic policies, with almost no economic interventions, we cannot predict which policies will be adopted by the new government or congress and whether those policies would have a negative impact on the Colombian economy or our business operations and financial performance. On August 8, 2022, the Ministry of Finance submitted a tax reform bill to the Colombian Congress proposing several changes to the Colombian tax regime. The tax reform bill was passed as Law 2277 on December 13, 2022, and became effective starting January 1, 2023. This new law includes, among others: (i) a new permanent equity tax applicable to Colombian individuals and non-residents, which rates may vary from 0.5% to 1.5% based on the individual’s net equity as of the first day of January of each year, (ii) an increase in the dividend tax rate for local and foreign shareholders (0% to 39% progressive marginal rates for Colombian individuals, and 20% flat withholding rate for non-resident shareholders), (iii) an increase in the long-term capital gains tax rate, from 10% to 15%, (iv) the elimination of specific tax benefits and exemptions, such as the exempt income applicable for entities that are part of the technological and creative sector (“*Economía Naranja*”), the tax incentive for the development of the Colombian farming sector, and the 27% preferential income tax rate applicable to large infrastructure investments (“*Megainversiones*”), among others, (v) a 3% tax benefit on the taxpayer’s net income determined pursuant to Section 259-1 f the Colombian Tax Code, in connection with environmental-related, deductions related to employee trainings, expenses incurred in the conservation of cultural property, among others, (vi) a minimum corporate income tax of at least 15% based on effective tax rate (calculated on book profit with certain adjustments), (vii) taxes based on significant economic presence of certain commercial activities (primarily for non-resident persons and entities that provide digital services), and (viii) the elimination of the possibility to use 50% of the Industry and Commerce Tax (i.e., local tax levied on gross revenue derived from the provision of services, or the performance of commercial and industrial activities in Colombian municipalities) as an income tax credit.

Additionally, the Colombian executive branch has recently presented bills to reform the federal pension plan (which would contemplate, among other things, a pillar system based on age and condition of the affiliated, and changes to pension schemes applicable to women), as well as reforms to labor laws (which include amendments to the regulation of outsourcing and subcontracting schemes, service contracts, minimum daily working hours, digital work, informal and migrant work, among others) and the National Development Plan bill, which seeks to regulate, among other things, territorial planning around watercourses, human safety, access to food, and climate change. As of the date of this annual report, it is unclear how these bills could affect the Colombian economy or our business.

If the perception of improved overall stability in Colombia deteriorates or if foreign direct investment declines, the Colombian economy may face a downturn, which could impact international and domestic traffic at our Colombian airports, and negatively affect our results of operations.

*Colombia has experienced several periods of violence and political instability, which could affect the economy and our operations.*

Colombia has experienced several periods of criminal violence over the past four decades, primarily due to the activities of guerilla, paramilitary groups and drug cartels. In remote regions of the country, where governmental presence is minimal, these groups have exerted influence over the local population and funded their activities by protecting and rendering services to drug traffickers. In response, the Colombian government has implemented security measures and has strengthened its military and police forces, including the creation of specialized units. Despite these efforts, drug-related crime and guerrilla and paramilitary activity continue to exist in Colombia. Any possible escalation in the violence associated with these activities may have a negative impact on the Colombian economy in the future.

In the context of any political instability, allegations have been made against members of the Colombian government concerning possible ties with paramilitary groups. These allegations may undermine the Colombian government's credibility, which could in turn negatively impact the Colombian economy and tourism and our operations there in the future. In November 2016, the Colombian government signed a revised peace agreement with the FARC guerrillas that sought their demobilization and the end of the decades-long armed conflict. That same month, the revised peace agreement was ratified by both houses of Colombian Congress and the Colombian government formally entered into the peace agreement with FARC without submitting the agreement to the voters for their approval. On January 18, 2019, President Ivan Duque announced the end of negotiations for a peace agreement with the ELN, the second-largest guerrilla group in the country. This decision was the result of a terrorist attack on a police station based in Bogotá, perpetrated by the ELN. The Colombian government has had military confrontations with the ELN and with dissident groups that a peace agreement had been signed with. Conflicts between guerrilla and paramilitary fighters for control of the territory vacated by former groups who reintegrated into civil society has caused outbreaks of violence in the country, which have also been met with responses by the Colombian government. In addition, some ex-guerrilla members continue to carry out illegal activities, including micro-drug trafficking and robbery, leading to the establishment of criminal bands in the Antioquia, Cauca and Valle del Cauca regions.

On January 2, 2022, violent confrontations broke out at the Arauca department in Colombia, as members of the ELN fought with dissidents of the FARC. The conflict arose over control of illegal economies, including drug trafficking to Venezuela, and led to deaths, illegal detentions, mass displacements and risk of forced displacement in border municipalities, specifically in Tame, Fortul, Saravena and Arauquita. The conflict continued to escalate over the following months, and the feasibility of a potential agreement between the ELN and FARC remains uncertain.

On November 4, 2022, the Colombian Congress approved Law 418 establishing the "*Paz Total*" program, pursuant to which the government will establish political dialogues with armed groups in different regions of the country, in furtherance of achieving peace.

On December 31 of 2022, President Gustavo Petro announced a bilateral ceasefire, starting on January 1, 2023 until June 30, 2023, which would open a round of dialogue between the government and ELN, Segunda Marquetalia, Estado Mayor Central, Autodefensas Gaitanistas de Colombia (AGC) and the Sierra Nevada armed group. The second round of the dialogue between the Colombian Government and the ELN ended in March 2023, and the third round is expected to take place in the upcoming months in Havana, Cuba. As of the date of this annual report, peace dialogues are being held with the different armed groups to reinforce security. Furthermore, in March 2023, President Gustavo Petro announced the commencement of a peace process with the FARC dissidents who did not sign the peace agreement in 2016.

In addition, Colombia has recently experienced substantial migration from Venezuela, leading to strained relations between the nations, including with respect to commercial relations. Air transport between Colombia and Venezuela has slowed in part due to political and economic instability in Venezuela. Recently, the Colombian and Venezuelan governments have declared their intention to expand air routes between the two countries.

On August 7, 2022, Gustavo Petro, candidate for the left-wing "*Pacto Histórico*" party, was elected President of Colombia. Although throughout history elected governments (and the Colombian Congress) have pursued free market economic policies, with almost no economic interventions, we cannot predict which policies will be adopted by the new government or congress and whether those policies would have a negative impact on the Colombian economy or our business operations and financial performance. Our Colombian operations could be adversely impacted by rapidly changing economic, political and social conditions in Colombia and by the Colombian government's response to such economic and social conditions. Additionally, any changes in the ruling government, regulations or policies relating to aeronautical services or investment, or shifts in political attitudes in Colombia are beyond our control.

## Risks Related to Our ADSs

*You may not be entitled to participate in future preemptive rights offerings.*

Under Mexican law, if we issue new shares for cash as part of a capital increase, we generally must grant our shareholders the right to purchase a sufficient number of shares to maintain their existing ownership percentage in ASUR. Rights to purchase shares in these circumstances are known as preemptive rights. We may not legally be permitted to allow holders of ADSs in the United States to exercise any preemptive rights in any future capital increase unless we file a registration statement with the U.S. Securities and Exchange Commission, or SEC, with respect to that future issuance of shares, or the offering qualifies for an exemption from the registration requirements of the Securities Act of 1933, as amended.

At the time of any future capital increase, we will evaluate the costs and potential liabilities associated with filing a registration statement with the SEC and any other factors that we consider important to determine whether we will file such a registration statement.

We cannot assure you that we will file a registration statement with the SEC to allow holders of ADSs or shares in the United States to participate in a preemptive rights offering. In addition, under current Mexican law, sales by the depository of preemptive rights and distribution of the proceeds from such sales to you, the ADS holders, is not possible. As a result, your equity interest in ASUR may be diluted proportionately.

*Holders of ADSs are not entitled to attend shareholders' meetings, and they may only vote through the depository.*

Under Mexican law, a shareholder is required to deposit its shares with the Secretary of the Company, the S.D. Indeval Institución para el Depósito de Valores, S.A. de C.V. ("Indeval"), a Mexican or foreign credit institution or a brokerage house in order to attend a shareholders' meeting. A holder of ADSs will not be able to meet this requirement, and accordingly is not entitled to attend shareholders' meetings. A holder of ADSs is entitled to instruct the depository as to how to vote the shares represented by ADSs, in accordance with the procedures provided for in the deposit agreement and in accordance with Mexican law, but a holder of ADSs will not be able to vote its shares directly at a shareholders' meeting or to appoint a proxy to do so.

*Future sales of shares by us and our stockholders may depress the price of our Series B shares and ADSs.*

On August 17, 2010, JMEX B.V., which held 16.1% of our capital stock, disposed of 100.0% of its holdings or 47,974,228 Series B shares, in an underwritten public offering at a price of U.S.\$4.48 per Series B share. On January 4, 2012, Fernando Chico Pardo consummated the sale of 49.0% of ITA and 37,746,290 of his Series B shares to Grupo ADO for an aggregate purchase price of U.S.\$196.6 million.

Future sales of substantial amounts of our common stock or the perception that such future sales may occur, may depress the price of our ADSs and Series B shares. Although we and JMEX B.V. were subject to a lock-up in connection with the August 2010 sale, our other stockholders, directors and officers were not subject to any lock-up agreements, and as a result, they were able to freely transfer their Series B shares immediately following the offering. We, our stockholders, directors and officers may not be subject to lock-up agreements in future offerings of our common stock. Any such sale may lead to a decline in the price of our ADSs and Series B shares. We cannot assure you that the price of our ADSs and Series B shares would recover from any such decline in value.

*We may be classified as a passive foreign investment company for U.S. federal income tax purposes, which could subject U.S. investors in shares of our common stock or ADSs to adverse tax consequences, which may be significant.*

We will be classified as a passive foreign investment company (a "PFIC") in any taxable year in which, after taking into account our income and gross assets (and the income and assets of our subsidiaries pursuant to applicable "look-through rules") either (i) 75% or more of our gross income for the taxable year consists of certain types of "passive income" or (ii) 50% or more of the average quarterly value of our assets is attributable to "passive assets" (assets that produce or are held for the production of passive income). We believe that we were not a PFIC for U.S. federal income tax purposes in 2022 and do not expect to be a PFIC in the current year or the reasonably foreseeable future. PFIC status is a factual determination made annually after the close of each taxable year on the basis of the composition of our income and the value of our active versus passive assets. Because our belief is based in part on the expected market value of our equity, a decrease in the trading price of our common stock and ADSs may result in our becoming a PFIC.

If we were to be or become classified as a PFIC, a U.S. Holder, as defined in “Item 10. Additional Information—Taxation—Passive Foreign Investment Company Status,” that does not make a “mark-to-market” election may incur significantly increased U.S. income tax on gain at ordinary income tax rates recognized on the sale or other disposition of shares of our common stock or ADSs and on the receipt of distributions on the shares of our common stock or ADSs to the extent such distribution is treated as an “excess distribution” under the U.S. federal income tax rules. We do not intend to provide holders with the information necessary to make a “QEF election” (as described in “Item 10. Additional Information—Taxation—Passive Foreign Investment Company Status”). Thus, a U.S. Holder seeking to mitigate the potential adverse effects of the PFIC rules should consider making a mark-to-market election. Additionally, if we were to be or become classified as a PFIC, a U.S. Holder of shares of our common stock or ADSs will be subject to additional U.S. tax form filing requirements, and the statute of limitations for collections may be suspended if the U.S. Holder does not file the appropriate form. See “Item 10. Additional Information—Taxation—Passive Foreign Investment Company Status.”

## FORWARD LOOKING STATEMENTS

This Form 20-F contains forward-looking statements. We may from time to time make forward-looking statements in our periodic reports to the SEC on Forms 20-F and 6-K, in our annual report to shareholders, in offering circulars and prospectuses, in press releases and other written materials and in oral statements made by our officers, directors or employees to analysts, institutional investors, representatives of the media and others. Examples of such forward-looking statements include:

- projections of operating revenues, operating income, net income (loss), net income (loss) per share, capital expenditures, dividends, capital structure or other financial items or ratios,
- statements of our plans, objectives or goals,
- statements about our future economic performance or that of Mexico or other countries in which we operate, and
- statements of assumptions underlying such statements.

Words such as “believe,” “anticipate,” “plan,” “expect,” “intend,” “target,” “estimate,” “project,” “predict,” “forecast,” “guideline,” “should” and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements.

Forward-looking statements involve inherent risks and uncertainties. We caution you that a number of important factors could cause actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements. These factors, some of which are discussed above under “Risk Factors,” include material changes in the performance or terms of our Mexican, Colombian and Puerto Rican concessions, developments in legal proceedings, economic and political conditions and government policies in Mexico, Colombia, Puerto Rico or elsewhere, inflation rates, exchange rates, regulatory developments, customer demand and competition. We caution you that the foregoing list of factors is not exclusive and that other risks and uncertainties may cause actual results to differ materially from those in forward-looking statements.

Forward-looking statements speak only as of the date they are made, and we do not undertake any obligation to update them in light of new information or future developments.

### **Item 4. Information on the Company**

## HISTORY AND DEVELOPMENT OF THE COMPANY

Grupo Aeroportuario del Sureste, S.A.B. de C.V., or ASUR, is a corporation (*sociedad anónima bursátil de capital variable*) organized under the laws of Mexico. We were incorporated in 1998 as part of the Mexican government’s program for the opening of Mexico’s airports to private-sector investment. The duration of our corporate existence is indefinite. We are a holding company and conduct all of our operations through our subsidiaries. The terms “ASUR,” “we” and “our” in this annual report refer both to Grupo Aeroportuario del Sureste, S.A.B. de C.V. as well as Grupo Aeroportuario del Sureste, S.A.B. de C.V. together with its subsidiaries. Our registered office is located at Bosque de Alisos No. 47<sup>a</sup>-4th Floor, Bosques de las Lomas, 05120 México, D.F., México, telephone (5255) 5284 0408.

## Investment by ITA

As part of the opening of Mexico's airports to investment, in 1998, the Mexican government sold a 15.0% equity interest in us in the form of 45,000,000 Series BB shares to ITA pursuant to a public bidding process.

ITA paid the Mexican government a total of Ps.1,165.1 million (nominal pesos, excluding interest) (U.S.\$120.0 million based on the exchange rates in effect on the dates of payment) in exchange for:

- 45,000,000 Series BB shares representing 15.0% of our outstanding capital stock (as of the date hereof, Series BB shares represent 7.65% of our outstanding capital stock following the conversion described below),
- three options to subscribe for newly issued Series B shares, all of which have expired unexercised, and
- the right and obligation to enter into various agreements with us and the Mexican government, including a participation agreement, a technical assistance agreement and a shareholders' agreement under terms established during the public bidding process. These agreements are described in greater detail under "Item 7. Major Shareholders and Related Party Transactions—Related Party Transactions."

Under the technical assistance agreement, ITA provides management and consulting services and transfers industry "know-how" and technology to ASUR in exchange for a technical assistance fee. This agreement is more fully described in "Item 7. Major Shareholders and Related Party Transactions—Related Party Transactions." The agreement provides us a perpetual and exclusive license in Mexico to use all technical assistance and "know-how" transferred to us by ITA or its stockholders during the term of the agreement. The agreement had an initial 15-year term which expired in 2013, and is automatically renewed for successive five-year terms, unless one party provides the other a notice of termination within a specified period prior to a scheduled expiration date. The agreement was renewed on June 29, 2018. Although Copenhagen Airports A/S ("Copenhagen Airports") sold its stake in ITA to Mr. Fernando Chico Pardo in October 2010, this technical assistance agreement continues in force. ITA provides us assistance in various areas, including strategic planning, financial analysis and control, development of our commercial activities, preparation of marketing studies focusing on increasing passenger traffic volume at our airports, political and regulatory issues, assistance with the preparation of the master development plans that we are required to submit to the Ministry of Infrastructure, Communications and Transportation with respect to each of our airports, construction programming, exploring and analyzing new business opportunities, and the improvement of our airport operations.

The technical assistance fee is equal to the greater of U.S.\$2.0 million, adjusted for United States inflation, or 5.0% of our annual consolidated earnings before comprehensive financing cost, income taxes and depreciation and amortization (determined in accordance with financial reporting standards applicable in Mexico and calculated prior to deducting the technical assistance fee under this agreement). The agreement was amended in 2012 to provide for quarterly payments of the fee. The fixed dollar amount decreased during the agreement's initial five years. The fixed dollar amount was U.S.\$5.0 million in 1999 and 2000, and U.S.\$3.0 million in 2001 and 2002. Since 2003, the fixed dollar amount is U.S.\$2.0 million before the annual adjustment for inflation (measured by the United States consumer price index) as from the first anniversary of the technical assistance agreement. In 2022, the fixed amount was U.S.\$3.6 million. We believe that this structure creates an incentive for ITA to increase our annual consolidated earnings before net comprehensive financing cost, income and asset taxes and depreciation and amortization. ITA is also entitled to reimbursement for the out-of-pocket expenses it incurs in its provision of services under the agreement. In 2020, 2021 and 2022, the technical assistance costs were Ps. 175.6 million, Ps.391.7 million and Ps. 643.9 million, respectively, greater than the fixed costs of Ps. 62.4 million, Ps.68.9 million and Ps. 69.7 million, respectively, for the same periods.

The technical assistance agreement allows ITA, its stockholders and their affiliates to render additional services to ASUR only if the Acquisitions and Contracts Committee of our Board of Directors determines that these related persons have submitted the most favorable bid in a public bidding process involving at least three unrelated parties. For a description of this committee, see "Item 6. Directors, Senior Management and Employees—Committees."

Under our bylaws and the technical assistance agreement, ITA has the right to elect two members of our Board of Directors (which currently consists of eleven members) and their alternates, and to present the Board of Directors the name or names of the candidates for appointment as our chief executive officer, to remove our chief executive officer and to appoint and remove half of our executive officers. As the holder of the Series BB shares, ITA's consent is also required to approve certain corporate matters so long as ITA's Series BB shares represent at least 7.65% of our capital stock. In addition, our bylaws and the technical assistance agreement contain certain provisions designed to avoid conflicts of interest between ASUR and ITA. The rights of ITA in our management are explained in "Item 6. Directors, Senior Management and Employees—Committees."

The remaining 85.0% of our outstanding capital stock, which at that time (prior to the conversion in June 2007 by ITA of 22,050,000 Series BB shares into 22,050,000 Series B shares) consisted of 255,000,000 Series B shares, was sold by the Mexican government to a Mexican trust established by NAFIN. This trust subsequently sold the shares it held in us to the public. To our knowledge, the Mexican government no longer holds any of our shares.

ITA was restricted from transferring any of its remaining Series BB shares until December 18, 2008. From December 18, 2008 until December 17, 2013, ITA could sell in any year up to 20.0% of its remaining ownership interest in us represented by Series BB shares. These selling restrictions ended when the participation agreement expired on December 17, 2013. Our bylaws provide that Series BB shares must be converted into Series B shares prior to transfer. For a more detailed discussion of ITA's rights to transfer its stock, see "Item 10. Additional Information—Registration and Transfer."

As required under the participation agreement entered into in connection with the Mexican government's sale of the Series BB shares to ITA, ITA transferred its Series BB shares to a trust, the trustee of which is Banco Nacional de Comercio Exterior, S.N.C. ("Bancomext"). Under the terms of the participation agreement and the trust agreement, ITA's majority shareholder, currently Fernando Chico Pardo, was required to, directly or indirectly, maintain an ownership interest in ITA of a minimum of 51.0% unless otherwise approved by the Ministry of Infrastructure, Communications and Transportation. To the extent that Mr. Fernando Chico Pardo acquired shares of ITA in excess of a 51.0% interest, this additional interest could be sold without restriction. This ownership requirement expired on December 18, 2013. See "Item 7. Major Shareholders and Related Party Transactions—Major Shareholders—ITA Trust" for a further description of these provisions. If ITA or its stockholders default on any obligation contained in the trust agreement, or if ITA defaults on any obligation contained in the technical assistance agreement, after specified notice and cure provisions, the trust agreement provides that the trustee may sell 5.0% of the shares held in the trust and pay the proceeds of such sale to ASUR as liquidated damages.

Pursuant to the terms of the trust, ITA may direct the trustee to vote the Series BB shares, currently representing 7.65% of our capital stock, regarding all matters other than capital reductions, payment of dividends, amortization of shares and similar distributions to our shareholders, which are voted by the trustee in accordance with the vote of the majority of Series B shares. The trust does not affect the veto and other special rights granted to the holders of Series BB shares described in "Item 10. Additional Information."

Currently, Fernando Chico Pardo, our Chairman, directly holds 50.0% of ITA's shares. The other 50.0% is held by Inversiones Kierke, an entity owned and controlled by Grupo ADO. Mr. Fernando Chico Pardo became a stockholder in ITA in April 2004 when he acquired the 24.5% ownership stake of the French group Vinci, S.A. in ITA and a 13.5% ownership stake of the Spanish group Ferrovial Aeropuertos, S.A. in ITA. At the same time, Copenhagen Airports acquired Ferrovial Aeropuertos, S.A.'s 11.0% ownership interest in ITA, thereby increasing its participation in ITA from 25.5% to 36.5%. Mr. Fernando Chico Pardo acquired an additional 25.5% ownership stake in ITA through the exercise of his right of first refusal following the auction of such shares by NAFIN, a Mexican national credit institution and development bank controlled by the Mexican government. On April 29, 2005, Copenhagen Airports increased its participation in ITA from 36.5% to 49.0% through the purchase of shares from Mr. Fernando Chico Pardo.

In connection with the tender offers and other transactions undertaken by Mr. Fernando Chico Pardo in June 2007, ITA converted 22,050,000 Series BB shares representing 7.35% of our total outstanding capital stock into Series B shares and transferred such shares to Agrupación Aeroportuaria Internacional, S.A. de C.V. by means of a spin-off. As a result of this transaction, ITA currently holds 22,950,000 Series BB shares representing 7.65% of our total outstanding capital stock. See "Item 7. Major Shareholders and Related Party Transactions—Major Shareholders—Capital Stock Structure."

On October 13, 2010, Copenhagen Airports consummated the sale of its 49.0% stake in ITA to Mr. Fernando Chico Pardo. As a result of this transaction, Mr. Fernando Chico Pardo became the direct or indirect owner of 100% of the shares of ITA. On January 4, 2012, Fernando Chico Pardo consummated the sale of an entity that owns and controls 49.0% of the shares of ITA, Corporativo Galajafe, S.A. de C.V. (“Corporativo Galajafe”) (formerly Remer Soluciones), to Grupo ADO. On November 11, 2013, Corporativo Galajafe merged into Remer Soluciones, the total capital stock of which is 99% owned by Grupo ADO. On April 27, 2015, Remer Soluciones exercised its option to acquire an additional 1.0% interest in the outstanding shares of ITA for a purchase price of U.S.\$4.6 million. On June 4, 2018, Remer Soluciones merged into Consorcio SAFIJ, S.A. de C.V. (“Consorcio SAFIJ”) the total capital stock of which was 99% owned by Grupo ADO. Then, on August 7, 2018, Consorcio SAFIJ merged into Compañía Inmobiliaria y de Inversiones del Noroeste, S.A. de C.V. (“Noroeste”) the total capital stock of which was 99% owned by Grupo ADO. On October 15, 2018, Noroeste merged into Inversiones Kierke the total capital stock of which is 99% owned by Grupo ADO. Finally, on December 3, 2018, Servicios de Estrategia Patrimonial, S.A. de C.V. and Agrupación Aeroportuaria Internacional III, S.A. de C.V. merged into CHPAF, the total capital stock of which is 99% owned by Mr. Fernando Chico Pardo. In light of the foregoing, Inversiones Kierke and Fernando Chico Pardo, through CHPAF, each own 50.0% of ITA. See “Item 7. Major Shareholders and Related Party Transactions—Major Shareholders—ITA Trust.”

Mr. Fernando Chico Pardo is the founder and President of Promecap, S.C. since 1997. He was appointed by ITA as a member of our Board of Directors and has been Chairman of the Board since April 28, 2005. He has also served as a board member of, among others, Grupo Financiero Inbursa, Condumex, Grupo Carso, Sanborns Hermanos, Sears Roebuck de México, Grupo Posadas de México and Grupo Saltillo.

### **Investment in Luis Muñoz Marín International Airport**

On July 11, 2012, Aerostar, a joint venture between Aeropuerto de Cancún and Oaktree Capital, submitted a successful bid for a concession to operate the LMM Airport. On February 27, 2013, the transaction was completed and Aerostar began operating the LMM Airport. On May 26, 2017, we acquired an additional 10% membership interest in Aerostar, pursuant to a Membership Interest Purchase Agreement, giving us a majority stake in the joint venture. In addition, Oaktree Capital sold its remaining 40.0% interest in Aerostar to PSP Investments, through its wholly-owned subsidiary AviAlliance, pursuant to a separate Membership Interest Purchase Agreement. Aeropuerto de Cancún owns 60.0% of Aerostar’s outstanding membership interests, which it has pledged on a non-recourse basis to secure up to U.S.\$410.0 million of indebtedness incurred by Aerostar to pay the upfront leasehold fee, fund capital expenditures and for working capital purposes. As member of Aerostar, Aeropuerto de Cancún is entitled to distributions. However, pursuant to the terms of Aerostar’s debt, distributions are permitted only when Aerostar is in compliance with certain conditions. Additionally, Aeropuerto de Cancún made a U.S.\$100.0 million subordinated shareholder loan to Aerostar on February 22, 2013 to partially fund the cost of acquiring the concession to operate the LMM Airport and it is entitled to cash interest payments on this loan whenever certain conditions are met, including that dividends are permitted to be paid. Cash interest on the shareholder loan is paid in preference to any dividends that may be payable. When cash interest payments are not permitted, interest on this loan is capitalized. In April 2021, the remaining balance of principal amount and interest on this loan was paid.

### **Acquisition of Colombian Airports**

In the spring of 2017, we, through Aeropuerto de Cancún, entered into agreements to acquire a controlling interest in Airplan and Oriente. In October 2017, we received the necessary approvals from the Colombian regulatory authorities to conclude the acquisition of a 92.42% stake in Airplan. Airplan has concessions to operate the following airports in Colombia: the Enrique Olaya Herrera Airport in Medellín, the José María Córdova International Airport in Rionegro, the Los Garzones Airport in Montería, the Antonio Roldán Betancourt Airport in Carepa, the El Caraño Airport in Quibdó and the Las Brujas Airport in Corozal. On May 25, 2018, we increased our ownership stake in Airplan to 100% by acquiring an additional 7.58% of Airplan’s capital stock. We terminated our agreement to purchase Oriente in 2018.

We purchased the initial 92.42% interest in Airplan for an aggregate price of approximately U.S.\$201.6 million, subject to pricing adjustments and pursuant to a series of agreements with the respective shareholders of Airplan. We paid U.S.\$69.6 million of the purchase price with cash on hand, and obtained an unsecured loan from BBVA in April 2017 to pay the balance of the purchase price. The loan had a term of one year and an interest rate calculated on the basis of the 28-day THIE plus 0.60% from July 31 to October 31, 2017; THIE plus 0.85% from October 31, 2017 to January 31, 2018; THIE plus 1.10% from January 31 to April 30, 2018 and THIE plus 1.60% from April 30 to July 31, 2018. This loan was paid in October 2017.

Concurrently, in October 2017, we, through Aeropuerto de Cancún, obtained two loans of Ps.2,000.0 million each, one with BBVA and the other with Banco Santander. We guaranteed Aeropuerto de Cancún's obligations under these loans. While the BBVA and Banco Santander loans were outstanding, we and our subsidiaries were not permitted to create any liens upon any of our property, make any fundamental change to our corporate structure or sell any of our assets that exceed more than 10.0% of our consolidated total assets as of the most recent fiscal quarter prior to the sale. These loans further required that we and our subsidiaries maintain a consolidated leverage ratio equal to or less than 3.50:1.00 and a consolidated interest coverage ratio equal to or greater than 3.00:1.00 as of the last day of each fiscal quarter. As of December 31, 2021 and 2022, the consolidated leverage ratio calculated under this agreement was 3.00:1.00 and 1.20:1.00, respectively. Failure to comply with these covenants would have restricted our ability to pay dividends to our shareholders. The remaining balance on the BBVA loan was repaid on October 13, 2021, and on October 18, 2021, we, Aeropuerto de Cancún, entered into a seven-year loan agreement with BBVA for a principal amount of Ps. 2,000 maturing October 2028, with an annual TIIE rate plus an applicable margin. On September 29, 2021, we prepaid the remaining Ps. 2,000 million balance on the Santander loan and concurrently, through Aeropuerto de Cancún, we obtained a three-year term loan from this bank for a principal amount of Ps.2,650 million maturing on September 28, 2024 at a 28-day TIIE rate plus 150 basis points. On November 29, 2022, we prepaid Ps. 650 million of the principal amount outstanding under the Santander loan, resulting in a outstanding balance of Ps. 2,000 million.

### **Master Development Programs in Mexico**

Under the terms of our Mexican concessions, each of our subsidiary concession holders is required to submit an updated master development plan for approval by the Ministry of Infrastructure, Communications and Transportation every five years. Each master development plan covers a 15-year period and includes investment commitments for the regulated part of our business (including certain capital expenditures and improvements) for the succeeding five-year period and investment projections for the regulated part of our business (including certain capital expenditures and improvements) for the remaining 10 years (indicative investments). Once approved by the Ministry of Infrastructure, Communications and Transportation, these commitments become binding obligations under the terms of our Mexican concessions. Committed investments are minimum requirements, and our capital expenditures may exceed our investment commitments in any period. In June 2018, the Ministry of Infrastructure, Communications and Transportation approved each of our current updated master development plans. These plans are in effect from January 1, 2019 to December 31, 2023. In August, 19 2020, the Ministry of Infrastructure, Communications and Transportation approved the deferral of Ps.2,292.4 million of committed investments for projects contained in the master development plans and authorized for 2020 to the year 2021, due to the health emergency generated by COVID-19. Additionally, on October 29, 2020, we filed a request with the Ministry of Infrastructure, Communications and Transportation for an extraordinary review of the Mexican maximum rates, which was approved on April 7, 2021, and resulted in a reduction in committed investments and an increase in the Mexican maximum rates in the master development plans for the years 2021 to 2023.

The following table sets forth our committed investments for the regulated part of our business for each Mexican airport pursuant to the terms of our current master development plans for the periods presented. Even though we have committed to invest the amounts in the table, those amounts could be lower or higher depending on the cost of each project.

### Committed Investments

Airport	Committed Investments					Totals
	Year ended December 31,					
	2019	2020	2021	2022	2023	
	<i>(millions of constant Mexican pesos as of December 31, 2022)<sup>(1)</sup></i>					
Cancún	1,556.6	<sup>(2)</sup> 2,218.5	<sup>(2)</sup> 1,737.2	<sup>(2)</sup> 1,063.0	<sup>(2)</sup> 266.6	6,841.9 <sup>(2)</sup>
Cozumel	46.1	84.4	139.7	83.2	29.2	382.6
Huatulco	263.1	125.9	95.4	115.2	109.7	709.3
Mérida	534.4	822.0	921.7	483.3	18.0	2,779.4
Minatitlán	46.8	31.7	64.3	22.7	10.5	176.0
Oaxaca	112.6	229.9	152.4	71.9	25.6	592.4
Tapachula	17.4	11.8	331.1	289.7	42.8	692.8
Veracruz	131.3	163.5	194.5	72.6	35.6	597.5
Villahermosa	149.3	158.7	199.8	44.2	34.6	586.6
<b>Total</b>	<b>2,857.6</b>	<b>3,846.4</b>	<b>3,836.1</b>	<b>2,245.8</b>	<b>572.6</b>	<b>13,358.5</b>

(1) Based on the Mexican construction price index in accordance with the terms of our master development plan.

(2) As of December 31, 2022, we have invested Ps.2,245.8 million (which is included in the investment commitments for this period shown above).

The following table sets forth our committed and indicative investments for the regulated part of our business for each Mexican airport pursuant to the terms of our current master development plans for the periods presented.

Airport	Committed Investments	Indicative Investments	
	January 1, 2019- December 31, 2023	January 1, 2024- December 31, 2028	January 1, 2029- December 31, 2033
	<i>(millions of constant Mexican pesos as of December 31, 2022)<sup>(1)</sup></i>		
Cancún	6,841.9 <sup>(2)</sup>	7,240.7	5,769.2
Cozumel	382.6	485.5	278.0
Huatulco	709.3	496.7	254.9
Mérida	2,779.4	800.9	594.3
Minatitlán	176.0	301.5	107.2
Oaxaca	592.4	962.6	201.1
Tapachula	692.8	170.1	189.6
Veracruz	597.5	447.0	576.9
Villahermosa	586.6	404.5	550.3
<b>Total</b>	<b>13,358.5</b>	<b>11,309.5</b>	<b>8,521.5</b>

(1) Based on the Mexican construction price index in accordance with the terms of our master development plan.

(2) As of December 31, 2022, we have invested Ps. 2,245.8 million (which is included in the investment commitments for this period shown above).

## BUSINESS OVERVIEW

We hold concessions to operate, maintain and develop nine airports in the southeast region of Mexico for fifty years from November 1, 1998. As operators of these airports, we charge airlines, passengers and other users fees for the use of the airports' facilities. We also derive rental and other income from commercial activities conducted at our airports, such as the leasing of space to restaurants and retailers. Our Mexican concessions include the concession for Cancún Airport, which was the second busiest airport in Mexico in 2021 in terms of passenger traffic, and the busiest in terms of international passengers in regular service, according to the *Dirección General de Aeronáutica Civil*, or General Office of Civil Aviation, Mexico's federal authority on aviation. We also hold concessions to operate the airports in Cozumel, Huatulco, Mérida, Minatitlán, Oaxaca, Tapachula, Veracruz and Villahermosa.

We own a controlling interest in Airplan. Airplan has concessions to operate the following airports in Colombia: the Enrique Olaya Herrera Airport in Medellín, the José María Córdova International Airport in Rionegro, the Los Garzones Airport in Montería, the Antonio Roldán Betancourt Airport in Carepa, the El Caraño Airport in Quibdó and the Las Brujas Airport in Corozal. For more information on the concessions in Colombia, see "Item 4. Information on the Company-Colombian Regulatory Framework-Scope of Colombian Concessions and General Obligations."

In addition, our subsidiary Aerostar holds a lease to operate, maintain and develop the LMM Airport, in San Juan, Puerto Rico, for an initial term of forty (40) years from February 27, 2013 (the "LMM Lease").

On April 17, 2023, we published our Sustainability Report for the year 2022 (the "Sustainability Report"). The purpose of this report is to describe the measures we implemented towards achieving our environmental, social and governance goals, and to set new strategic objectives to the benefit of the company and our stakeholders. The Sustainability Report covers our and our subsidiaries' operations from January 1, 2022 to December 31, 2022, with a particular focus on human rights, working conditions, environment and anticorruption matters. In 2022, we established a Sustainability Committee that reports to our Board of Directors, in line with our 2021 Sustainability Report. In the short and medium terms (2023-2026), our main sustainability objectives are to work towards emissions reductions and energy efficiency through both on-site and off-site generation of solar power, adopt measures to supplement our water consumption with systems to capture and use rainwater, promote diversity in our workforce and on the company's Board, aim to achieve equitable pay, and create succession plans for our independent Board members and key executives. In the long term, we intend to make our operations carbon neutral, promote gender equity, align our corporate governance with best practice and increase our participation in and support for local communities. Our Sustainability Report is available on our website at [www.asur.com.mx](http://www.asur.com.mx). For the avoidance of doubt, our Sustainability Report is not incorporated in, and should not be viewed as part of, this Annual Report on Form 20-F.

### Mexico

Mexico is one of the main tourist destinations in the world. Mexico has historically ranked in the top 10 countries worldwide in terms of foreign visitors, with approximately 24.8 million visitors in 2020, 31 million visitors in 2021 and 38.3 million visitors in 2022, according to the Mexican Ministry of Tourism. Within Latin America and the Caribbean, Mexico ranked first in 2020, 2021, and 2022 in terms of number of foreign visitors and income from tourism, according to the World Tourism Organization. The tourism industry is one of the largest generators of foreign exchange in the Mexican economy. Within Mexico, the southeast region (where our airports are located) is a principal tourist destination due to its beaches and cultural and archeological sites, which are served by numerous hotels and resorts.

Cancún and its surroundings were the most frequently visited international tourism destination in Mexico in 2022, according to the Mexican Ministry of Tourism. Cancún Airport represented 74.2%, 76.6%, and 76.8% of our Mexican passenger traffic volume and 70.8%, 73.3%, and 77.1% of our Mexican revenues in 2020, 2021, and 2022, respectively. As of December 31, 2022, Cancún had 34,303 hotel rooms, according to the Mexican Ministry of Tourism. We believe that Cancún Airport benefits from its proximity to the Mayan Riviera, a 129-kilometer (80-mile) stretch of coastal resorts and hotels that is among Mexico's most rapidly developing tourism areas. According to Mexican Ministry of Tourism, the Mayan Riviera had 46,773 hotel rooms as of December 31, 2022.

Our Mexican airports served approximately 16.5 million passengers in 2020, approximately 29.1 million passengers in 2021 and approximately 39.5 million passengers in 2022. For year-by-year passenger figures, see “Item 4. Information on the Company—Business Overview—Our Mexican Airports.”

The United States currently is a significant source of passenger traffic volume in our Mexican airports. In 2020, 2021 and 2022 international passengers represented 44.1%, 48.3% and 52.7% respectively, of the total passenger traffic volume in our Mexican airports. In 2020, 2021 and 2022, 66.2%, 76.4% and 63.4%, respectively, of the international passengers in our Mexican airports traveled on flights originating in or departing to the United States. As of December 31, 2022, 2 Mexican and 16 international airlines, including United States-based airlines such as American Airlines and United Airlines, operated flights, directly or through code-sharing arrangements (where one aircraft has two or more flight numbers of different, allied airlines), that originated from or departed for the United States at our Mexican airports.

The following table sets forth our revenues from our Mexican operations for the period presented.

	Year ended December 31,		
	2020	2021	2022
	(thousands of Mexican pesos)		
<b>Revenues:</b>			
Aeronautical Services	Ps. 3,115,335	Ps. 6,206,649	Ps. 9,945,180
Non-Aeronautical Services	2,517,816	4,384,946	6,297,790
Construction Services	3,296,482	2,908,604	2,268,620
<b>Total</b>	<b>8,929,633</b>	<b>13,500,199</b>	<b>18,511,590</b>

## Aeronautical Services

### General

Aeronautical services represent the most significant source of our revenues at our Mexican airports. All of our revenues from aeronautical services are regulated under the “dual-tilt” price regulation system applicable to our Mexican airports. For more information on the “dual-tilt” price regulation system, see “Item 4. Information on the Company—Mexican Regulatory Framework—Price Regulation—Regulated Revenues.”

Our revenues from aeronautical services are derived from: passenger charges, landing charges, aircraft parking charges, charges for the use of passenger walkways and charges for the provision of airport security services. Charges for aeronautical services generally are designed to compensate an airport operator for its infrastructure investment and maintenance expense. Aeronautical revenues are principally dependent on three factors: passenger traffic volume, the number of air traffic movements and the weight of the aircraft. In 2020, 2021 and 2022, 42.9%, 50.1% and 55.6% of our consolidated revenues, respectively, were derived from aeronautical services.

### Passenger Charges

At our Mexican airports, we collect a passenger charge for each departing passenger on an aircraft (other than diplomats, infants and transfer and transit passengers). We do not collect passenger charges from arriving passengers. Passenger charges are automatically included in the cost of a passenger’s ticket and generally collected twice monthly from each airline. As of November 2022, the charge for international passengers was U.S.\$ 27.5, U.S.\$ 39.7, U.S.\$ 34.00, U.S.\$ 36.00, U.S.\$ 28.00, U.S.\$ 29.00, U.S.\$ 28.00, U.S.\$ 32.00 and U.S.\$ 32.00, for Cancún, Cozumel, Huatulco, Mérida, Minatitlán, Oaxaca, Tapachula, Veracruz and Villahermosa airports, respectively. As of November 2022, the charge for Mexican domestic passengers was Ps. 200.00, Ps. 300.00, Ps. 470.00, Ps. 500.00, Ps. 506.00, Ps. 490.00, Ps. 487.00, Ps. 500.00 and Ps. 500.00, for our Cancún, Cozumel, Huatulco, Mérida, Minatitlán, Oaxaca, Tapachula, Veracruz and Villahermosa airports, respectively. International passenger charges are currently dollar-denominated, but generally collected in Mexican pesos based on the average exchange rate during the month prior to the flight. Mexican domestic passenger charges are peso-denominated. In each of 2020, 2021 and 2022, passenger charges at our Mexican airports represented 45.4%, 53.0%, and 58.5%, respectively, of our aeronautical revenues and 19.5%, 26.5% and 32.5%, respectively, of our total consolidated revenues. From time to time, including in 2022, we have offered discounts on passenger charges at certain of our airports.

## ***Aircraft Landing and Parking Charges, Passenger Walkway Charges and Airport Security Charges***

At our Mexican airports, we collect various charges from carriers for the use of our facilities by their aircraft and passengers. For each aircraft's arrival, we collect a landing charge that is based on the average of the aircraft's maximum takeoff weight and the aircraft's weight without fuel. We also collect aircraft parking charges based on the time an aircraft is at an airport's gate or parking position. Parking charges at several of our Mexican airports vary based on the time of day that the relevant service is provided (with higher fees generally charged during peak usage periods at certain of our airports). We collect aircraft parking charges the entire time an aircraft is on our aprons. Airlines are also assessed charges for the connection of their aircraft to our terminals through a passenger walkway. We also assess an airport security charge, which is collected from each airline based on the number of its departing passengers. We provide airport security services at our airports through third-party contractors. We also provide firefighting and rescue services at our airports.

### **Non-aeronautical Services**

#### ***General***

At our Mexican airports, non-aeronautical services have historically generated a proportionately smaller portion of our revenues, but have become an increased source of revenues in recent years. Our revenues from non-aeronautical services are derived from commercial activities (such as the leasing of space in our airports to retailers, restaurants, airlines and other commercial tenants) and access fees charged to providers of complementary services in our airports (such as catering, handling and ground transport). In 2020, 2021 and 2022, 25.4%, 30.6% and 33.8% of our consolidated revenues, respectively, were derived from commercial revenues from our Mexican airports as defined under the Mexican Airport Law and from our international airports (Puerto Rico and Colombia) since June 1, 2017 and October 29, 2017, the dates on which we began consolidating the results of Puerto Rico and Colombia, respectively.

Currently, the leasing of space in our Mexican airports to airlines and other commercial tenants represents the most significant source of our revenues from non-aeronautical services. Although certain of our revenues from non-aeronautical services are regulated under our "dual-till" price regulation system, our revenues from commercial activities (other than the lease of space to airlines and other airport service providers that is considered essential to an airport) are not regulated.

#### ***Commercial Activities***

Leading international airports generally generate an important portion of their revenues from commercial activities. An airport's revenues from commercial activities are largely dependent on passenger traffic, its passengers' level of spending, terminal design, the mix of commercial tenants and the basis of fees charged to businesses operating in the airport. Revenues from commercial activities also depend substantially on the percentage of traffic represented by international passengers due to the revenues generated from duty-free shopping. We believe that revenues from commercial activities account for 31.0% or more of the consolidated revenues of many leading international airports. Accordingly, a significant part of our business strategy is focused on increasing our revenues from commercial activities in Mexican our airports.

In 2013, we opened 27 commercial spaces, including 21 in Cancún, two in Villahermosa, one in Veracruz, one in Cozumel and two in Oaxaca. In 2014, we opened 52 commercial spaces, including 32 in Cancún, four in Mérida, three in Villahermosa, two in Veracruz, five in Cozumel, three in Oaxaca, two in Huatulco and one in Minatitlán. In 2015, we opened 19 commercial spaces, including 14 in Cancún, one in Mérida, one in Veracruz, one in Oaxaca, one in Huatulco and one in Minatitlán. In 2016, we opened 21 commercial spaces, including 10 in Cancún, two in Mérida, one in Villahermosa, six in Veracruz and two in Huatulco. In 2017, we opened 67 commercial spaces, including 64 in Cancún, one in Oaxaca and two in Huatulco. In 2018, we opened 22 commercial spaces, including 15 in Cancún, 3 in Cozumel, 3 in Oaxaca, and one in Tapachula. In 2019, we opened 7 commercial spaces, all in Cancún. In 2020, we opened four commercial spaces, including one in Cancún, one in Mérida and two in Oaxaca. In 2021, we opened nine commercial spaces, including six in Cancún, one in Cozumel and two in Mérida. In 2022, we opened eleven commercial spaces, including nine in Cancún, one in Cozumel and one in Tapachula.

Within our nine Mexican airports, we leased 678 commercial premises through 331 contracts with tenants as of December 31, 2022, including restaurants, banks, retail outlets (including duty-free stores), currency exchange bureaus and car rental agencies. Our most important tenants in terms of occupied space and revenue in 2022 were Dufry México and Controladora Mera and its affiliates.

### ***Access Charges***

At each of our Mexican airports, we earn revenues from charging access fees to various third-party providers of complementary services, including luggage check-in, sorting and handling, aircraft servicing at our gates, aircraft cleaning, cargo handling, aircraft catering services and assistance with passenger boarding and deplaning. Our revenues from access charges are regulated under our “dual-till” price regulation system. Under current regulations, each of these services may be provided by the holder of a Mexican airport concession, by a carrier or by a third party hired by a concession-holder or a carrier. Typically, these services are provided by third parties, whom we charge an access fee based on a percentage of revenues that they earn at our Mexican airports. Under the Mexican Airport Law, third-party providers of complementary services are required to enter into agreements with the respective concession holder at that airport. Nine different contractors provide handling services at our nine Mexican airports.

Consorcio Aeroméxico, the parent company of Aeroméxico, owns Administradora Especializada en Negocios, S.A. de C.V., or Administradora Especializada, the successor company to Servicios de Apoyo en Tierra, or SEAT, a company that provides certain complementary services, such as baggage handling, to various carriers at airports throughout Mexico. SEAT operated at our Mexican airports prior to our commencement of operations under our Mexican concessions and continues to do so through its successor company.

Under the Mexican Airport Law, we are required to provide complementary services at each of our Mexican airports if there is no third party providing such services. Each of our Mexican airports has more than one third party provider of complementary services. Minatitlán Airport has the least third party providers of complementary services with four.

### ***Automobile Parking and Ground Transport***

Each of our Mexican airports has public car parking facilities consisting of open-air parking lots. The only Mexican airport at which we do not charge parking fees is Cozumel. Revenues from car parking at our Mexican airports currently are not regulated, although they could become regulated upon a finding by the COFECE that there are no competing alternatives. On August 21, 2019, the Board of Commissioners of COFECE in Mexico notified Aeropuerto de Cancún of a decision issued on July 25, 2019, which provides for: (i) administrative liability for monopolistic practices (as described in Article 54, Section I and Article 56, Section V of the LFCE (refusal of access)) and (ii) a fine of Ps.73 million. We believe we have sufficient grounds for defense and have appealed COFECE’s decision.

We collect revenues from various commercial vehicle operators, including taxi, bus and other ground transport operators. Our revenues from permanent providers of ground transport services, such as access fees charged to taxis, are regulated activities, while our revenues from non-permanent providers of ground transport services, such as access fees charged to charter buses, are not regulated revenues.

### ***Airport Security***

The *Dirección General de Aeronáutica Civil*, or General Office of Civil Aviation, Mexico’s federal authority on aviation, and the Office of Public Security issue guidelines for airport security in Mexico. At each of our Mexican airports, security services are provided by independent security companies that we hire. In recent years, we have undertaken various measures to improve the security standards at our Mexican airports. These measures included increasing the responsibilities of the private security companies that we hire, the implementation, in accordance with regulations issued by ICAO, of integrated computer tomography and baggage detection system for international and domestic flights to detect explosive traces, the modernization of our carry-on luggage scanning and security equipment, the implementation of strict access control procedures to the restricted areas of our Mexican airports and the installation of a closed-circuit television monitoring system in some of our Mexican airports.

In response to the September 11, 2001 terrorist attacks in the United States, we have taken additional steps to increase security at our Mexican airports. At the request of the Transportation Security Administration of the United States, the General Office of Civil Aviation issued directives in October 2001 establishing new rules and procedures to be adopted at our airports. Under these directives, these rules and procedures were to be implemented immediately and for an indefinite period of time.

To comply with these directives, we reinforced security by:

- increasing and improving the security training of Mexican airport personnel,
- increasing the supervision and responsibilities of both our security personnel and airline security personnel that operate in our Mexican airports,
- issuing new electronic identification cards to Mexican airport personnel,
- reinforcing control of different access areas of our Mexican airports, and
- physically changing the access points to several of the restricted areas of our Mexican airports.

Airlines have also contributed to the enhanced security at our Mexican airports as they have adopted new procedures and rules issued by the General Office of Civil Aviation applicable to airlines. Some measures adopted by the airlines include adding more points for verification of passenger identification, inspecting luggage prior to check-in and reinforcing controls over access to airplanes by service providers (such as baggage handlers and food service providers).

In response to the COVID-19 pandemic, we have implemented several measures, the following of which are currently in place:

- installed disinfectant gel dispensers based on alcohol at a minimum of 70% in public areas and strategic points,
- the use of facemasks is recommended in all areas,
- provided personal protection equipment (PPE) (facemasks, gloves, face shields) to all our airport personnel,
- installed ozone air purifiers at key locations to minimize airborne viruses,
- installed floor markings to aid social distancing, added decals in our passenger benches to ensure safe spacing, and displayed COVID-19 and hygiene information throughout our airports,
- installed protective acrylics to minimize the transmission routes of COVID-19 between passengers and personnel in the airport facilities, including at information modules and commercial areas, such as stores and rental companies,
- increased the cleaning and sanitation cycles in all areas of our facilities, including through the increased use of disinfectants and the daily cleaning of transport equipment,
- installed trash cans for the exclusive deposit of waste PPE,
- established guidelines for effective, efficient and recurrent supervision of compliance with health measures to prevent the spread of COVID-19,
- circulated to airport personnel informational materials on preventive measures and questionnaires to detect health risks,

## Fuel

As part of the amendments that opened Mexico's airports to private investment, all airport property and installations related to the supply and storage of aircraft fuel were retained by the Mexican Airport and Auxiliary Services Agency (*Aeropuertos y Servicios Auxiliares*) considering that concession holders were forbidden to provide such services. Pursuant to our Mexican concessions, the Mexican Airport and Auxiliary Services Agency entered into several agreements, under which it was obligated to pay to each of our subsidiary concession holders a fee for access to our facilities equivalent to 1.0% of the service charge for fuel supply. As of January 1, 2015, and as a result of certain structural reforms in Mexico's constitutional and regulatory framework in connection with, among other things, the energy sector, private parties are now eligible to store, commercialize, distribute and supply fuel in airports to air carriers, air operators and third-party service providers of non-aeronautical services. In order to store, commercialize, distribute and supply fuel in airports, the eligible private parties are required to obtain the relevant permit from the Energy Regulatory Commission (*Comisión Reguladora de Energía*). In addition, third-party service providers of non-aeronautical services are required to obtain a favorable opinion from the Mexican Ministry of Energy (*Secretaría de Energía*), the Mexican Ministry of Infrastructure, Communications and Transportation (*Secretaría de Infraestructura, Comunicaciones y Transportes*) and the office of Mexico's attorney general in order to be able to acquire such fuel. As of April 17, 2023, one third-party service provider is currently selling fuel at our Mexican airports.

## Construction Services Revenue

Under IFRS, an operator of a service concession that is required to make capital improvements to concessioned assets, such as us, is deemed to provide construction or upgrade services. Revenues from construction services are recognized in accordance with the methods prescribed (input method) for measuring progress towards completion of each project, as approved by the grantor. Improvements made are expected to complement the infrastructure of the airports operated by the Company. Revenues from construction services are not subject to regulation under our dual-till price regulation system in Mexico, Colombia and Puerto Rico.

## Our Mexican Airports

In 2022, our Mexican airports served a total of 39.5 million passengers, 52.7% of which were international passengers. In 2022, Cancún Airport accounted for 76.8% of our Mexican passenger traffic volume and 77.1% of our Mexican revenues.

All of our Mexican airports are designated as international airports under Mexican law, which indicates that they are equipped to receive international flights and have customs and immigration facilities.

The following table sets forth the number of passengers served by our Mexican airports based on flight origination or destination.

	Passengers by Flight Origin or Destination <sup>(1)</sup>					Percentage of total 2022
	Year ended December 31,					
	2018	2019	2020	2021	2022	
	(in thousands)					
<b>Región</b>						
Mexico <sup>(2)</sup>	16,269	17,112	9,423	15,431	19,135	48.4 %
United States	10,165	9,741	4,818	10,765	13,197	33.4 %
Canada	2,449	2,701	1,110	510	2,112	5.4 %
Europe	2,043	2,102	454	918	2,266	5.7 %
Latin America	2,321	2,506	724	1,514	2,815	7.1 %
<b>Total</b>	<b>33,247</b>	<b>34,162</b>	<b>16,259</b>	<b>29,138</b>	<b>39,525</b>	<b>100.0 %</b>

(1) Figures exclude passengers in transit and private aviation passengers.

(2) Figures include international passengers on domestic flights; in 2022, such passengers accounted for 2.1% of all Mexican domestic passengers.

In 2020, 2021 and 2022, 56.8%, 55.6% and 52.6%, respectively, of our Mexican domestic passengers traveled to or from Mexico City through the Mexico City International Airport (AICM).

The following table sets forth the total traffic volume and air traffic movements in our nine Mexican airports for the periods presented.

	<b>Airport Traffic</b>				
	<b>Year ended December 31,</b>				
	<b>2018</b>	<b>2019</b>	<b>2020</b>	<b>2021</b>	<b>2022</b>
	(in thousands)				
<b>Passengers:</b>					
<b>Total</b>	<u>33,247.3</u>	<u>34,161.9</u>	<u>16,528.7</u>	<u>29,138.5</u>	<u>39,524.0</u>
<b>Air Traffic Movements</b>					
<b>Total</b>	<u>342.1</u>	<u>335.5</u>	<u>205.6</u>	<u>303.6</u>	<u>360.4</u>

The following table sets forth the passenger traffic volume for each of our Mexican airports during the periods indicated:

	<b>Passenger Traffic</b>				
	<b>Year ended December 31,</b>				
	<b>2018</b>	<b>2019</b>	<b>2020</b>	<b>2021</b>	<b>2022</b>
	(in thousands)				
Cancún	25,202.0	25,482.0	12,259.1	22,318.5	30,343.0
Mérida	2,451.6	2,790.7	1,297.3	2,079.5	3,079.6
Veracruz	1,488.6	1,475.6	721.2	1,103.5	1,333.6
Villahermosa	1,227.7	1,245.0	638.5	976.5	1,214.2
Oaxaca	951.0	1,196.3	590.8	913.9	1,304.0
Huatulco	819.3	892.3	402.7	692.2	971.0
Cozumel	579.7	546.4	268.3	531.7	663.3
Tapachula	330.6	385.5	280.5	424.2	503.3
Minatitlán	196.8	148.2	70.3	98.5	112.0
<b>Total</b>	<u>33,247.3</u>	<u>34,162.0</u>	<u>16,528.7</u>	<u>29,138.5</u>	<u>39,524.0</u>

The following table sets forth the air traffic movements in each of our Mexican airports during the periods indicated:

	<b>Air Traffic Movements by Airport<sup>(1)</sup></b>				
	<b>Year ended December 31,</b>				
	<b>2018</b>	<b>2019</b>	<b>2020</b>	<b>2021</b>	<b>2022</b>
Cancún	190,187	183,840	106,678	176,549	214,340
Mérida	50,091	52,341	33,662	39,273	51,589
Veracruz	27,200	24,662	14,624	18,476	19,932
Villahermosa	18,246	18,849	14,049	17,665	19,751
Oaxaca	18,635	20,834	11,804	15,899	18,787
Cozumel	15,065	12,624	9,285	15,146	13,123
Tapachula	8,867	8,603	7,983	9,606	9,706
Huatulco	9,356	10,098	5,178	7,934	9,904
Minatitlán	4,405	3,613	2,329	3,045	3,300
<b>Total</b>	<u>342,052</u>	<u>335,464</u>	<u>205,592</u>	<u>303,593</u>	<u>360,432</u>

(1) Includes departures and landings.

The following table sets forth the air traffic movements in our Mexican airports for the periods indicated in terms of commercial, charter and general aviation:

	<b>Air Traffic Movements by Aviation Category</b>				
	<b>Year ended December 31,</b>				
	<b>2018</b>	<b>2019</b>	<b>2020</b>	<b>2021</b>	<b>2022</b>
Commercial Aviation	285,163	280,635	162,859	250,646	298,398
Charter Aviation	3,606	2,534	1,650	3,431	2,217
General Aviation <sup>(1)</sup>	53,283	52,295	41,083	49,516	59,817
<b>Total</b>	<b><u>342,052</u></b>	<b><u>335,464</u></b>	<b><u>205,592</u></b>	<b><u>303,593</u></b>	<b><u>360,432</u></b>

(1) General aviation generally consists of small private aircraft.

### ***Cancún International Airport***

Cancún International Airport (the “Cancún Airport”) is our most important airport in terms of passenger volume, air traffic movements and contribution to revenues. In 2022, Cancún Airport was the second busiest airport in Mexico in terms of passenger traffic and the first busiest in terms of international passengers in regular service, according to the General Office of Civil Aviation, Mexico’s federal authority on aviation. The airport is located approximately 16 kilometers (10 miles) from the city of Cancún, which has a population of 935,039. A substantial majority of the airport’s international passengers (66.5% in 2020, 76.2% in 2021, and 62.7% in 2022) began or ended their travel in the United States. The airport’s most important points of origin and destination are Mexico City, Monterrey, Dallas, Houston and Guadalajara. Due to the airport’s significant number of passengers from the United States, its traffic volume and results of operations are substantially dependent on economic conditions in the United States. See “Item 3. Key Information—Risk Factors—Risks Related to Our Operations—Our business could be adversely affected by a downturn in the economies of the United States or Mexico” and “Item 3. Key Information—Risk Factors—Risks Related to Our Operations—The COVID-19 pandemic has had and could continue to have a negative impact on our operations.”

During 2022, approximately 30.3 million passengers traveled through Cancún Airport, principally through Terminal 2, Terminal 3, which was opened in May 2007 and Terminal 4, which was opened in November 2017. After having closed in October 2005 following Hurricane Wilma, Terminal 1 was reopened in November 2013 to service an increased flight schedule of low-cost airlines such as VivaAerobus and MagniCharters.

Cancún is located in the state of Quintana Roo. Cancún and its surroundings were the most visited international tourism destination in Mexico in 2022, according to the Mexican Ministry of Tourism. According to Mexican Ministry of Tourism, the Cancún area had 35,943 hotel rooms as of December 31, 2022. Although Cancún may be reached by land, sea or air, we believe most tourists arrive by air through Cancún Airport. By air, Cancún is approximately one and a half to five hours from most major cities in the United States and 10 to 13 hours from most major European cities.

Cancún is located near beaches, coral reefs, ecological parks and Mayan archeological sites. Cancún Airport serves travelers visiting the Mayan Riviera, which stretches from Cancún south to the Mayan ruins at Tulum, and includes coastal hotels and resorts in the towns of Playa del Carmen, Tulum and Akumal. According to the Mexican Ministry of Tourism, the greater Cancún area (including the Mayan Riviera) was estimated to have an aggregate of 82,717 hotel rooms as of December 31, 2022.

Since most of the airport’s passengers are tourists, the airport’s traffic volume and results of operations are influenced by the perceived attractiveness of Cancún as a tourist destination. See “Item 3. Key Information—Risk Factors—Risks Related to Our Operations—Our business is highly dependent upon revenues from Cancún International Airport.”

The airport's facilities include a total of 68 aircraft parking stands, 18 of which are remote aircraft parking stands. Terminal 1 (the charter and low-cost airline terminal), Terminal 2 (the old main terminal, which includes a wing referred to as the satellite wing), Terminal 3 (the terminal that commenced operations in May 2007 as described below), Terminal 4 (the terminal that commenced operations in November 2017 as described below) and a general aviation building that handles private aircraft. The airport has 68 gates, 40 of which are accessible by passenger walkways. Terminal 1 has 7 contact gates. Terminal 2 has 9 gates accessible by passenger walkways, 3 contact gates and 10 remote gates. Terminal 3 has 17 boarding gates accessible by passenger walkways and 6 remote gates. Terminal 4 has 14 boarding gates accessible by passenger walkways and 2 remote gates. The airport has 594 retail outlets located throughout Terminals 1, 2, 3 and 4 and one bank branch located in Terminal 2.

Terminal 1 in Cancún Airport, which we acquired on June 30, 1999, has an area of 20,383 square meters (approximately 234.0 thousand square feet).

As part of our commercial strategy, in the fourth quarter of 2005 we completed an expansion of 8,224 square meters (approximately 88.6 thousand square feet) and a remodeling of 1,387 square meters (approximately 14.4 thousand square feet), giving us a total of 52,522 square meters (approximately 563.3 thousand square feet) in Cancún Airport's Terminal 2. As part of our Mexican Master Development Program, we remodeled Terminal 2 in 2014. Specifically, we added security checkpoints and remodeled the space to improve passenger traffic. The remodel freed up space on the ground floor and upper level of Terminal 2 and, as a result, we were able to add new commercial spaces to the terminal.

On December 6, 2005, we began construction on Terminal 3, which we opened on May 17, 2007, and which began operations on May 18, 2007. With a total investment of approximately U.S.\$100.0 million, Terminal 3 constitutes our most ambitious investment project to-date. Terminal 3 doubled international passenger capacity at Cancún Airport. The new building, measuring a total area of 45,263 square meters (approximately 487.2 thousand square feet), has capacity for 84 check-in counters and 11 boarding gates with boarding bridges and four remote boarding gates served by buses, as well as 27 retail outlets and one bank branch. The terminal features state-of-the-art passenger information systems and security equipment, including the first CT scanning system (a system that uses x-rays to form a three-dimensional model of the contents of a piece of luggage) in Mexico for all checked baggage.

Furthermore, in order to accommodate expected increases in passenger traffic and operations, the expansion of Terminal 3 was completed in 2015 as part of our master development program in Mexico. As part of the expansion, we carried out a remodeling of the security checkpoints, including the installation of additional security lines with X-ray equipment and more waiting areas, an expansion of the baggage reclaim area by approximately 1,800 square meters and the construction of additional carousels with larger flow space, an expansion of the customs area by approximately 1,400 square meters, a remodeling of the check-in area, including an expansion by approximately 700 square meters and the addition of approximately 30 new service counters, and the redesign of the boarding lounge to accommodate six additional contact stands and a mezzanine level for arrivals.

Terminal 4 opened in November 2017. Equipped with a total of 14 boarding gates, Terminal 4 can cater to up to nine million domestic and international passengers a year. On April 7, 2021, the Ministry of Infrastructure, Communications and Transportation approved our request for an extraordinary review of the Mexican maximum rates, which allowed us to complete the construction of the terminal. Consequently, the airport's passenger handling capacity as of December 31, 2021 was 22.3 million passengers per year.

Terminal 4 is located to the west of the existing airport facilities, between runway ends 12L and 12R. The terminal building currently has a surface area of more than 64,000 square meters, as well as 10 security filters and 14 aircraft parking stands, each with its own boarding bridge. Terminal 4 has been designed to be easily expandable when capacity increases are required, without causing disruption in day-to-day operations, and will maintain separate passenger flows for domestic and international passengers. In addition, the terminal has a multi-level floor plan, with the upper level reserved for departing passengers and the mezzanine and lower levels for arriving passengers. The new terminal consists of ten buildings with two-level double height spaces and a mezzanine level.

Cancún Airport currently has two runways. The first runway has a length of 3,500 meters (2.2 miles). The second runway, which was completed in 2009, has a length of 2,800 meters (1.7 miles). Along with the second runway, we also built a new control tower at Cancún Airport in 2009.

In April 2006, we obtained a license to develop cargo facilities at Cancún Airport, which are currently being operated by our subsidiary Caribbean Logistics, S.A. de C.V. (previously Asur Carga, S.A. de C.V.).

Due to the health emergency due to COVID-19, Terminal 2 closed on April 14, 2020 and reopened on July 14, 2020 and Terminal 3 closed on April 18, 2020 and reopened on October 27, 2020.

### ***Mérida International Airport***

Mérida International Airport (the “Mérida Airport”) serves the inland city of Mérida, which has a population of 969,349, and surrounding areas in the state of Yucatán. Mérida Airport ranked second among our Mexican airports in 2022 in terms of passenger traffic. The substantial majority of this airport’s passengers are domestic. The airport’s primary point of origin and destination is Mexico City. In 2022, approximately 3.08 million passengers traveled through Mérida Airport.

Mérida Airport attracts a mix of both business travelers and tourists. The city of Mérida is an established urban area with numerous small and medium-sized businesses. The city is approximately 120 kilometers (75 miles) by highway from Chichen Itza and approximately 80 kilometers (50 miles) from Uxmal, pre-Columbian archeological sites that attract a significant number of tourists.

The airport has two perpendicular runways, one with a length of 3,200 meters (2.0 miles) and another with a length of 2,300 meters (1.4 miles). The airport has one terminal, with seven gates accessible by passenger walkways and six boarding positions without walkways.

In 2020, 2021 and 2022, 20,074, 22,458 and 24,126 metric tons of cargo, respectively, were transported through Mérida Airport, making it our second airport in terms of cargo volume. In 2020, 2021 and 2022, Mérida represented 42.9%, 35.2% and 29.9%, respectively, of our total cargo volume.

There are currently 48 commercial spaces operating at Mérida Airport. One business is operated by Grupo de Desarrollo del Sureste, S.A. de C.V. (GDS) pursuant to a long-term lease contract that terminated on January 1, 2009. This lease allowed GDS to construct and develop the airport’s air cargo terminal. Because GDS continued operating the business notwithstanding the termination of the lease, we initiated legal proceedings to have them evicted. A final judgment was issued in February 2017, terminating the lease agreement and ordering the return of 80,000 leased square meters to us. In December 2017, an area of 78,000 square meters was judicially delivered to us, and in May 2018, we recovered full possession of the building leased to customs agents. However, despite two judgments in our favor, as of April 8, 2022, the return of 14,000 square meters currently in the possession of GDS remains pending.

On December 15, 2020, we filed a petition before the District Court of Mérida regarding the failure by GDS to voluntarily deliver the remaining property. On January 14, 2021, the District Court of Mérida published an opinion stating that the remaining property had not been delivered to us, and therefore we petitioned the Ninth Civil Court of Mexico City to order the forced delivery of the remaining property. The Ninth Civil Court of Mexico City is currently considering our request.

The proceedings are currently suspended because GDS has filed various legal remedies against the judgments issued by the Ninth Civil Court of Mexico City, including a request for annulment filed by GDS against the customs authority’s refusal to extend the authorization granted to GDS in 1993 with respect to the provision of customs bonded warehouse services. Additionally, three claims (*amparos*) were filed against GDS by companies alleging to have contracted the bonded warehouse services currently suspended. Until a decision with respect to these proceedings is made, GDS may continue to refuse to return the property currently in its possession.

In addition to the business formerly operated by GDS, we opened a retail store in the terminal in August 2007 and a car rental company was opened in October 2009. Our concession provides us the right to collect landing charges and parking charges for aircraft using the cargo terminal.

As of April [-], 2023, the three appeals filed by GDS have been resolved in favor of Mérida Airport, and one amparo is still under review by the Federal Civil and Administrative Court in Merida. Despite the favorable appeals, GDS has filed another appeal alleging that the return of the 14,000 square meters of land is improper because such land is owned by the Mexican Ministry of Finance and Public Credit. We filed a response to such appeal and a hearing is scheduled for March 30, 2023. We believe this claim will not proceed, as GDS has already exhausted all its judicial remedies in connection with this claim.

### ***Cozumel International Airport***

Cozumel International Airport (the “Cozumel Airport”) is located on the island of Cozumel in the state of Quintana Roo. The airport primarily serves foreign tourists. During 2022, 663,270 passengers traveled through Cozumel International Airport, most of which were international passengers. Cozumel is the most frequently visited destination for cruise ships in Mexico, hosting approximately 1.1 million, 650,117 and 2.9 million cruise ship visitors in 2020, 2021, and 2022, respectively. Cozumel has one of the world’s largest coral reserves, and many passengers traveling to Cozumel are divers. The airport’s most important points of origin and destination are Mexico City, Houston and Dallas. The island of Cozumel has a population of 107,509.

The airport has a commercial runway with a length of 2,700 meters (1.7 miles). The airport has one main commercial terminal with six boarding positions and a total area of 12,071 square meters (approximately 129.93 thousand square feet). The airport also has a general aviation building for small private aircraft. There are currently 37 commercial spaces operating at Cozumel Airport.

### ***Villahermosa International Airport***

Villahermosa International Airport (the “Villahermosa Airport”) is located in the state of Tabasco, approximately 75 kilometers (46.9 miles) from Palenque, a Mayan archeological site. The city of Villahermosa has a population of 1.2 million. Oil exploration is the principal business activity in the Villahermosa area, and most of the airport’s passengers are businesspeople working in the oil industry. During 2022, the airport served approximately 1.2 million passengers, substantially all of which arrived on domestic flights. The airport’s most important points of origin and destination are Mexico City and Monterrey.

As a result of a modernization project carried out in 2006, the airport’s commercial aviation apron was extended by a total of 12,521 square meters (approximately 134.6 thousand square feet), representing an increase of 87.0%. The terminal building was expanded from 5,463 square meters (approximately 58.7 thousand square feet) to 9,584 square meters (approximately 103.2 thousand square feet), representing an increase of 77.0%. There are currently 24 commercial spaces operating at Villahermosa Airport.

The airport has one runway with a length of 2,200 meters (1.4 miles), which was repaired in 2010. The airport’s terminal has eight contact positions, including four with telescopic corridors for the direct boarding and deplaning of passengers between the aircraft and the terminal building.

In February 2014, the Palenque International Airport opened in the city of Palenque, 46.9 miles from Villahermosa. We do not believe the Palenque International Airport has had an impact on passenger traffic at Villahermosa Airport and we estimate that any impact that may be experienced in the future would not be significant.

### ***Oaxaca International Airport***

Oaxaca International Airport (the “Oaxaca Airport”) serves the city of Oaxaca, which is the capital of the state of Oaxaca. The city of Oaxaca, located 390 kilometers (243.8 miles) from the Pacific coast, has a population of 459,553. The airport served 1.3 million passengers in 2022, most of which were domestic. The airport’s passengers are primarily Mexican businesspeople and tourists, thus its passenger volume and results of operations are dependent on Mexican economic conditions. Oaxaca is a picturesque colonial city located near several tourist attractions, including the archeological ruins of Monte Alban and Mitla. The airport’s most important point of origin and destination is Mexico City and Tijuana.

The airport has one runway with a length of 2,450 meters (1.5 miles) and a terminal building with nine contact positions. The airport also includes a general aviation building for small private airplanes with 38 positions and two additional positions for helicopters. There are currently 27 commercial spaces operating at Oaxaca Airport.

### ***Veracruz International Airport***

Veracruz International Airport (the “Veracruz Airport”) is located in the city of Veracruz along the Gulf of Mexico. The city of Veracruz has a population of 752,595. Veracruz is one of the busiest ports in Mexico, accounting for 15.7% of all commercial traffic in Mexican ports, and is the location of the country’s largest container terminal. According to the Mexican Bureau of Ports, Veracruz accounted for 11.9% of all waterborne cargo handled by Mexican ports in 2022. In 2022, the airport served approximately 1.3 million passengers. Because the airport’s passengers are primarily Mexican business people, its passenger volume and results of operations are dependent on Mexican economic conditions. The airport’s most important points of origin and destination are Mexico City, Cancún, Monterrey and Guadalajara.

The original 4,065 square meters (43,700 square feet) of the terminal building at the airport were remodeled in 2005, and an extension of 2,000 square meters (21,500 square feet) was added, representing an increase of 49.0%. In addition, special collapsible jetways were built to protect passengers during boarding and disembarking, along with a new international baggage claim facility and bigger, newer offices and facilities for federal authorities. There are currently 27 commercial spaces operating at Veracruz Airport.

At the end of 2015, we concluded an extensive remodeling and expansion project in the terminal building at the Veracruz Airport, as foreseen in our Master Development Program in Mexico. In response to increased passenger numbers and with the aim of maintaining service standards, the surface area of the terminal building was expanded by 174% to over 17,500 square meters, with the installation of three new boarding gates with passenger boarding bridges, for a total of 9 gates. The expansion project has created increased capacity in baggage-screening facilities, queuing areas and counters for check-in, security filters, boarding lounges, luggage-reclaim areas, and public car parking, among other functional areas of the terminal-building complex. The new design of the terminal building also improves the separation of domestic and international passenger flows.

The airport has one perpendicular runway with a length of 2,400 meters (1.5 miles). The airport has one main commercial terminal. The airport also has a general aviation building for small private aircraft with 10 positions and seven additional positions for helicopters.

### ***Huatulco International Airport***

Huatulco International Airport (the “Huatulco Airport”) serves the Huatulco resort area in the state of Oaxaca on Mexico’s Pacific coast. Huatulco has a population of 45,857, and was first developed as a tourist resort in the late 1980s. The airport served 971,035 passengers in 2022, most of which were domestic. The substantial majority of the airport’s passengers are international tourists, although the majority arrive through domestic flights and are classified as domestic passengers because of their connection in Mexico City. The airport’s most important point of origin and destination is Mexico City.

The airport has one runway with a length of 3,000 meters (1.9 miles). It was extended from a previous length of 2,700 meters (1.7 miles). The airport’s terminal has eight positions for commercial aircraft. The airport has a general aviation building with 18 positions for small private airplanes and one position for helicopters. There are currently 33 commercial spaces operating at Huatulco Airport.

### ***Tapachula International Airport***

Tapachula International Airport (the “Tapachula Airport”) serves the city of Tapachula, which has a population of 384,156, and the state of Chiapas. In 2022, the airport served 503,254 passengers, substantially all of which were domestic. The airport’s passenger volume and results of operations are dependent on Mexican economic conditions since virtually all of its passengers are domestic. The airport’s most important point of origin and destination is Mexico City.

The airport has one runway with a length of 2,000 meters (1.3 miles). The airport has one terminal with two remote boarding positions and two contact positions. The airport also has a general aviation building for small private aircraft with 18 positions and one position for helicopters. There are currently 19 commercial spaces operating at Tapachula Airport.

### ***Minatitlán International Airport***

Minatitlán International Airport (the “Minatitlán Airport”) is located near the Gulf of Mexico, 13 kilometers (8.1 miles) from the city of Coatzacoalcos in the state of Veracruz, 11 kilometers (6.9 miles) from the city of Cosoleacaque and 26 kilometers (16.2 miles) from the city of Minatitlán. The metropolitan area comprised of these three cities has a population of 514,629. In 2022, the airport served 112,018 passengers. In recent years, the airport’s passenger traffic has decreased due to lower oil and petrochemical industry activity in Coatzacoalcos and Cosoleacaque. The airport’s passengers are principally domestic business people drawn by the area’s petrochemical and agriculture businesses. Because the airport’s passengers are primarily Mexican travelers, its passenger volume and results of operations are dependent on Mexican economic conditions. The airport’s most important point of origin and destination is Mexico City.

The airport has one runway with a length of 2,100 meters (1.3 miles). The airport’s main terminal has four remote parking positions. The airport has a general aviation building for small private airplanes with 11 boarding positions and two additional positions for helicopters. There are currently 14 commercial spaces operating at Minatitlán Airport.

### **Other Mexican Properties**

In October 2008, we purchased 130 hectares of land on the bay of Huatulco from FONATUR for Ps.286.3 million. We won the right to purchase the land through a public bidding process that was part of a program launched by the Mexican government to accelerate the development of Huatulco as a flagship city for Mexican tourism. Pursuant to the terms of the purchase agreement, we are required to construct at least 450, and no more than 1,300 hotel rooms. We will be considered to have satisfied our obligations under the purchase agreement when at least 80.0% of the construction on 450 hotel rooms is completed. On March 26, 2013, FONATUR relieved us of the obligation to submit architectural plans and begin and complete construction within a specific timeframe. On October 28, 2020, FONATUR agreed to terminate the Ps.286.3 million land contract. On March 3, 2021, we received the initial payment of Ps.50 million from FONATUR, at which time the obligations under the purchase agreement no longer had legal effect. On June 28, 2021 FONATUR paid the remaining Ps.236.3 million and consequently we delivered the land on such date.

### **Principal Air Traffic Customers of our Mexican Airports**

As of December 31, 2022, 7 Mexican airlines and 64 international airlines operated flights at our nine airports (including airlines operating solely on a code share basis). A code share arrangement means that airlines that do not fly their own aircraft into our airports arrange to share the passenger space in another airline’s aircraft, with both airlines booking passengers through the same code.

Volaris is the Mexican airline that operates the most flights at our Mexican airports. Among foreign airlines, American Airlines and United Airlines operate the greatest number of flights to and from our Mexican airports. In 2022, American Airlines and United Airlines accounted for 10.4% and 8.8%, respectively, of our revenues.

During late March 2019, Interjet experienced a series of flight delays and cancellations resulting in part from a shortage of employees to serve all of Interjet’s scheduled flights for the period. On December 11, 2020, Interjet stopped all flights and has not resumed operations. Similarly, on February 28, 2023 Viva Air, which represented only 0.31% of regulated revenues in our Mexican airports, suspended all flights and has not resumed operations since.

The following table sets forth our principal air traffic customers at our Mexican airports based on the percentage of regulated revenues they represented for the years ended December 31, 2020, 2021 and 2022:

**Principal Air Traffic Customers of our Mexican Airports**

<b>Customer</b>	<b>Percentage of ASUR Mexico Revenues</b>		
	<b>Year ended December 31,</b>		
	<b>2020</b>	<b>2021</b>	<b>2022</b>
American Airlines, Inc.	11.8 %	12.1 %	10.4 %
Aeroenlaces Nacionales, S. A. de C. V. (VivaAerobus)	11.1 %	11.6 %	11.9 %
Concesionaria Vuela Compañía de Aviación SAPI de CV (Volaris)	10.3 %	12.2 %	12.0 %
United Airlines, Inc.	8.6 %	10.5 %	8.8 %
Delta Air Lines Inc.	7.8 %	7.5 %	5.7 %
Aerolitoral, S. A. de C. V. (Aeromexico Connect)	6.5 %	5.2 %	3.6 %
Aerovías de México, S. A. de C. V. (Aeromexico)	5.5 %	6.3 %	6.5 %
ABC Aerolíneas, S. A. de C. V. (Interjet)	5.0 %	0 %	0 %
Southwest Airlines Co.	3.2 %	4.8 %	4.2 %
Other	30.2 %	29.8 %	36.9 %
<b>Total</b>	<b>100.0 %</b>	<b>100.0 %</b>	<b>100.0 %</b>

The COVID-19 outbreak began in December 2019 and caused a significant reduction in passenger traffic at our Mexican airports starting in March 2020. During the second, third and fourth quarters of 2020, our passenger traffic in Mexico decreased 66.6% relative to the same period in 2019. During 2022, our passenger traffic in Mexico increased 35.6% relative to 2021, increased 139.1% relative to the same period in 2020 and increased 15.7% relative to the same period in 2019.

### ***Seasonality***

Our business is subject to seasonal fluctuations. In general, demand for air travel is typically higher during the summer months and during the winter holiday season, particularly in international markets, because there is more vacation travel during these periods. Our results of operations generally reflect this seasonality, but have also been impacted by numerous other factors that are not necessarily seasonal, including economic conditions, war or threat of war, weather, air traffic control delays and general economic conditions, as well as the other factors discussed above. As a result, our operating results for a quarterly period are not necessarily indicative of operating results for an entire year, and historical operating results are not necessarily indicative of future operating results.

### ***Competition***

Since our business is substantially dependent on international tourists, the principal competition to our Mexican airports is from competing tourist destinations. We believe that the main competitors to Cancún are vacation destinations in Mexico, such as Acapulco, Puerto Vallarta and Los Cabos, and elsewhere such as Florida, Cuba, Jamaica, the Dominican Republic and other Caribbean islands and Central American resorts. In March 2000, a new airport opened in Chichen Itza. This airport is operated by the state of Yucatán.

In addition, on May 11, 2010, the Mexican government announced the commencement of a bidding process for the construction of a new airport in the Mayan Riviera. Three companies, including ASUR, participated in the bidding process. On January 31, 2011, the COFECE issued an unfavorable decision regarding our participation in the bidding process. We disagreed with the decision and the views expressed by the COFECE and on March 11, 2011, we initiated legal proceedings to defend our right to participate in the bidding process. On May 20, 2011, we were notified by the Ministry of Infrastructure, Communications and Transportation, through the Mexican Civil Aviation Authority, that the international public bidding process was cancelled because none of the technical bids presented by the participants complied with the requirements established in the bidding documents. As a result, these legal proceedings were terminated. If a new bidding process is launched and we decide to participate, we may again be denied of such right.

Currently, the Mayan Riviera is served primarily by our Cancún Airport. In the context of the 2010 bidding process for the new Mayan Riviera airport, the Ministry of Infrastructure, Communications and Transportation undertook to adjust the master development plans and maximum rates for our airports within three months of the granting of a concession for the Mayan Riviera airport. We are unable to predict the effect that a new airport may have on our Mexican passenger traffic or operating results, and the extent of any revisions to our master development plans or maximum rates if a new project is successfully carried out.

In October 2020, the Mexican President announced that as part of an effort to develop the southeast of Mexico, the Mexican Army will build and operate the Felipe Carrillo Puerto International Airport in the State of Quintana Roo, with plans to complete its construction in December 2023. The Mexican government had previously secured a piece of land measuring approximately 1,200 hectares where it will build the new airport, located approximately 130 km south of Cancun Airport in the municipality of Felipe Carrillo Puerto and has announced that the airport's inauguration will be concurrent with the inauguration of the Mayan Train. The Mayan Train is a proposed intercity railway project that is set to connect airports and historic Mayan sites in Mexico, with rail coverage in the States of Chiapas, Yucatán and Quintana Roo.

While we cannot predict the impact that the Felipe Carrillo Puerto International Airport will have on passenger traffic at our Cancun Airport, we do not believe that any possible impacts that we may experience in the future would be significant.

The Mexican Airport and Auxiliary Services Agency currently operates six small airports in Mexico's southeast region and Grupo Aeroportuario de Chiapas ("GAC") operates two. The Mexican Airport and Auxiliary Services Agency estimates that its airports collectively account for less than 3.74% of passenger traffic in the region and GAC estimates that its airports account for less than 3.73% of passenger traffic in the region.

## **Luis Muñoz Marín International Airport**

We, through Aeropuerto de Cancún, own a 60.0% interest in Aerostar, which was awarded the forty-year LMM Lease for the LMM Airport with an initial term beginning on February 27, 2013. The LMM Airport is located three miles outside of San Juan, Puerto Rico. It is the Caribbean's largest and busiest airport, offering leisure and business travel to over 52 destinations. The LMM Airport serves the capital of San Juan and it is the primary gateway from Puerto Rico to international destinations and the mainland United States. The LMM Airport is ranked as the eighth largest medium hub facility and the thirty-eighth largest airport in the United States by the FAA based on number of enplanements, as of December 31, 2022. According to the PRPA, in 2020, 2021 and 2022, approximately 4.8 million passengers, 9.7 million passengers and 10.3 million passengers, respectively, traveled through the LMM Airport.

The LMM Airport site covers approximately 1,300 acres of land. It does not face competition from other forms of surface transportation given its island location. The largest competing airport on the island is nearly two hours away by car from San Juan. The LMM Airport is a short driving distance from the largest hotels in Puerto Rico.

The LMM Airport has an estimated capacity to handle up to 10 million enplanements annually, which is more than double its current usage. The LMM Airport is comprised of two runways and five terminals (Terminals A through E). Terminal A, which is the newest facility at the LMM Airport, opened in June 2012. Terminals B through E were constructed in various stages beginning with Terminals D and E in the late 1950s, then Terminal B in the 1980s and Terminal C in the 1990s. Terminal B was closed in November 2013 for remodeling, and we reopened the terminal during the fourth quarter of 2014. Terminal E is not currently in use and terminal D is partially closed.

In 2017, LMM Airport opened eight commercial spaces. In 2018, eight commercial spaces were opened. In 2019, sixteen commercial spaces were opened. No commercial spaces were opened in 2020 and 2021. In 2022, 8 commercial spaces were opened.

### **Principal Air Traffic Customers of LMM Airport**

As of December 31, 2022, 26 domestic and 14 international airlines were operating directly or through code-sharing arrangements, where two or more airlines share the same flight and each airline publishes and markets the flight under its own flight number, at LMM Airport. Some airlines serve both international and domestic destinations.

As of December 31, 2022, scheduled passenger air services at LMM Airport were provided by 19 airlines (together with regional affiliates and other partners).

The following table sets forth our principal air traffic customers at LMM airport based on the percentage of Puerto Rico regulated revenues they represented for the year ended December 31, 2022.

## Principal Air Traffic Customers of LMM Airport

<b>Customer</b>	<b>Percentage of ASUR Puerto Rico Revenues</b>		
	<b>Year ended December 31,</b>		
	<b>2020</b>	<b>2021</b>	<b>2022</b>
JetBlue Airways	24 %	27 %	24 %
American Airlines	11 %	13 %	12 %
Spirit Airlines	11 %	10 %	11 %
Frontier Airlines	5 %	6 %	10 %
Southwest Airlines	8 %	9 %	8 %
United Airlines	6 %	8 %	7 %
Delta Air Lines Inc.	6 %	7 %	6 %
Fedex	4 %	2 %	3 %
United Parcel Services	3 %	2 %	2 %
Amerijet	2 %	2 %	2 %
Iberia	1 %	1 %	2 %
Other	19 %	13 %	13 %
<b>Total</b>	<b>100 %</b>	<b>100 %</b>	<b>100 %</b>

On September 20, 2017, Hurricane Maria struck Puerto Rico, causing extensive damage to the hotel and tourist infrastructure on the island, which led to sharply reduced air passenger traffic at LMM Airport, especially during the third and fourth quarters of 2017. During the third and fourth quarters of 2017, our passenger traffic in Puerto Rico decreased 15.8% relative to the same period in 2016. Our passenger traffic in Puerto Rico also decreased 0.4% in 2018 relative to 2017. Our passenger traffic in Puerto Rico increased 12.8% in 2019 relative to 2018.

The COVID-19 outbreak began in December 2019 and caused a significant reduction in passenger traffic at LMM Airport starting in March 2020. During the second, third and fourth quarters of 2020, our passenger traffic in Puerto Rico decreased 63.0% relative to the same period in 2019. During 2022, our passenger traffic in Puerto Rico increased 6.5% relative to 2021, increased 112.8% relative to the same period in 2020 and increased 9.1% relative to the same period in 2019.

In 2022, passengers at LMM Airport traveling to and from the mainland United States represented 91% of total passenger traffic. The LMM Airport's passenger segments are primarily divided among leisure, visiting friends and relatives and business.

### Aerostar's Operating Agreement

In order to participate in the bidding process for the LMM Airport, Aeropuerto de Cancún entered into a joint venture with two of Oaktree's infrastructure funds, Highstar Capital IV, L.P. (Highstar IV) and Highstar Aerostar Prism/IV-A Holdings, L.P. (Highstar Aerostar) and created Aerostar on March 14, 2012 for the purpose of leasing, developing, operating and managing the LMM Airport pursuant to the LMM Lease, the Airport Use Agreements and the terms of the contracts related to the LMM Airport assumed by Aerostar as of February 27, 2013.

On February 22, 2013, Aeropuerto de Cancún made a U.S.\$100.0 million subordinated shareholder loan to Aerostar to partially fund the cost of acquiring the concession to operate the LMM Airport. This subordinated shareholder loan is now treated as an intercompany loan as we have consolidated Aerostar's financial results into ASUR's financial results. In April 2021, the remaining balance on this loan was paid, including capitalized interest.

In May 2017, Highstar Aerostar sold a 10.0% interest in Aerostar to Aeropuerto de Cancún, pursuant to a Membership Interest Purchase Agreement. As a result of this transaction, Aeropuerto de Cancún holds a 60.0% equity interest in Aerostar. In addition, Highstar Aerostar sold its remaining 40.0% interest in Aerostar to PSP Investments, pursuant to a separate Membership Interest Purchase Agreement. Following the closing of both transactions, we now hold a 60.0% equity interest in Aerostar through Aeropuerto de Cancún, and PSP Investments holds a 40.0% equity interest through AviAlliance, a wholly-owned subsidiary of PSP Investments. Starting June 1, 2017, we began to consolidate Aerostar's financial results into ASUR's financial results. We intend to continue operating Aerostar and the LMM Airport in a manner substantially consistent with prior operations.

Concurrently with the closing of these transactions, ASUR (through Aeropuerto de Cancún), Aerostar and PSP Investments agreed to amend and revise the Operating Agreement for Aerostar.

The Amended and Restated Operating Agreement prohibits any member from directly or indirectly selling, exchanging, transferring, pledging, assigning or otherwise disposing of its membership units to any person, with the exception of transfers (i) between investment funds where, following such transfer, the ownership interests remain under common ownership management or control or (ii) of shares of any member or any parent of such member that is publicly traded on a national or international stock exchange, whether or not the transfer occurs on such stock exchange. Restrictions on transfers include, among others, that (i) the proposed transferee must execute and deliver to the management board an instrument agreeing to be bound by the terms of the Amended and Restated Operating Agreement, (ii) each other member has been consulted as to any transferee becoming a member of Aerostar, and that (iii) the transferee (a) may not be a strategic airport competitor of ASUR, (b) is not and has not been involved in corrupt activities, (c) has not publicly stated it is insolvent, (d) is able to pay its debts as they become due, (e) has not filed for or is subject to bankruptcy and (f) the transfer otherwise complies with the Amended and Restated Operating Agreement.

As a member of Aerostar, Aeropuerto de Cancún was required to make an initial capital contribution equivalent to (x) its proportionate share of the Leasehold Fee required under the LMM Lease, minus (y) any anticipated net cash proceeds of any debt financing incurred for the purpose of paying the Leasehold Fee, multiplied by (z) its membership percentage at least two business days prior to the Closing. Our Aeropuerto de Cancún membership percentage at that time was 50.0%. Under the Amended and Restated Operating Agreement, Aeropuerto de Cancún is not required to make any additional capital contributions to Aerostar unless it is required to do so by the Amended and Restated Operating Agreement or such additional capital contributions are approved by the operating board of managers by supermajority vote. Additionally, if (i) during the terms of either the LMM Lease or the Airport Use Agreements, Aerostar requires additional financing to meet its obligations under these agreements or to ensure that it is not insolvent, and Aerostar is not able to obtain financing on terms acceptable to the managers, or (ii) Aerostar's President and Chief Financial Officer reasonably determine that within thirty (30) days Aerostar will not have enough working capital to meet its current expenses, and the managers fail to agree by supermajority vote (a supermajority defined as a majority consisting of at least one manager designated by each member) that additional capital contributions are required, then the members are required to make such additional capital contributions, in proportion to their respective membership percentages, without the need for further action by the managers. If the managers agree or the President and CFO determine that additional capital contributions are needed, then the members must make such contribution within seven business days after the managers make the determination. To date, no additional capital contributions have been required. Aeropuerto de Cancún is not entitled to receive interest on any capital contribution made to Aerostar.

Aeropuerto de Cancún is entitled to distributions in accordance with its membership percentage, subject to the adequacy of projected cash flows after giving effect to any distribution, any capital expenditure requirements, any financial covenants contained in any financing documents or other agreements to which Aerostar is a party and the need to maintain a reasonable level of working capital for Aerostar.

Aerostar's property, business and affairs are managed by an operating board, and certain strategic decisions are left to a members board.

The operating board is comprised of eight managers, which are appointed by the members in proportion to their respective membership units. Each member that holds at least a 12.5% membership interest in Aerostar (each, an "Electing Member") will be entitled to appoint, remove and replace one manager for each 12.5% interest it holds; any managers not elected by the Electing Members will be elected by a vote of the majority of membership interests. Accordingly, our Aeropuerto de Cancún is entitled to designate four members of the board of managers and, because it has the majority of membership interests, is able to elect a fifth member. AviAlliance is entitled to elect three members of the board of managers.

All operating and management decisions relating to Aerostar, except for major decisions, require the approval of the majority of the votes of the managers. Senior officers, including the President, Chief Financial Officer, and Chief Operating Officer, may be removed or replaced at any time and for any reason by a majority of the board of managers, which we control. Certain major decisions require the supermajority vote of the operating board. These decisions include:

- determining the amount of cash available for distributions and approving any distributions to be made to the members;

- amending in a material way the LMM Lease to operate the LMM Airport, the Airport Use Agreements governing the Signatory Airlines' use or the LMM Airport financing documents to which Aerostar is a party;
- approving and implementing any incentive compensation, option or similar plan for officers or other employees of Aerostar;
- approving Aerostar's annual budget or any deviations from the set budgets by more than 5.0%, and the capital expenditure budget, any single capital expenditure in the budget greater than U.S.\$2.5 million and any single deviation from the capital expenditure budget in excess of the lesser of 5.0% or U.S.\$500,000;
- material borrowings from third parties and material encumbrances;
- affiliate transactions;
- changing Aerostar's corporate structure, business or business plans;
- settle any material litigation;
- sales of assets having a market value in excess of U.S.\$50,000 or U.S.\$500,000 in aggregate in any 12-month period;
- the determination of the contents of, and approval of, a final "strategy document" for the company's capacity enhancement plan;
- making calls for additional capital contributions by the members;
- any transaction to merge or consolidate Aerostar with another Person, any transaction to sell, transfer, assign, convey or otherwise dispose of all or substantially all of the assets or rights of Aerostar or any transaction to purchase all or substantially all of the assets or rights of any Person by Aerostar;
- any proposal to liquidate or dissolve Aerostar or have it file for bankruptcy or initiate similar proceedings;
- raising capital rights issues; and
- commencing any legal proceedings on behalf of Aerostar against a member.

The Amended and Restated Operating Agreement provides that if there is a deadlock between the managers or the member representatives on any issue to which agreement by a supermajority of managers is required, and the deadlock is not resolved within 30 days following the giving of written notice of the existence of the deadlock by one manager to another manager, any manager may refer the deadlock to the Chief Executive Officers of ASUR or AviAlliance for resolution. If such persons are unable to resolve the deadlock within 21 days of being requested to resolve the matter, then the matter will be referred to a non-binding mediation process. Finally, if the matter is not resolved through mediation within 45 days (unless ASUR and AviAlliance agree otherwise) after a mediator is appointed, then either member can submit the dispute to final and binding arbitration.

#### **Other operating revenues:**

In July 2022, other operating revenues of Aerostar included the recognition of Ps.300.4 million from a judgment ruled in favor of Aerostar in connection with Aerostar's right to charge a fee for aviation fuel dispatched from the airport between 2013 and 2021.

## **Our Colombian Airports**

Our subsidiary Airplan, of which we own 100.0% of the capital stock, holds a concession to administer, operate, develop and maintain six airports in Colombia. The overall duration of the concession depends on the revenues generated by the Colombian airports. In particular, the concession remains in effect until the date on which any of the following events occur: (i) the regulated revenues generated are equal to expected regulated revenues, provided that the concession agreement has been in force for at least 24 years or (ii) the concession agreement has been in force for at least 40 years, regardless of whether the regulated revenues generated are equal to the expected revenues. If our Colombian airports generate regulated revenues that are equal to the expected revenues before the end of the 24-year period, the concession agreement will remain in effect until the end of such period. Thus, management considers such factors in determining the final year of the concession term, which is 2032; however, in accordance with legal guidelines, the concession term may be extended until 2048 as long as the aforementioned requirements established by the grantor are met. Our Colombian airports include José María Córdova International Airport in Rionegro and Enrique Olaya Herrera Airport in Medellín, Los Garzones Airport in Montería, Antonio Roldán Betancourt Airport in Carepa, El Caraño Airport in Quibdó, and Las Brujas Airport in Corozal.

## **Colombia**

Prior to the outbreak of COVID-19, Colombia was growing as an increasingly popular tourist destination in Latin America. According to the Colombian Ministry of Commerce, Industry and Tourism, Colombia attracted approximately 4.57 million international visitors in 2022, a 130.4% increase compared to the same period in 2021, and approximately 1.98 million international visitors in 2021, a 43.6% increase compared to the same period in 2020. In particular, Medellín and its outskirts, where we operate José María Córdova International Airport and Enrique Olaya Herrera Airport, is one of the most-visited cities in Colombia.

Our Colombian airports served approximately 4.2 million passengers in 2020, approximately 10.5 million passengers in 2021 and approximately 16.5 million passengers in 2022. For year-by-year passenger figures, see “—Our Colombian Airports.”

## **Aeronautical Services**

### ***General***

Pursuant to Airplan’s 2008 concession agreement, the revenues from our Colombian airports are divided into two categories: regulated and non-regulated. Regulated revenues consist of revenues derived from aeronautical services. Regulated revenues are regulated by the concession agreement managed by the National Infrastructure Agency (*Agencia Nacional de Infraestructura*), or ANI, and are listed in certain resolutions issued by the Special Administrative Unit of Civil Aeronautics (*Unidad Administrativa Especial de Aeronáutica Civil*), or Aerocivil. Each aeronautical service is subject to a maximum tariff, established by Aerocivil. In addition, Aerocivil establishes the methodology and mechanisms to update and collect the tariffs. All tariffs are updated annually based on the Colombian consumer price index (*Índice de Precios al Consumidor*), or the IPC, and a formula set forth in Aerocivil Resolution 04530 of 2007. The tariffs on aeronautical services related to international flights, including international passenger charges, are denominated in U.S. dollars and updated annually based on the change in the U.S. consumer price index and a formula set forth in Aerocivil Resolution 04530 of 2007. Our revenues from aeronautical services are primarily derived from passenger charges for the use of terminals, takeoff, landing and aircraft movement charges, charges for boarding bridges and aircraft parking charges.

### ***Passenger Charges***

We collect a passenger charge for each departing passenger on an aircraft. Passenger charges are established and regulated by Aerocivil pursuant to Resolution 04530 of 2007. Pursuant to Aerocivil regulations and the concession agreement, José María Córdova, Montería and Quibdó Airports apply the same domestic passenger charge, Enrique Olaya Herrera Airport has its own domestic passenger charge and Carepa and Corozal apply the same domestic passenger charge. José María Córdova and Enrique Olaya Herrera Airports apply the same international passenger charge. International passenger charges are U.S. dollar denominated. As of January 15, 2023, the charge for international passengers was U.S.\$ 48 for the José María Córdova and Enrique Olaya Herrera Airports. Colombian domestic passenger charges are Colombian peso denominated. As of January 15, 2023, the charge for Colombian domestic passengers was Ps. 82.19, Ps. 104.24, Ps. 82.19, Ps. 41.30, Ps. 82.19, and Ps. 41.30 for the José María Córdova, Enrique Olaya Herrera, Montería, Carepa, Quibdó and Corozal Airports, respectively. These amounts have been translated at the rate of COP\$ 249.42 per Ps.1.00, which corresponds to the Colombian Peso Market Exchange Rate as of January 16, 2023.

### ***Other Charges***

We collect various charges from carriers for the use of our facilities by their aircraft. For each aircraft's departure and arrival, we collect charges based on the rates set forth in Articles 5, 6 and 7 of Resolution 04530 of 2007, issued by Aerocivil. This resolution sets forth the maximum tariffs charged to domestic and international airlines for their respective flights. We also collect aircraft parking charges based on the time an aircraft is stationed at an airport's gate or parking position. After two hours have elapsed from the moment an aircraft enters one of our Colombian airports, we collect an hourly parking charge, equal to 5.0% of the maximum tariff established by Aerocivil, for the entire time the aircraft is on our aprons. Airlines are also subject to charges for the connection of their aircraft to our terminals through a boarding bridge. Pursuant to Airplan's concession agreement and Aerocivil regulations, we are required to provide (without additional charge) firefighting and rescue services at our airports. However, we collect charges from carriers for performing certain activities that require firefighting services, such as the use of firefighting cars for the supply of fuel and for cleaning fuel from platforms.

### **Non-aeronautical Services**

#### ***General***

Pursuant to Airplan's concession agreement, revenues from non-aeronautical services are not regulated. Our revenues from non-aeronautical services are derived from commercial activities, automobile parking and ground transport fees.

#### ***Commercial Activities***

Within our six Colombian airports, we leased 663 commercial premises through 450 contracts with local tenants as of December 31, 2022. Our most important tenants in terms of occupied space and revenue in 2022 were Duty Free Partners Colombia S.A.S., Sapia CI S.A.S, Mera Medellin S.A.S, Aerovías del Continente Americano S.A. (Avianca), Global Lounge Colombia S.A.S., Marketmedios Comunicaciones, S.A.S., Organización Terpel S.A., La S.A. Sociedad de Apoyo Aeronautico S.A., Tampa Cargo S.A., Fast Colombia S.A.S., Globoshops S.A.S., Longport Colombia LTDA, among others. In 2021, we provided support to some of our tenants by extending payment terms to 180 days. Our support programs have concluded, and our tenants have returned to paying in accordance within the time stated in their contracts.

#### ***Automobile Parking and Ground Transport***

Each of our Colombian airports has public car parking facilities, which are provided either directly by us or by a third party. We provide public parking directly at Enrique Olaya Herrera Airport in Medellín, Los Garzones Airport in Montería, Antonio Roldán Betancourt Airport in Carepa, El Caraño Airport in Quibdó and the José María Córdova Airport in Rionegro. Pursuant to the concession agreement, we may charge third parties for the operation of our public parking and ground transport facilities; these charges are not regulated. We and the third party may negotiate freely on the price for the third party's operation of the parking or ground transport facilities. For those of our airports that do assess parking fees, we or a third party charge a fee for each individual vehicle entering the airport. Although parking and ground transport services are not directly regulated, the fee charged to each individual vehicle that enters parking or ground transport facilities at our Colombian airports cannot exceed a certain limit established by city authorities. We do not charge parking fees at Corozal.

#### ***Airport Security***

Pursuant to the Colombian concession agreement, Airplan is responsible for security at each of the terminals comprising the concession. Airplan is also obligated to coordinate with Aerocivil and other security authorities, including the national police, to adopt procedures and measures aimed at guaranteeing the safety of the facilities and of airport users.

## ***Fuel***

Fuel access for our Colombian airports and related vehicles and aircrafts is governed by the concession agreement. Fuel supply is a service that constitutes part of our non-regulated revenue. We are required to ensure the delivery of fuel to the aircrafts at our Colombian airports, including facilitating access between private suppliers and third parties, but we are not directly responsible for supplying the fuel. Fuel supply operations at our Colombian airports must comply with certain Colombian regulations, including Annex 6 of the International Civil Aviation Organization and Decree 1521 of 1998. Notwithstanding our role in facilitating access to fuel, we are not involved in commercial relationships among the airlines and third parties supplying the fuel. We may assign space on our airport premises to fuel suppliers in exchange for a monthly payment. Moreover, we may charge fuel suppliers a tariff on the volume of fuel provided to aircraft. We have agreements with fuel suppliers Terpel and Energizar.

In the event it is not feasible to reach an agreement with the current fuel suppliers of the corresponding airport, we may enter into an agreement with a third party that will be in charge of operating the fuel distribution system. Under such an agreement, the third party operator makes a monthly payment to us in exchange for the space we grant it on our airport premises. The third party must also pay a tariff on the volume of fuel supplied to the aircrafts.

Aerocivil establishes safety guidelines and requirements with respect to fuel supply at our Colombian airports.

## **Our Colombian Airports**

In 2022, our Colombian airports served a total of 16.5 million passengers, excluding passengers in transit and private aviation passengers. In 2022, José María Córdova International Airport accounted for 78.6% of our passenger traffic and 88.31% of our revenues, in each case from our Colombian airports.

José María Córdova International Airport in Rionegro and Enrique Olaya Herrera Airport in Medellín are designated as international airports under Colombian aeronautical regulations, which indicates that they are equipped to receive international flights and have customs and immigration facilities.

### ***José María Córdova International Airport***

José María Córdova International Airport is the second-busiest airport in Colombia in terms of passenger traffic. The airport is located in Rionegro, approximately 30 minutes from Medellín. Medellín has a population of approximately 2.6 million as of December 31, 2022, and is situated in a valley in the mountainous Antioquia department. The city is an urban center that is home to various businesses, museums, universities and parks. In addition, Medellín hosts an annual flower festival that attracts visitors.

The airport's most significant points of origin and destination are Bogotá, Cartagena, Santa Marta, Cali, Panama City, San Andrés, and Miami, among others. During 2022, approximately 13 million passengers traveled through José María Córdova International Airport, including 2.8 million international passengers and 10.2 million domestic passengers.

The following table sets forth the number of international passengers (excluding passengers in transit and private aviation passengers) at José María Córdova International Airport by flight origin or destination.

City:	International Passenger Traffic		
	Year ended December 31,		
	2020	2021	2022
	(in thousands)		
Panama City	165.9	367.8	636.0
Miami	153.9	448.0	563.7
Fort Lauderdale	91.6	175.6	197.0
Madrid	47.6	38.4	152.5
Lima	33.1	41.3	144.1
Mexico City	47.9	108.2	244.7
Other	50.1	366.6	849.6
<b>Total</b>	<b>590.1</b>	<b>1,545.9</b>	<b>2,787.6</b>

The following table sets forth the number of Colombian domestic passengers (excluding passengers in transit and private aviation passengers) that traveled through José María Córdova International Airport by flight origin or destination.

City:	Domestic Passenger Traffic		
	Year ended December 31,		
	2020	2021	2022
	(in thousands)		
Bogotá	1,436.5	2,887.4	4,148.1
Cartagena	285.9	781.8	1,391.8
Cali	196.7	520.5	912.7
San Andrés	124.1	538.1	629.6
Barranquilla	159.8	331.9	560.4
Santa Marta	182.6	620.2	982.4
Other	96.3	629.1	1,560.5
<b>Total</b>	<b>2,481.9</b>	<b>6,309.0</b>	<b>10,185.5</b>

The airport's facilities include spaces for cargo operations. These spaces may be operated by third parties. José María Córdova International Airport currently has one runway, with a length of 3,440 meters (2.1 miles). José María Córdova International Airport was built in 1985 and currently has two terminals (passenger and cargo terminals).

There are currently 311 businesses operating in José María Córdova International Airport.

#### ***Enrique Olaya Herrera Airport***

Enrique Olaya Herrera Airport also serves the city of Medellín, and was the city's main airport until the opening of José María Córdova International Airport in 1985. The airport is conveniently located within Medellín city limits and serves domestic flights to cities such as Pereira, Bogotá and Montería. The airport's primary points of origin and destination are Quibdó, Apartadó, Pereira, Bogotá, Montería and Bahía Solano. In 2022, approximately 1.27 million passengers traveled through Enrique Olaya Herrera Airport.

The following table sets forth the number of Colombian domestic passengers (excluding passengers in transit and private aviation passengers) that traveled through Enrique Olaya Herrera Airport by flight origin or destination.

City:	Domestic Passenger Traffic		
	Year ended December 31,		
	2020	2021	2022
	(in thousands)		
Quibdó	96.2	195.3	241.9
Apartadó	77.0	188.6	210.0
Bogotá	39.6	56.9	93.9
Montería	43.4	61.7	68.4
Pereira	41.0	98.1	107.5
Bucaramanga	23.3	39.4	38.8
Corozal	9.5	15.5	19.3
Manizales	17.7	40.0	48.1
Other	116.9	313.3	436.5
<b>Total</b>	<b>464.6</b>	<b>1,008.8</b>	<b>1,264.4</b>

The airport's facilities include spaces for cargo operations. These spaces may be operated by third parties. The airport has one runway, with a length of 1,800 meters (1.1 miles). Enrique Olaya Herrera Airport was built in 1932.

There are currently 163 businesses operating at Enrique Olaya Herrera Airport.

#### *Los Garzones Airport*

Los Garzones Airport serves the city of Montería, Colombia. The city of Montería is located in the northern region of Colombia and has a population of 512,000 as of December 31, 2022. The city is located approximately 30 miles from the Caribbean Sea and has an inland seaport connected to the Caribbean Sea by the Sinú River. During 2022, 1.57 million passengers traveled through Los Garzones Airport, including only Colombian domestic passengers. The airport's primary points of origin and destination are Bogotá and Medellín. The airport serves domestic flights to cities such as Bogotá, Medellín, Cali and Barranquilla.

The following table sets forth the number of Colombian domestic passengers (excluding passengers in transit and private aviation passengers) that traveled through Los Garzones Airport by flight origin or destination.

City:	Domestic Passenger Traffic		
	Year ended December 31,		
	2020	2021	2022
	(in thousands)		
Bogotá	289.8	746.1	943.7
Medellín	121.2	348.6	564.6
Barranquilla	5.1	3.7	19.6
Other	1.9	0.00	41.5
<b>Total</b>	<b>418.0</b>	<b>1,098.4</b>	<b>1,569.4</b>

The airport's facilities include spaces for cargo operations. These spaces may be operated by third parties. The airport has one runway, with a length of 2,298 meters (1.4 miles). Los Garzones Airport was built in 1974.

There are currently 56 businesses operating at Los Garzones Airport.

### *Antonio Roldán Betancourt Airport*

Antonio Roldán Betancourt Airport serves the city of Carepa, Colombia. The city of Carepa has a population of 57,484 as of December 31, 2022. During 2022, 263,093 passengers traveled through Antonio Roldán Betancourt Airport. The airport's primary point of origin and destination is Medellín. The airport serves domestic flights to cities such as Bogotá, Medellín and Quibdó.

The following table sets forth the number of Colombian domestic passengers (excluding passengers in transit and private aviation passengers) that traveled through Antonio Roldán Betancourt Airport by flight origin or destination.

	Domestic Passenger Traffic		
	Year ended December 31,		
	2020	2021	2022
	(in thousands)		
<b>City:</b>			
Medellín	82.2	207.8	233.9
Bogotá	6.5	14.9	21.9
Quibdó	1.0	1.4	5.9
Other	0.5	0.00	1.4
<b>Total</b>	<b>90.2</b>	<b>224.1</b>	<b>263.1</b>

The airport's facilities include spaces for cargo operations. These spaces may be operated by third parties. The airport has one runway, with a length of 1,964 meters (1.2 miles). Antonio Roldán Betancourt Airport was built in 1989.

There are currently 26 businesses operating at Antonio Roldán Betancourt Airport.

### *El Caraño Airport*

El Caraño Airport serves the city of Quibdó, Colombia, located on the Atrato River in the western region of the country. The city of Quibdó has a population of 97,700 as of December 31, 2021. During 2022, 379,948 passengers traveled through El Caraño Airport. The airport's primary points of origin and destination are Medellín and Bogotá. The airport serves domestic flights to cities such as Medellín and Bogotá.

The following table sets forth the number of Colombian domestic passengers (excluding passengers in transit and private aviation passengers) that traveled through El Caraño Airport by flight origin or destination.

	Domestic Passenger Traffic		
	Year ended December 31,		
	2020	2021	2022
	(in thousands)		
<b>City:</b>			
Medellín	100.5	205.6	256.1
Bogotá	23.8	45.2	64.0
Calí	6.8	9.9	12.9
Bahía Solano	9.6	19.4	17.8
Other	8.2	22.8	29.1
<b>Total</b>	<b>148.9</b>	<b>302.9</b>	<b>379.9</b>

The airport's facilities include spaces for cargo operations. These spaces may be operated by third parties. The airport has one runway, with a length of 1,800 meters (1.1 miles). El Caraño Airport was built in 1957.

There are currently 36 businesses operating at El Caraño Airport.

### ***Las Brujas Airport***

Las Brujas Airport serves the city of Corozal, Colombia. The city of Corozal has a population of 65,800 as of December 31, 2022. During 2022, 56,289 passengers traveled through Las Brujas Airport. The airport's primary point of origin and destination is Bogotá. The airport serves domestic flights to cities such as Bogotá and Medellín.

The following table sets forth the number of Colombian domestic passengers (excluding passengers in transit and private aviation passengers) that traveled through Las Brujas Airport by flight origin or destination.

	<b>Domestic Passenger Traffic</b>		
	<b>Year ended December 31,</b>		
	<b>2020</b>	<b>2021</b>	<b>2022</b>
	( in thousands )		
<b>City:</b>			
Bogotá	12.0	25.8	35.9
Medellín	9.4	15.3	20.2
Other	0.3	—	0.2
<b>Total</b>	<b>21.7</b>	<b>41.1</b>	<b>56.3</b>

The airport's facilities include spaces for cargo operations. These spaces may be operated by third parties. The airport has one runway, with a length of 1,800 meters (1.1 miles). Las Brujas Airport was built in 1939.

There are currently 13 businesses operating at Las Brujas Airport.

### **Principal Air Traffic Customers of our Colombian Airports**

As of December 31, 2022, 11 international and 9 Colombian airlines operated flights at our six Colombian airports.

Viva Colombia represented 17.4% of air passenger traffic at our Colombian airports in 2022, however on February 28, 2023 it has temporarily suspended operations due to financial distress.

Avianca is the Colombian airline that operates the most flights at our Colombian airports. Among foreign airlines, COPA and American Airlines operate the greatest number of flights to and from our Colombian airports.

The following table sets forth our principal air traffic customers at our Colombian airports based on the percentage of revenues they represented for the year ended December 31, 2022.

### **Principal Air Traffic Customers at Our Colombian Airports**

<b>Customer</b>	<b>Percentage of ASUR Colombian Revenues</b>		
	<b>Year ended December 31,</b>		
	<b>2020</b>	<b>2021</b>	<b>2022</b>
Aerovías del Continente Americano (AVIANCA)	19.7 %	16.4 %	20.5 %
AeroRepública S.A. (COPA Airlines)	15.1 %	13.2 %	18.6 %
Fast Colombia SAS (Viva Colombia)	15.0 %	17.1 %	17.4 %
Aerovías de Integración Regional S.A. (LATAM)	7.5 %	8.9 %	8.7 %
American Airlines Inc.	6.9 %	12.2 %	9.7 %
Empresa Aérea de Servicios y Facilitación Logística Integral (EASYFLY)	5.3 %	4.2 %	3.2 %
Spirit Airlines Inc.	6.7 %	7.1 %	7.2 %
Satena	2.8 %	2.2 %	1.3 %
Jet Blue Airways Corporation	2.4 %	3.0 %	1.8 %
Others	18.6 %	15.7 %	11.6 %
	<b>100.0 %</b>	<b>100.0 %</b>	<b>100.00 %</b>

(1) TACA's routes were absorbed by Avianca on February 21, 2019.

The COVID-19 outbreak began in December 2019 and caused a significant reduction in passenger traffic at our Colombian airports starting in March 2020. During the second, third and fourth quarters of 2019, our passenger traffic in Colombia decreased 83.4% relative to the same period in 2019. During 2022, our passenger traffic in Colombia increased 56.8% relative to 2021, increased 291.6% relative to the same period in 2020 and increased 37.0% relative to the same period in 2019.

### **Seasonality**

Our business is subject to seasonal fluctuations. In general, demand for air travel in Colombia is typically higher during December, January and July. Our results of operations generally reflect this seasonality, but may also be impacted by other factors that are not necessarily seasonal, including economic conditions, the threat of violence or war, weather and air traffic control delays.

### **Competition**

Our principal competition is from competing destinations in Colombia and Latin America. We believe that the main competitors to our José María Córdova International Airport in Rionegro are Bogotá and Cartagena, as well as other destinations in Latin America, such as Panama City and Lima.

## MEXICAN REGULATORY FRAMEWORK

### Applicable Law in Mexico

The following are the principal laws, regulations and instruments that govern our business and the operation of our Mexican airports:

- the General Law of Commercial Corporations, enacted August 4, 1934,
- the Mexican Communications Law, enacted February 19, 1940,
- the Federal Labor Law, enacted April 1, 1970,
- the Customs Law, enacted December 15, 1995,
- the Value Added Tax Law, enacted December 29, 1978,
- the Mexican Federal Duties Law, enacted December 31, 1981,
- the Mexican Civil Aviation Law, enacted May 12, 1995,
- the Social Security Law, enacted December 21, 1995,
- the Mexican Airport Law, enacted December 22, 1995,
- the Regulations to the Mexican Civil Aviation Law, enacted December 7, 1998,
- the concessions that entitle our subsidiaries to operate our nine airports, which were granted in 1998 and amended in 1999,
- the Regulations to the Mexican Airport Law, enacted February 17, 2000,
- the Mexican National Assets Law, enacted May 20, 2004,
- the Securities Market Law, enacted December 30, 2005,
- the Income Tax Law, enacted December 11, 2013, and
- the Federal Economic Competition Law, enacted May 23, 2014.

The Mexican Airport Law and the regulations to the Mexican Airport Law establish the general framework regulating the construction, operation, maintenance and development of Mexican airport facilities. The Mexican Airport Law's stated intent is to promote the expansion, development and modernization of Mexico's airport infrastructure by encouraging investment and competition.

Under the Mexican Airport Law, a concession granted by the Ministry of Infrastructure, Communications and Transportation is required to construct, operate, maintain or develop a public service airport in Mexico. A concession generally must be granted pursuant to a public bidding process, except for: (i) concessions granted to (a) entities considered part of “the federal public administration” as defined under Mexican law and (b) private companies whose principal stockholder may be a state or municipal government; (ii) concessions granted to operators of private airports (who have operated privately for five or more years) wishing to begin operating their facilities as public service airports; and (iii) complementary concessions granted to existing concession holders. Complementary concessions may be granted only under certain limited circumstances, such as where an existing concession holder can demonstrate, among other things, that the award of the complementary concession is necessary to satisfy passenger demand. In 1998, the Ministry of Infrastructure, Communications and Transportation granted nine concessions to operate, maintain and develop the nine principal airports in Mexico’s southeast region to our subsidiaries. Because our subsidiaries were considered entities of the federal public administration at the time the concessions were granted, the concessions were awarded without a public bidding process. Each of our concessions was amended on March 19, 1999 in order, among other things, to incorporate each airport’s maximum rates and certain other terms as part of the concession.

The Mexican National Assets Law among other items establishes regulations relating to concessions on real property held in the public domain, including the airports that we operate. The Mexican National Assets Law requires concessionaires of real property held in the public domain that are used for administrative or other non-public purposes to pay a tax. In addition, the Mexican National Assets Law establishes grounds for revocation of concessions for failure to pay this tax.

On February 17, 2000, the regulations to the Mexican Airport Law were issued. Although we believe we are currently complying with the principal requirements of the Mexican Airport Law and its regulations, we are not in compliance with certain requirements under the regulations. These violations could result in fines or other sanctions being assessed by the Ministry of Infrastructure, Communications and Transportation, and are among the violations that could result in termination of a concession if they occur three or more times.

On May 23, 2014, the LFCE was enacted. The LFCE grants broad powers to the COFECE, including the abilities to regulate essential facilities, investigate companies and eliminate barriers to competition in order to promote access to the market and order the divestment of assets. The LFCE also entrusts COFECE with the ability to conduct merger-control review and investigate anti-competitive behavior, and sets forth significant liabilities that may be incurred for violations of the law, increases the amount of fines that may be imposed for violations of the law, including fines. COFECE’s decisions may only be challenged through indirect appeal (*amparo indirecto*).

If the COFECE determines that a specific service or product is an essential facility, it has the ability to regulate access conditions, prices, tariffs or technical conditions for or in connection with the relevant service or product. The COFECE has previously determined that certain elements of the infrastructure at Mexico City International Airport may be considered essential facilities. As of the date of filing, the COFECE has not made any determination that the services we render in our Mexican airports are considered an essential facility.

On January 26, 2015, an amendment to the Mexican Airport Law was published and enacted. Among other matters, the amendment includes provisions that intend to create a competitive market for the suppliers of complementary services. To this end, the amendment establishes that a concession holder may not limit the number of providers of complementary services in its airport, except in instances in which space, efficiency and/or safety warrant such a limitation. If a concession holder denies entry to any complementary service provider, that service provider may file a complaint before the Ministry of Infrastructure, Communications and Transportation.

Additionally, on June 8, 2016, an amendment to the Mexican Airport Law was published and enacted, including additional provisions in connection with the granting of concessions or resolutions to extend the term thereof, and establishing requirements to be carried out by the Ministry of Infrastructure, Communications and Transportation before the Ministry of Finance and Public Credit (*Secretaría de Hacienda y Crédito Público*) in case public funds are used to finance an airport project.

On October 26, 2021, the Mexican Congress approved a tax reform amending several provisions under the Mexican Income Tax Law, Value Added Tax Law, Excise Tax Law and the Federal Tax Code, most of which became effective as of January 1, 2022. Some of the most relevant changes relate to certain exceptions for cross-border financing transactions between related parties, such as the exception to apply capitalization deductibility restrictions to reduced withholding tax rates. Given that we do not engage in cross-border transactions with related parties, we do not anticipate that these tax reforms will impact our financial results.

On January 21, 2022, the Regulations to the Mexican Civil Aviation Law (*Reglamento de la Ley de Aviación Civil*) introduced additional requirements and conditions for air transport services providers in general, including an obligation for airport concessionaires such as ASUR, to establish a Safety Management System (*Sistema de Gestión de la Seguridad Operacional*) (“SMS”) for purposes of identifying, analyzing, evaluating, managing and reducing risks related to the rendering of air transport services. The SMS shall be instrumented by means of an electronic platform to be created by the relevant Mexican aeronautical authority and its use will be regulated by a handbook to be established by the Mexican aeronautical authorities. Air services providers such as ASUR must provide all relevant information to the SMS in order for such information to be analyzed, compiled and published by the Mexican aeronautical authorities. We do not anticipate that these changes will adversely impact our business, results of operations, prospects or financial condition.

#### *Relevant reforms to labor and employment regulations during 2021 and 2022*

In an attempt to regulate home office amid the Covid-19 pandemic, the Federal Labor Law was amended in early January 2021 to incorporate a telework modality. Pursuant to this reform, employees who carry out more than 40% of their job activities remotely, in a place different from their workplace and using information and communication technologies, will be considered a “teleworker” and are entitled to certain benefits. The telework reform set forth the following obligations for employers: (i) to provide the necessary tools for teleworking such as computer equipment, ergonomic chairs and printers, among others; (ii) to pay any costs derived from teleworking, including internet services and electricity; (iii) to implement mechanisms in connection with data protection, and (iv) to guarantee the employee’s right to disconnect from work. Pursuant to such amendments, certain administrative personnel of the Company could be deemed to be subject to the telework modality.

On April 23, 2021, the Mexican Congress approved the Labor Subcontracting Reform. The reform permits the subcontracting of specialized services and of shared services among companies from the same business group, provided that such services are not part of the recipient’s corporate purpose and main economic activity, and that the contracting party before the Registry for Specialized Services Providers of the Ministry of Labor and Social Welfare (*Secretaría del Trabajo y Previsión Social*).

Amendments to the Social Security Law (*Ley del Seguro Social*) and the Workers’ National Housing Fund Institute Law (*Ley del Instituto del Fondo Nacional de la Vivienda para los Trabajadores*) include reporting obligations for service providers, who must provide quarterly reports to the social security institutions in connection with the specialized services contracts entered into during a specific period.

Fines for non-compliance with the Labor Subcontracting Reform may amount up to Ps.5.1 million. There can be no assurances that these changes will not affect our business, results of operations and financial condition.

On December 27, 2022, a decree amending articles 76 and 78 of the Federal Labor Law regarding vacations was published in the Mexican Federal Official Gazette (*Diario Oficial de la Federación*) (“Mexican Official Gazette”). The reform to the Federal Labor Law allows employees to have a minimum vacation period of 12 days as from the first year of service, which will increase by 2 working days until reaching 20 days for each year of service. Vacation days will subsequently increase according to the seniority of the employees.

#### **Role of the Ministry of Infrastructure, Communications and Transportation**

The Ministry of Infrastructure, Communications and Transportation is the principal regulator of airports in Mexico and is authorized by the Mexican Airport Law to perform the following functions:

- grant, modify and revoke concessions for the operation of airports,

- establish air transit rules and rules regulating take-off and landing schedules through the Mexican air traffic control authority,
- take all necessary action to create an efficient, competitive and non-discriminatory market for airport-related services,
- approve any transaction or transactions that directly or indirectly may result in a change of control of a concession holder,
- approve the master development plans prepared by each concession holder every five years,
- determine each airport's maximum rates,
- approve any agreements entered into between a concession holder and a third party providing airport or complementary services at its airport,
- establish safety regulations,
- monitor airport facilities to determine their compliance with the Mexican Airport Law, other applicable laws and the terms of the concessions, and
- impose penalties for failure to observe and perform the rules under the Mexican Airport Law, the Mexican Airport Law regulations and the concessions.

In addition, under the Mexican Organic Law of the Federal Public Administration, the Mexican Airport Law and the Mexican Civil Aviation Law, the Ministry of Infrastructure, Communications and Transportation is required to provide air traffic control, radio assistance and aeronautical communications at Mexico's airports. The Ministry of Infrastructure, Communications and Transportation provides these services through SENEAM, the Mexican air traffic control authority, which is a division of the Ministry of Infrastructure, Communications and Transportation. Since 1978, the Mexican air traffic control authority has provided air traffic control for Mexico's airports.

### **Scope of Mexican Concessions and General Obligations of Concession Holders**

As authorized under the Mexican Airport Law, each of the concessions held by our subsidiaries is for an initial 50-year term from November 1, 1998. This initial term of each of our Mexican concessions may be renewed in one or more terms for up to an additional 50 years, subject to the concession holder's acceptance of any new conditions imposed by the Ministry of Infrastructure, Communications and Transportation and to its compliance with the terms of its concession.

In order to renew a concession, the Ministry of Infrastructure, Communications and Transportation must obtain a favorable opinion from the Tax Ministry, which will analyze the profitability of each of the airports together with the costs and benefits of renewing the concession. Such analysis compares the cash revenues that may be generated from the use, benefit and exploitation of the public domain assets and services subject to the relevant concessions against the associated costs. The Tax Ministry must issue a resolution on the profitability of each airport within 30 days following receipt of all relevant information from the Ministry of Infrastructure, Communications and Transportation. If the Tax Ministry does not issue a resolution within the 30-day period, it will be deemed that the Tax Ministry issued favorable opinion. In addition, together with the profitability analysis, the Ministry of Infrastructure, Communications and Transportation shall submit a proposal for the concession fee applicable to the renewed period to the Tax Ministry.

The Mexican concessions held by our subsidiary concession holders allow the relevant concession holder, during the term of the concession, to: (i) operate, maintain and develop its airport and carry out any necessary construction in order to render airport, complementary and commercial services as provided under the Mexican Airport Law and the Mexican Airport Law regulations; and (ii) use and develop the assets that comprise the airport that is the subject of the concession (consisting of the airport's real estate and improvements but excluding assets used in connection with fuel supply and storage). These assets are government-owned assets, subject to the Mexican National Assets Law. Upon expiration of a concession, these assets automatically revert to the Mexican government at no charge.

Substantially all of the contracts entered into by the Mexican Airport and Auxiliary Services Agency with respect to each of our airports have been assigned to the relevant concession holder for each airport. As part of this assignment, each concession holder agreed to indemnify the Mexican Airport and Auxiliary Services Agency for any loss suffered by the Mexican Airport and Auxiliary Services Agency due to the concession holder's breach of its obligations under an assigned agreement.

Under the Mexican Federal Duties Law, each of our subsidiary concession holders is required to pay the Mexican government a concession fee based on its gross annual regulated revenues from the use of public domain assets pursuant to the terms of its concession. Currently, this concession fee is set at a rate of 5.0% and may be revised annually by the Mexican Congress. Our Mexican concessions provide that we may request an amendment of our maximum rates if there is a change in this concession fee.

Mexican concession holders are required to obtain a certification for the facilities pursuant to the Mexican Airport Law and its regulations, as well as applicable national and international standards.

Mexican concession holders are required to provide airport security. If public order or national security is endangered, the competent federal authorities are authorized to act to protect the safety of aircraft, passengers, cargo, mail, installations and equipment.

Each Mexican concession holder and any third party providing services at an airport is required to carry specified insurance in amounts and covering specified risks, such as damage to persons and property at the airport, in each case as specified by the Ministry of Infrastructure, Communications and Transportation. To date, the Ministry of Infrastructure, Communications and Transportation has not specified the required amounts of insurance. We cannot assure you that we will not be required to obtain additional insurance once these amounts are specified.

We and our Mexican subsidiary concession holders are jointly and severally liable to the Ministry of Infrastructure, Communications and Transportation for the performance of all obligations under the concessions held by our subsidiaries. Each of our subsidiary concession holders is responsible for the performance of the obligations set forth in its concession, including the obligations arising from third-party contracts, as well as for any damages to the Mexican government-owned assets that they use and to third-party airport users. In the event of a breach of one concession, the Ministry of Infrastructure, Communications and Transportation is authorized to revoke all of the Mexican concessions held by our subsidiaries.

The shares of a Mexican concession holder and the rights under a concession may be subject to a lien only with the approval of the Ministry of Infrastructure, Communications and Transportation. No agreement documenting liens approved by the Ministry of Infrastructure, Communications and Transportation may allow the beneficiary of a pledge to become a concession holder under any circumstances.

A Mexican concession holder may not assign any of its rights or obligations under its concession without the authorization of the Ministry of Infrastructure, Communications and Transportation. The Ministry of Infrastructure, Communications and Transportation is authorized to consent to an assignment only if the proposed assignee satisfies the requirements to be a concession holder under the Mexican Airport Law, undertakes to comply with the obligations under the relevant concession and agrees to any other conditions that the Ministry may require.

## Classification of Services Provided at Mexican Airports

The Mexican Airport Law and the Mexican Airport Law regulations classify the services that may be rendered at an airport into the following three categories:

- *Airport Services.* Airport services may be rendered only by the holder of a concession or a third party that has entered into an agreement with the concession holder to provide such services. These services include: —the use of airport runways, taxiways and aprons for landing, aircraft parking and departure, —the use of hangars, passenger walkways, transport buses and automobile parking facilities, —the provision of airport security services, rescue and firefighting services, ground traffic control, lighting and visual aids, —the general use of terminal space and other infrastructure by aircraft, passengers and cargo, and —the provision of access to an airport to third parties providing complementary services (as defined in the Mexican Airport Law) and third parties providing permanent ground transport services (such as taxis).
- *Complementary Services.* Complementary services may be rendered by an airline, by the airport operator or by a third party under agreements with airlines or the airport operator. These services include: —ramp and handling services, —passenger check-in, and —aircraft security, catering, cleaning, maintenance, repair and fuel supply and related activities that provide support to air carriers.
- *Commercial Services.* Commercial services involve services that are not considered essential to the operation of an airport or aircraft, and include: —the leasing of space to retailers, restaurants and banks and —advertising.

Third parties rendering airport, complementary or commercial services are required to do so pursuant to a written agreement with the relevant concession holder. All agreements relating to airport or complementary services are required to be approved by the Ministry of Infrastructure, Communications and Transportation. The Mexican Airport Law provides that the concession holder is jointly liable with these third parties for compliance with the terms of the relevant concession with respect to the services provided by such third parties. All third-party service providers of complementary services are required to be corporations incorporated under Mexican law.

Airport and complementary services are required to be provided to all users in a uniform and regular manner, without discrimination as to quality, access or price. Mexican concession holders are required to provide airport and complementary services on a priority basis to military aircraft, disaster support aircraft and aircraft experiencing emergencies. Airport and complementary services are required to be provided at no cost to military aircraft and aircraft performing national security activities.

In the event of *force majeure*, the Ministry of Infrastructure, Communications and Transportation may impose additional regulations governing the provision of services at airports, but only to the extent necessary to address the *force majeure* event. The Mexican Airport Law allows the airport administrator appointed by a concession holder to suspend the provision of airport services in the event of *force majeure*.

A Mexican concession holder is also required to take all necessary measures to create a competitive market for complementary services. A concession holder may not limit the number of providers of complementary services in its airport, except in instances where space, efficiency and/or safety warrant such limitation. If a concession holder denies entry to any complementary services provider, such service provider may file a complaint before the Ministry of Infrastructure, Communications and Transportation. The Ministry of Infrastructure, Communications and Transportation shall determine within 60 days of the filing of the complaint whether entry of the service provider into the airport shall be authorized.

## Master Development Plans

Mexican concession holders are also required to submit to the Ministry of Infrastructure, Communications and Transportation a master development plan describing, among other things, the concession holder's construction and maintenance plans.

Each master development plan is for a 15-year period and is required to be updated every five years and resubmitted for approval to the Ministry of Infrastructure, Communications and Transportation. Upon such approval, the master development plan is deemed to constitute a part of the relevant concession. Any major construction, renovation or expansion of an airport may only be made pursuant to a concession holder's master development plan or upon approval by the Ministry of Infrastructure, Communications and Transportation. Information required to be presented in the master development plan includes:

- airport growth and development expectancies,
- 15-year projections for air traffic demand (including passenger, cargo and operations),
- construction, conservation, maintenance, expansion and modernization programs for infrastructure, facilities and equipment,
- five-year detailed investment program and planned major investments for the following 10 years,
- probable sources of financing,
- descriptive airport plans, and
- environmental protection measures.

The Mexican concessions require the concession holder to engage recognized independent consultants to conduct polls among airport users with respect to current and expected quality standards, and to prepare air traffic projections and investment requirements. The concession holder must submit a draft of the master development plan to airport users for their review and comments. Further, the concession holder must submit the master development plan to the Ministry of Infrastructure, Communications and Transportation prior to the expiration of the five-year term. The Ministry of Infrastructure, Communications and Transportation may request additional information or clarification as well as seek further comments from airport users.

Changes to a master development plan and investment program require the approval of the Ministry of Infrastructure, Communications and Transportation, except for emergency repairs and minor works that do not adversely affect an airport's operations.

In June 2018, the Ministry of Infrastructure, Communications and Transportation approved each of our current updated master development plans. These plans are in effect from January 1, 2019 to December 31, 2023.

In September 2020, the Ministry of Infrastructure, Communications and Transportation approved the deferral of Ps.2,292.4 million of committed investments for projects contained in the master development plans and authorized for 2020 to the year 2021, due to the health emergency generated by COVID-19.

On October 29, 2020, we filed a request with the Ministry of Infrastructure, Communications and Transportation for an extraordinary review of the Mexican maximum rates, which was approved on April 7, 2021, and resulted in a reduction in committed investments and an increase in the Mexican maximum rates in the master development plans for the years 2021 to 2023.

The following table sets forth our committed investments for the regulated part of our business for each Mexican airport pursuant to the terms of our current master development plans for the periods presented. Even though we have committed to invest the amounts in the table, those amounts could be lower or higher depending on the cost of each project.

### Committed Investments

Airport	Committed Investments Year ended December 31,					Totals
	2019	2020	2021	2022	2023	
	<i>(millions of constant Mexican pesos as of December 31, 2022)<sup>(1)</sup></i>					
Cancún	1,556.6	2,218.5	1,737.2	1,063.0	266.6	6,841.9
Cozumel	46.1	84.4	139.7	83.2	29.2	382.6
Huatulco	263.1	125.9	95.4	115.2	109.7	709.3
Mérida	534.4	822.0	921.7	483.3	18.0	2,779.4
Minatitlán	46.8	31.7	64.3	22.7	10.5	176.0
Oaxaca	112.6	229.9	152.4	71.9	25.6	592.4
Tapachula	17.4	11.8	331.1	289.7	42.8	692.8
Veracruz	131.3	163.5	194.5	72.6	35.6	597.5
Villahermosa	149.3	158.7	199.8	44.2	34.6	586.6
<b>Total</b>	<b>2,857.6</b>	<b>3,846.4</b>	<b>3,836.1</b>	<b>2,245.8</b>	<b>572.6</b>	<b>13,358.5</b>

(1) Based on the Mexican construction price index in accordance with the terms of our master development plan.

(2) As of December 31, 2022, we have invested Ps 2,245.8 million (which is included in the investment commitments for this period shown above).

The following table sets forth our committed and indicative investments for the regulated part of our business for each Mexican airport pursuant to the terms of our current master development plans for the periods presented.

Airport	Committed Investments	Indicative Investments	
	January 1, 2019- December 31, 2023	January 1, 2024- December 31, 2028	January 1, 2029- December 31, 2033
	<i>(millions of constant Mexican pesos as of December 31, 2022)<sup>(1)</sup></i>		
Cancún	6,841.9	7,240.7	5,769.2
Cozumel	382.6	485.5	278.0
Huatulco	709.3	496.7	254.9
Mérida	2,779.4	800.9	594.3
Minatitlán	176.0	301.5	107.2
Oaxaca	592.4	962.6	201.1
Tapachula	692.8	170.1	189.6
Veracruz	597.5	447.0	576.9
Villahermosa	586.6	404.5	550.3
<b>Total</b>	<b>13,358.5</b>	<b>11,309.5</b>	<b>8,521.5</b>

(1) Based on the Mexican construction price index in accordance with the terms of our master development plan.

(2) As of December 31, 2022, we have invested Ps 2,245.8 million (which is included in the investment commitments for this period shown above).

## **Price Regulation**

The Mexican Airport Law provides that the Ministry of Infrastructure, Communications and Transportation may establish price regulations for services for which the COFECE determines that a competitive market does not exist. On March 9, 1999, the COFECE issued a ruling stating that competitive markets generally do not exist for airport services and airport access provided to third parties rendering complementary services. This ruling authorized the Ministry of Infrastructure, Communications and Transportation to establish regulations governing the prices that may be charged for airport services and access fees that may be charged to providers of complementary services in our airports. On March 19, 1999, a new regulation, the Rate Regulation, was incorporated within the terms of each of our Mexican concessions. The Rate Regulation, which became effective May 1, 1999, establishes the annual maximum rates for each of our concession holders, which is the maximum amount of revenue per workload unit (one passenger or 100 kilograms (220 pounds) of cargo) in a given year that the concession holder may earn at its airports from all regulated revenue sources.

### ***Regulated Revenues***

The Rate Regulation establishes a “dual-till” system of price regulation under which certain of our revenues, such as Mexican passenger charges, landing charges, aircraft parking charges and access fees from third parties providing complementary services at our airports are regulated, while the revenues that we earn from commercial activities in terminals at our Mexican airports, such as the leasing of space to duty-free stores, retailers, restaurants, car rental companies and banks, are not regulated.

The Rate Regulation provides that the following sources of revenues are regulated under this “dual-till” system:

- revenues from airport services (as defined under the Mexican Airport Law), other than automobile parking, and
- access fees earned from third parties providing complementary services, other than those related to the establishment of administrative quarters that the Ministry of Infrastructure, Communications and Transportation determines to be non-essential.

All other sources of revenues at our Mexican airports are not regulated. 37.4%, 48.1% and 56.0% of our Mexican revenues in 2020, 2021 and 2022, respectively, were derived from regulated sources of revenue.

Each Mexican concession holder is entitled to determine the prices charged for each regulated service and is required to register such prices with the Ministry of Infrastructure, Communications and Transportation. Once registered, those prices are deemed part of its concession, and may only be changed every six months or earlier if there has been a cumulative increase of at least 5.0% in the Mexican producer price index (excluding petroleum) as published by the Mexican Central Bank since the date of the last adjustment and in other specific circumstances. See “Item 4. Information on the Company—Mexican Regulatory Framework—Price Regulation—Special Adjustments to Maximum Rates.”

### ***Current Maximum Rates***

Each Mexican airport’s maximum rates from January 1, 2019 to December 31, 2023 were set by the Ministry of Infrastructure, Communications and Transportation in August 2018. On April 6, 2021, the authority adjusted the maximum rates for all our airports to December 31, 2023.

The following table sets forth the maximum rates for each of our Mexican airports for the periods indicated. These maximum rates are subject to adjustment only under the limited circumstances described below under “Special Adjustments to Maximum Rates.”

Airport	Maximum Rates <sup>(1)(2)</sup>				
	Year ended December 31,				
	2019	2020	2021	2022	2023
Cozumel	335.11	332.76	526.87	523.18	519.52
Tapachula	315.97	313.75	368.33	365.75	363.20
Minatitlán	311.34	309.15	537.98	534.22	530.48
Villahermosa	259.48	257.66	293.42	291.37	289.34
Veracruz	258.82	257.00	303.96	301.83	299.71
Mérida	248.55	246.81	293.17	291.12	289.09
Huatulco	241.75	240.06	274.28	272.35	270.44
Oaxaca	229.09	227.49	248.28	246.55	244.81
Cancún	226.84	225.25	258.80	256.99	255.19

- (1) Expressed in adjusted Mexican pesos as of December 31, 2022 based on the Mexican producer price index (excluding petroleum).  
(2) Our Mexican concessions provide that each airport’s maximum rate may be adjusted annually to take account of projected improvements in efficiency. For the five-year period ending December 31, 2023, the maximum rates applicable to our airports reflect a projected annual efficiency improvement of 0.70%.

#### ***Methodology For Determining Future Maximum Rates***

The Rate Regulation provides that each Mexican airport’s annual maximum rates are to be determined in five-year intervals based on the following variables:

- Projections for the 15-year period of workload units (each of which is equivalent to one passenger or 100 kilograms (220 pounds) of cargo), operating costs and expenses (excluding amortization and depreciation) related to services subject to price regulation.
- Projections for the 15-year period of capital expenditures related to regulated services, based on air traffic forecasts and quality of standards for services to be derived from the master development plans.
- Reference values, which were established in the Mexican concessions and are designed to reflect the net present value of the regulated revenues minus the corresponding regulated operating costs and expenses (excluding amortization and depreciation), and capital expenditures related to the provision of regulated services plus a terminal value.
- A discount rate to be determined by the Ministry of Infrastructure, Communications and Transportation. The Mexican concessions provide that the discount rate shall reflect the cost of capital to Mexican and international companies in the airport industry (on a pre-tax basis), as well as Mexican economic conditions. The Mexican concessions provide that the discount rate shall be at least equal to the average yield of long-term Mexican government debt securities quoted in the international markets during the prior twenty four months plus a risk premium to be determined by the Ministry of Infrastructure, Communications and Transportation based on the inherent risk of the airport business in Mexico.

Our Mexican concessions specify a discounted cash flow formula to be used to determine the maximum rates that, given the projected pre-tax earnings, capital expenditures and discount rate, would result in a net present value equal to the reference values established in connection with the last determination of maximum rates.

Our Mexican concessions provide that each airport’s maximum rate may be adjusted annually to take account of projected improvements in efficiency. For the period beginning January 1, 2019 and ending December 31, 2023, the maximum rates applicable to our airports reflect a projected annual efficiency improvement of 0.70%.

The Mexican concessions provide that each Mexican airport's reference values, discount rate and the other variables used in calculating the maximum rates are not guarantees and do not in any manner represent an undertaking by the Ministry of Infrastructure, Communications and Transportation or the Mexican government as to the performance of any concession holder. To the extent that the revenues from services subject to price regulation in any period are less than an airport's maximum rate multiplied by the workload units processed for such period, no adjustment will be made to compensate for this shortfall.

To the extent that such aggregate revenues per workload unit exceed the relevant maximum rate, the Ministry of Infrastructure, Communications and Transportation may proportionately reduce the maximum rate in the immediately subsequent year and assess penalties equivalent to 1,000 to 50,000 times the daily value of the Unit of Measure and Update. As of February 2023, the daily value of the Unit of Measure and Update was Ps. 103.74. As a result, the maximum penalty as of such date could have been Ps. 5.19 million (U.S.\$ 266,055). In the event that a Mexican concession holder fails to comply with certain terms of its concession, or violates certain other terms of its concession after having been sanctioned at least three times for violation of that concession, the Ministry of Infrastructure, Communications and Transportation is entitled to revoke its concession. We would face similar sanctions for any violations of the Mexican Airport Law or its regulations. A full discussion of circumstances that might lead to a revocation of a concession may be found below at "Penalties and Termination and Revocation of Concessions and Concession Assets."

Currently, our calculation of workload units (one passenger or 100 kilograms (220 pounds)) of cargo does not include transit passengers. There is a possibility that in the future our workload units may include transit passengers and the Ministry of Infrastructure, Communications and Transportation will decrease our maximum rates to reflect this higher passenger base. Although there can be no assurance, we do not expect this change to occur in the short term or have a material adverse effect on our revenues if and when it happens.

### ***Special Adjustments to Maximum Rates***

Once determined, each Mexican airport's maximum rates are subject to special adjustment only under the following circumstances:

- *Change in law or natural disasters.* A concession holder may request an adjustment in its maximum rates if a change in law with respect to quality standards or safety and environmental protection results in operating costs or capital expenditures that were not contemplated when its maximum rates were determined. In addition, a concession holder may also request an adjustment in its maximum rates if a natural disaster affects demand or requires unanticipated capital expenditures. There can be no assurance that any request on these grounds would be approved, or that we would make such a request.
- *Macroeconomic conditions.* A concession holder may also request an adjustment in its maximum rates if, as a result of a decrease of at least 5.0% in Mexican gross domestic product in a 12-month period, the workload units processed in the concession holder's airport are less than that projected when its maximum rates were determined. To grant an adjustment under these circumstances, the Ministry of Infrastructure, Communications and Transportation must have already allowed the concession holder to decrease its projected capital improvements as a result of the decline in passenger traffic volume. There can be no assurance that any request on these grounds would be approved, or that we would make such a request.
- *Increase in concession fee under Mexican Federal Duties Law.* An increase in duty payable by a concession holder under the Mexican Federal Duties Law entitles the concession holder to request an adjustment in its maximum rates. There can be no assurance that any request on these grounds would be approved.
- *Failure to make required investments or improvements.* The Ministry of Infrastructure, Communications and Transportation annually is required to review each concession holder's compliance with its master development plan (including the provision of services and the making of capital investments). If a concession holder fails to satisfy any of the investment commitments contained in its master development plan, the Ministry of Infrastructure, Communications and Transportation is entitled to decrease the concession holder's maximum rates and assess penalties.

- *Excess revenues.* In the event that revenues subject to price regulation per workload unit in any year exceed the applicable maximum rate, the maximum rate for the following year will be decreased to compensate airport users for overpayment in the previous year. Under these circumstances, the Ministry of Infrastructure, Communications and Transportation is also entitled to assess penalties against the concession holder.

In addition, the Ministry of Infrastructure, Communications and Transportation has committed to review and adjust Cancún’s maximum rate within three months from the granting of a concession to operate the Mayan Riviera Airport to reflect changes in projected traffic levels at our airports. See “Item. 4 Information on the Company-Mexican Regulatory Framework-Master Development Plans.”

### **Ownership Commitments and Restrictions**

The Mexican concessions require us to retain a 51.0% direct ownership interest in each of our nine concession holders throughout the term of these concessions. Any acquisition by us or one of our concession holders of any additional Mexican airport concessions or of a beneficial interest of 30.0% or more of another concession holder requires the consent of the COFECE. In addition, the Mexican concessions prohibit us and our concession holders, collectively or individually, from acquiring more than one concession for the operation of an airport along each of Mexico’s southern and northern borders.

Air carriers are prohibited under the Mexican Airport Law from controlling or beneficially owning 5.0% or more of the shares of a holder of an airport concession. We, and each of our subsidiaries, are similarly restricted from owning 5.0% or more of the shares of any air carrier.

Foreign governments acting in a sovereign capacity are prohibited from owning any direct or indirect equity interest in a holder of a Mexican airport concession.

### **Reporting, Information and Consent Requirements**

Mexican concession holders and third parties providing services at Mexican airports are required to provide the Ministry of Infrastructure, Communications and Transportation access to all airport facilities and information relating to an airport’s construction, operation, maintenance and development. Each concession holder is obligated to maintain statistical records of operations and air traffic movements in its airport and to provide the Ministry of Infrastructure, Communications and Transportation with any information that it may request. Each concession holder is also required to publish its annual audited consolidated financial statements in a principal Mexican newspaper within the first four months of each year.

The Mexican Airport Law provides that any person or group directly or indirectly acquiring control of a concession holder is required to obtain the consent of the Ministry of Infrastructure, Communications and Transportation to such control acquisition. For purposes of this requirement, control is deemed to be acquired in the following circumstances:

- if a person acquires 35.0% or more of the shares of a concession holder,
- if a person has the ability to control the outcome of meetings of the stockholders of a concession holder,
- if a person has the ability to appoint a majority of the members of the Board of Directors of a concession holder, and
- if a person by any other means acquires control of an airport.

Under the regulations to the Mexican Airport Law, any company acquiring control of a concession holder is deemed to be jointly and severally liable with the concession holder for the performance of the terms and conditions of the concession.

The Ministry of Infrastructure, Communications and Transportation is required to be notified upon any change in a concession holder’s chief executive officer, Board of Directors or management. A concession holder is also required to notify the Ministry of Infrastructure, Communications and Transportation at least ninety days prior to the adoption of any amendment to its bylaws concerning the dissolution, corporate purpose, merger, transformation or spin-off of the concession holder.

## Penalties and Termination and Revocation of Mexican Concessions and Concession Assets

The Mexican Airport Law provides that sanctions of up to 400,000 times the daily value of the Unit of Measure and Update may be assessed for failures to comply with the terms of a concession. As of February, 2023, the daily value of the Unit of Measure and Update was Ps.103.74. As a result, the maximum penalty as of such date could have been Ps.41.5 million (U.S.\$2.1 million).

Under the Mexican Airport Law and the terms of the Mexican concessions, a concession may be terminated upon any of the following events:

- expiration of its term, or any term extension thereof,
- surrender by the concession holder,
- revocation of the concession by the Ministry of Infrastructure, Communications and Transportation,
- reversion (*rescate*) of the Mexican government-owned assets that are the subject of the concession (principally real estate, improvements and other infrastructure),
- inability to achieve the purpose of the concession, except in the event of *force majeure*, or
- dissolution, liquidation or bankruptcy of the concession holder.

The Mexican National Assets Law, published in the Mexican Official Gazette on May 20, 2004, among other items, establishes regulations relating to concessions on real property held in the public domain, including the airports that we operate. The Mexican National Assets Law requires concessionaires of real property held in the public domain that are used for administrative or other non-public purposes to pay a tax. In addition, the Mexican National Assets Law establishes new grounds for revocation of concessions for failure to pay this tax.

A Mexican concession's termination does not exempt the concession holder from liability in connection with the obligations acquired during the term of the concession.

Upon termination, whether as a result of expiration or revocation, the public domain assets (including real estate and fixtures) that were the subject of the concession automatically revert to the Mexican government at no cost. In addition, upon termination the Mexican federal government has a preemptive right to acquire privately-owned assets used by the concession holder to provide services under the concession at prices determined by expert appraisers appointed by the Ministry of Infrastructure, Communications and Transportation. Alternatively, the Mexican government may elect to lease these assets for up to five years at fair market rates as determined by expert appraisers appointed by the Mexican government and the concession holder. In the event of a discrepancy between appraisals, a third expert appraiser must be jointly appointed by the Mexican government and the concession holder. If the concession holder does not appoint an expert appraiser, or if such appraiser fails to determine a price, the determination of the appraiser appointed by the Mexican government will be conclusive. If the Mexican government chooses to lease the assets, it may thereafter purchase the assets at their fair market value, as determined by an expert appraiser jointly appointed by the Mexican government and the concession holder.

A Mexican concession may be revoked by the Ministry of Infrastructure, Communications and Transportation under certain conditions, including:

- the failure by a concession holder to begin operating, maintaining and developing an airport pursuant to the terms established in the concession,
- the failure by a concession holder to maintain insurance as required under the Mexican Airport Law,
- the assignment, encumbrance, transfer or sale of a concession, any of the rights thereunder or the assets underlying the concession in violation of the Mexican Airport Law,

- any alteration of the nature or the conditions of an airport's facilities, as established in the concession title, without the authorization of the Ministry of Infrastructure, Communications and Transportation,
- consent to the use, or without the approval of air traffic control authorities, of an airport by any aircraft that does not comply with the requirements of the Mexican Civil Aviation Law, that has not been authorized by the Mexican air traffic control authority, or that is involved in the commission of a felony,
- knowingly appointing or maintaining a chief executive officer or board member of a concession holder that is not qualified to perform his functions under the law as a result of having violated criminal laws,
- a violation of the safety regulations established in the Mexican Airport Law and other applicable laws,
- a total or partial interruption of the operation of an airport or its airport or complementary services without justified cause,
- the failure of ASUR to own at least 51.0% of the capital stock of its subsidiary concession holders,
- the failure to maintain the airport's facilities,
- the provision of unauthorized services,
- the failure to indemnify a third party for damages caused by the provision of services by the concession holder or a third-party service provider,
- charging prices higher than those registered with the Ministry of Infrastructure, Communications and Transportation for regulated services or exceeding the applicable maximum rate,
- any act or omission that impedes the ability of other service providers or authorities to carry out their functions within the airport, or
- any other failure to comply with the Mexican Airport Law, its regulations and the terms of a concession.

The Ministry of Infrastructure, Communications and Transportation is entitled to revoke a concession without prior notice as a result of the first six events described above. In the case of other violations, a concession may be revoked as a result of a violation only if sanctions have been imposed at least three times with respect to the same violation within a period of five years.

According to the Mexican National Assets Law, Mexico's national patrimony consists of private and government-owned assets of the Federation. The surface area of our airports and improvements on such space are considered government-owned assets. A concession concerning government-owned assets may be reverted to the Mexican government prior to the concession's expiration, when considered necessary for the public interest. In exchange, the Mexican government is required to pay compensation, taking into consideration investments made and depreciation of the relevant assets, but not the value of the assets subject to the concessions, based on the basis and methodology set forth in the reversion (*rescate*) resolutions issued by the Ministry of Infrastructure, Communications and Transportation. Following a declaration of reversion, the assets that were subject to the concession are automatically returned to the Mexican government.

In the event of war, natural disaster, grave disruption of the public order or an imminent threat to national security, internal peace or the economy, the Mexican government may carry out a requisition (*requisita* — step-in rights) with respect to our airports. The step-in rights may be exercised by the Mexican government as long as the circumstances warrant. In all cases, except international war, the Mexican government is required to indemnify us for damages and lost profits (*daños y perjuicios*) caused by such requisition, calculated at their real value (*valor real*); provided that if we were to contest the amount of such indemnification, the amount of the indemnity with respect to damages (*daños*) shall be fixed by expert appraisers appointed by us and the Mexican government, and the amount of the indemnity with respect to lost profits (*perjuicios*) shall be calculated taking into consideration the average net income during the year immediately prior to the requisition. In the event of requisition due to international war, the Mexican government would not be obligated to indemnify us.

### Grants of New Mexican Concessions

The Mexican government may grant new concessions to manage, operate, develop and construct airports. Such concessions may be granted through a public bidding process in which bidders must demonstrate their technical, legal, managerial and financial capabilities. The COFECE has the power to ensure compliance of the criteria and conditions to be met by new bidders seeking to be awarded a concession and, under certain circumstances, to investigate and object an award after the bidding process has concluded. In addition, the government may grant concessions without a public bidding process to the following entities:

- parties who hold permits to operate civil aerodromes and intend to transform the aerodrome into an airport so long as (i) the proposed change is consistent with the national airport development programs and policies, (ii) the civil aerodrome has been in continuous operation for the previous five years and (iii) the permit holder complies with all requirements of the concession,
- current concession holders when necessary to meet increased demand so long as (i) a new airport is necessary to increase existing capacity, (ii) the operation of both airports by a single concession holder is more efficient than other options, and (iii) the concession holder complies with all requirements of the concession,
- current concession holders when it is in the public interest for their airport to be relocated,
- entities in the federal public administration, and
- commercial entities in which local or municipal governments have a majority equity interest if the entities' corporate purpose is to manage, operate, develop and/or construct airports.

A recent example of a concessionary grant that did not include a public bidding process, includes the concession referenced in an October 2020 Mexican Presidential announcement, which specified that as part of an effort to develop the southeast of Mexico, the Mexican Army will build and operate a new airport in the City of Tulum, State of Quintana Roo, with plans to commence operations in 2023. For more information on the planned airport, see “Item 3. Key Information—Risks—Risks Relating to our Business—The Mexican government could grant new concessions that compete with our airports, including Cancún International Airport” and “Item 4. Information on the Company—Business Overview—Principal Air Traffic customers of our Mexican Airports—Competition.”

Additionally, under the Mexican Airport Law for the granting of a concession title or the resolution to extend the term thereof, the Ministry of Infrastructure, Communications and Transportation shall file before the Ministry of Finance and Public Credit the following:

- a favorable opinion regarding the economic profitability of the corresponding project,
- the registry of the programs portfolio and investment projects, in terms of the Federal Law on Budget and Treasury Responsibility (*Ley Federal de Presupuesto y Responsabilidad Hacendaria*), in case public funds are used to finance an airport project, and

- the assessment of the considerations that the concession holder shall pay to the federal government in terms of applicable law. For purposes of this section, the Ministry of Infrastructure, Communications and Transportation shall submit a proposal of said considerations to the Ministry of Finance and Public Credit.

## Environmental Matters

Our Mexican operations are subject to federal, state and municipal laws, regulations and NOMs relating to the protection of the environment and natural resources.

The main Mexican federal environmental laws include, among others, the General Law of Ecological Equilibrium and Environmental Protection (*Ley General del Equilibrio Ecológico y la Protección al Ambiente* or the “LGEEPA”), the General Law for the Prevention and Integral Management of Wastes (*Ley General para la Prevención y Gestión Integral de los Residuos* or the “LGPGIR”), the General Law for Sustainable Forest Development (*Ley General de Desarrollo Forestal Sustentable*) and the General Law for Wildlife (*Ley General de Vida Silvestre*), which are administered by the Mexican Environmental and Natural Resources Ministry (*Secretaría de Medio Ambiente y Recursos Naturales* or the “SEMARNAT”) and enforced by the Mexican Federal Environmental Protection Agency (*Procuraduría Federal de Protección al Ambiente* or the “PROFEPA”). In addition to the above, the Law of National Waters (*Ley de Aguas Nacionales*) and its Regulations are administered by the Mexican National Water Commission (*Comisión Nacional del Agua* or the “CONAGUA”) and enforced by both CONAGUA and PROFEPA, which has inspection and supervision powers on matters related to wastewater and the prevention of contamination of bodies of water.

The LGEEPA is a framework law that establishes the principles of Mexican environmental law as well as the various instruments of public policy designed to prevent environmental damages and to protect natural resources in the country, such as the evaluation of environmental impact, liability for environmental damage or pollution and environmental zoning plans, amongst others.

In connection with the use, storage and management of hazardous materials, the generation, handling and disposal of hazardous wastes, and soil contamination, the LGPGIR imposes the obligation to remediate soil pollution and also establishes strict joint administrative liability between property owners and parties having actual possession of the polluted property, regardless of which party is responsible for such soil contamination. However, the polluter pays principle provides non-responsible parties a legal recourse to seek reimbursement from the polluting party in civil courts.

Pursuant to the Law of National Waters, the use of national waters is subject to obtaining a concession from CONAGUA. In addition, the discharge of wastewater into the soil or water bodies under the administration of CONAGUA is subject to obtaining a wastewater discharge permit granted by the same authority. Both activities (*i.e.* the use of national waters and wastewater discharges) are subject to several obligations that include complying with maximum permissible levels of contaminants in wastewater, which are set forth in NOMs or by the CONAGUA in the form of particular discharge conditions imposed in the corresponding wastewater discharge permit, as well as the payment of fees for the use of national waters and for the use of bodies of water and receiving wastewater discharges, among others. The NOMs are rules of general application that set benchmarks or technical requirements for environmental protection with respect to miscellaneous activities, including the quality of wastewater discharges and the sludge resulting from wastewater treatment.

On March 11, 2022, CONAGUA published NOM-001-SEMARNAT-2021 (“NOM-001”) in the Mexican Official Gazette, establishing the maximum permissible levels of pollutants in wastewater discharges into national receiving bodies or into the soil or subsoil. This updated standard will replace NOM-001-SEMARNAT-1996, and will be partially in effect one year after its publication in the Mexican Official Gazette, and fully in effect in 2026. The new standard sets forth different parameters and revised permissible limits of pollutants in wastewater discharges which may require that we implement specific programs in our facilities for purposes of complying with these new parameters and limits. We have implemented measurement and control systems for residual discharges, and we are currently evaluating the impact of the enactment of this updated standard. However, we do not anticipate that the adjustment to NOM-001 would represent a material cost that would affect our results of operations.

Other NOMs establish, for example, the maximum thresholds for air emissions and pollution, list and classify hazardous wastes, regulate noise pollution by establishing the maximum permitted decibel limits and provide for the protection of flora and fauna species, among many other things. PROFEPA and CONAGUA can initiate or bring administrative and criminal proceedings against companies that violate environmental laws, and they have the faculties to order the temporary or permanent shut down of non-complying facilities. Additionally, under the Federal Law of Environmental Responsibility (*Ley Federal de Responsabilidad Ambiental*), certain third parties, as well as civil organizations, members of affected communities, PROFEPA itself and local environmental enforcement agencies may file environmental damage claims before the district courts. This law provides for a new legal proceeding to demand the reparation of or compensation for environmental damages resulting from unlawful acts or omissions. Under this new law, we could be subject to additional liabilities and penalties.

On the other hand, the General Climate Change Law (*Ley General de Cambio Climático*) and its Regulations on Matters of the National Emissions Registry set forth that stationary sources that generate 25,000 tons or more of CO<sub>2</sub> equivalent per year are required to verify and report their direct and indirect emissions of greenhouse gases to the National Emissions Registry (*Registro Nacional de Emisiones*). In addition, the General Climate Change Law sets forth the creation of an emissions trading system. For such purposes, a 36-month Pilot Program of the Mexican Emissions Trading System (*Programa de Prueba del Sistema de Comercio de Emisiones*) was put in place on January 1, 2020 and ended on December of 2022. The operative rules of the Mexican Emissions Trading System have not been published; however, once these are published SEMARNAT will establish mandatory emission caps, in accordance to the country's greenhouse-gas-emissions reduction targets. We will be legally obligated to meet those caps by then, either through mitigation measures or/and by acquiring Emission Reduction Certificates in the market. However, we cannot anticipate the impact that the mandatory emissions caps and the Emissions Trading Scheme will have on our operations in Mexico.

PROFEPA runs a voluntary environmental audit program, by means of which it issued Clean Industry Certificates (*Certificados de Industria Limpia*) for each one of all our airports in Mexico. These certificates confirm compliance with applicable Mexican environmental laws and regulations and remain valid to this date, as we comply with the requirements to renew these certificates every two years to keep them valid.

On December 31, 2021, the State of Yucatán where Mérida Airport is located amended its state fiscal law (*Ley General de Hacienda del Estado de Yucatán* or the "GFL") including (i) a specific tax on the emission of greenhouse gases into the atmosphere (*Impuesto a la Emisión de Gases a la Atmósfera* or the "Emissions Tax"), which applies to any legal entity in the State of Yucatán carrying out activities which produce gas emissions, and (ii) an additional tax on the emission of soil, subsoil and water pollutants (*Impuesto a la Emisión de Contaminantes al Suelo, Subsuelo y Agua* or the "Pollutants Tax") which applies to any legal entity in the State of Yucatán carrying out activities which, directly or through intermediaries, emits polluting substances generated by industrial activities that are disposed, discharged, or injected into the soil, subsoil, or water. The Emissions Tax and the Pollutants Tax became effective on January 1, 2022, and any entities obligated thereunder are eligible to receive fiscal incentives (as established in article 47-AQ and 47-BB of the GFL) in the form of a 15% reduction in the payable Emission Tax or Pollutant Tax, as applicable, provided such entities decrease their pollutant emissions by at least 20% during the fiscal year prior to receiving the incentives.

Modifications to existing environmental laws and regulations or the adoption of more stringent environmental laws and regulations may result in the need for investments that are not currently provided for in our capital expenditures program and may otherwise result in a material adverse effect on our business, our operations or financial condition.

Although we do not currently expect that compliance with Mexican federal, state and municipal environmental laws and regulations, as well as new environmental taxes in the states where we carry out our operations will have a material effect on our financial condition or on the results of our operations, there can be no assurance that compliance with these changes to environmental regulations will not have a material adverse effect on our business in the future.

## PUERTO RICO REGULATORY FRAMEWORK

### Puerto Rico Sources of Regulation

The following are the principal laws, regulations and instruments that govern the business and operation of the LMM Airport owned by Aerostar, our joint venture with PSP Investments:

- the Federal Aviation Act of 1958, as enacted and amended and any regulations issued under it;
- the Federal Aviation Administration’s Airport Investment Partnership Program, as amended;
- the Part 139 Certification of Airports issued by the FAA;
- the Airport Security Program approved by the Transportation Security Administration (“TSA”);
- the Puerto Rico Public Private Partnership Act of June 8, 2009, as amended (“Act No. 29”);
- the LMM Lease among Aerostar and the PRPA, dated July 24, 2012, which entitles Aerostar to lease and operate the LMM Airport for an initial term of forty (40) years from February 27, 2013; and
- the Airport Use Agreements dated February 27, 2013, which govern the relationship between Aerostar and the principal airlines serving the LMM Airport.

The Federal Aviation Act of 1958 is an act of the U.S. Congress that created the FAA. Its purpose is to promote safe air travel and to protect lives and property of people on the ground as well as air travelers. The act gave the FAA the authority to set aviation regulations and to oversee and regulate safety in the airline industry.

#### *The Federal Aviation Administration’s Airport Investment Partnership Program*

The FAA’s Airport Investment Partnership Program, formerly known as the Airport Privatization Program, was established as a means of generating capital for airport improvement and development. Through the program, private companies may own, manage, lease and develop public airports. The 2012 Reauthorization Act (the “2012 Act”) increased the number of airports that can participate in the program from five to ten. The 2012 Act also authorized the FAA to permit up to 10 public airport sponsors to sell or lease an airport with certain restrictions and to exempt the sponsors from certain federal requirements that could otherwise make privatization impractical. Under this program, the airport’s owners or lease holders may be exempt from repayment of federal grants, return of property acquired with federal assistance and the use of proceeds from the airport’s sale or lease to be used exclusively for the airport’s purposes. The 2012 Act also provides that a private operator may receive Airport Improvement Program and discretionary grants, collect Passenger Facility Charges and charge reasonable fees, provided that the airport demonstrates compliance with nine key statutory and regulatory conditions, including applicable Airport Improvement Program grant assurances, Passenger Facility Charges assurances, and assurances that it will not “unjustly discriminate,” that the operation of the airport will not be interrupted, that fees imposed on general aviation operators will not increase faster than fees for air carriers, and that collective bargaining agreements for airport employees will not be abrogated. The pilot program began in September 1997. The 2018 Reauthorization Act (the “2018 Act”) renamed the program the Airport Investment Partnership Program and removed the restriction on the number and type of public airports that may participate. The 2018 Act, among other things, permitted public sponsors and private operators to manage an airport jointly. As of March 2022, the most recent date for which this information is available, there were two approved airports (including the LMM Airport).

### *FAA and Part 139 Certification*

In order for Aerostar to operate the LMM Airport, it was required to have FAA approval. Aerostar submitted its final application to the FAA on September 19, 2012. The FAA rendered a record of decision on February 25, 2013, approving the LMM Lease and Aerostar as a private operator, among other matters. The application included a description of the property, the terms of the transfer, the qualifications of our joint venture as the private operator, any requests for exemptions under the 1996 FAA Reauthorization Act, the necessary air carrier approval, and a description of plans for the LMM operations, maintenance and development. The FAA issued Aerostar a Part 139 certificate on February 27, 2013. The FAA and TSA will continue to monitor the transfer of operations for the LMM Airport to Aerostar and will treat Aerostar as any other airport sponsor, subject to all federal safety and security requirements.

In addition to approval under the FAA Airport Privatization Program, Aerostar is required to hold an Airport Operating Certificate or the “Part 139 Certification” from the FAA pursuant to U.S. federal law 14 CFR Part 139. To obtain a certificate, an airport must agree to certain operational and safety standards and provide for such things as firefighting and rescue equipment. FAA Airport Certification Safety Inspectors conduct yearly inspections to ensure compliance, though the FAA is authorized to make unannounced inspections. If the FAA finds that an airport is not meeting its obligations, it may impose administrative sanctions. It can also impose financial penalties for each day the airport continues to violate a Part 139 requirement. In extreme cases, the FAA has the power to revoke the airport’s certificate or limit the areas of an airport where air carriers can land or takeoff.

### *Airport Security Program*

Each airport operator must have an Airport Security Program approved by the TSA and is subject to regulation by the TSA. The security program at LMM was approved and must continue to be in compliance with TSA regulations and guidelines at all times during the term of Aerostar’s operation of the airport. The TSA provides direct passenger screening at LMM and will continue to do so during the length of the concession at no cost to Aerostar.

Act No. 29 authorizes all departments, agencies and instrumentalities of the government of Puerto Rico to establish public-private partnerships through partnership contracts as defined under Act No. 29. Act No. 29 sets the process for procuring Public Private Partnership projects, including the development of a Desirability & Convenience study for each prospective project and establishment of the Request for Qualifications and Request for Proposals process. It also establishes eligibility criteria for potential bidders and provides lenders the right to “step-in” upon default. Granting Aerostar the LMM Lease to operate the LMM Airport was the second project to be completed under Act No. 29. A public-private partnership is a contractual arrangement between a public sector agency and a non-government entity that allows for greater private sector participation in the development and financing of infrastructure projects and provisions of services.

### **Role of the Federal Aviation Administration**

The FAA is the national aviation authority of the United States. As an agency of the U.S. Department of Transportation, it has authority to regulate and oversee aspects of civil aviation in the United States. The FAA’s primary responsibilities include:

- regulating U.S. commercial air space transportation;
- regulating air navigation facilities’ and flight inspection standards;
- encouraging and developing civil aeronautics, including new aviation technology;
- issuing, suspending, or revoking pilot certificates;
- regulating civil aviation to promote safety, especially through local offices called Flight Standards District Offices;
- developing and operating a system of air traffic control and navigation for both civil and military aircraft;
- researching and developing the National Airspace System and civil aeronautics; and

- developing and carrying out programs to control aircraft noise and other environmental effects of civil aviation.

### **Role of the Transportation Security Administration**

The TSA is an agency of the U.S. Department of Homeland Security that was created after the terrorist attacks of September 11, 2001 to strengthen the security of U.S. transportation systems. The TSA is responsible for security at U.S. airports and has deployed a federal workforce to screen all commercial airlines passengers and baggage. The TSA also regulates aviation security. The TSA employs a risk-based strategy to secure U.S. transportation systems. As of March, 2021, the TSA had approximately 50,000 security officers who screened more than 2 million passengers each day at nearly 440 federalized airports throughout the United States.

### **Role of the Puerto Rico Ports Authority**

The PRPA is a public corporation and government instrumentality created by Law No. 125 on May 7, 1942. PRPA is the owner and prior operator of the LMM Airport. The PRPA is directed by an Executive Director and a board of directors. It has a Maritime Department and an Aviation Department. In addition to leasing the LMM Airport to Aerostar, the Aviation Department owns and currently operates the Isla Grande, Ponce, Mayaguez, Arecibo, Aguadilla, Culebra, Humacao, Patillas and Vieques airports (the “Regional Airports”). The PRPA is currently conducting a request for proposals (RFP) process aimed at contracting a private provider to operate and manage the Regional Airports. This RFP process is not being conducted pursuant to Act No. 29, but pursuant to PRPA Regulation 8981, known as the Bids and Requests for Proposals Regulation approved on July 7, 2017, as amended.

### **Scope of LMM Lease and General Obligations of Aerostar**

As authorized by Act No. 29, the PRPA granted Aerostar the LMM Lease for an initial term of 40 years from February 27, 2013. This initial term may be terminated earlier or extended if both the PRPA and Aerostar agree to the modification in writing, in accordance with the terms of the LMM Lease and the Airport Use Agreements.

Pursuant to the LMM Lease, Aerostar made an upfront payment to the PRPA of U.S.\$615.0 million, which was funded by a combination of (i) debt financing and (ii) equity contributions by each of ASUR (through Aeropuerto de Cancún) and Oaktree Capital. During the term of the LMM Lease, Aerostar will be required to make annual revenue-sharing payments to the PRPA, fixed at U.S. \$2.5 million per year for the first five years, 5.0% of gross airport revenues for the sixth through the thirtieth years and 10.0% of gross airport revenues for the thirty-first through fortieth years.

During its term, the LMM Lease allows Aerostar to: (i) operate, manage, maintain, improve, enhance, develop and rehabilitate the LMM Airport to provide general, ancillary and complementary airport services to members of the general public; and (ii) collect and retain all fees, charges and revenues in respect of the LMM Airport, its assets and contracts pertaining to the LMM Airport. The LMM Lease further provides for, the PRPA to assign and transfer substantially all of the assets used exclusively at the LMM Airport to Aerostar for the term of the Lease.

In accordance with the LMM Lease, the PRPA assigned substantially all of the contracts pertaining to the LMM Airport to Aerostar. Additionally, the LMM Lease requires that Aerostar indemnify the PRPA for any losses suffered by it due to: (i) Aerostar’s breach of its obligations under the LMM Lease (ii) any assumed debts, liabilities and obligations relating to the LMM Airport or its operations and (iii) any taxes or mortgage recording charges related to the transfer of Aerostar’s interest under the Lease.

Under the LMM Lease, Aerostar is required to comply at all times during the Lease's term, with the FAA's Airport Investment Partnership Program. In order to be compliant, Aerostar must ensure that (i) the LMM Airport is available for public use without unjust discrimination; (ii) operations of the LMM Airport are not interrupted if Aerostar becomes insolvent; (iii) it maintains, improves and modernizes the LMM Airport through capital investments; (iv) the charges imposed on air carriers do not increase faster than the rate of inflation unless a higher amount is approved by 65.0% of the airlines serving the LMM Airport; (v) the percentage increase in fees imposed on general aviation aircrafts does not exceed the percentage increase in fees imposed on air carriers; (vi) safety and security at the LMM Airport are maintained at the highest possible level; (vii) the adverse effect of noise from LMM Airport is mitigated to the same extent as at a public airport; (viii) any adverse effects on the environment from the operations of the airport are mitigated to the same extent as at a public airport; and (ix) any collective bargaining agreement that covers employees of the LMM Airport and is in effect on the date the LMM Lease went into effect is not abrogated by the LMM Lease.

The LMM Lease requires that Aerostar maintain insurance covering specified risks, such as employment practices liability insurance, workers' compensation insurance, commercial general liability insurance, automobile liability insurance, risk insurance for any maintenance or repairs, professional liability insurance, risk property insurance, pollution legal liability insurance, business insurance against interruption or loss of projected revenues for at least six months from the occurrence of the risk, contractors protective liability insurance, boiler and machinery coverage or equipment breakdown coverage, and fiduciary liability insurance, in each case as specified in the Lease.

Our subsidiary Aerostar is liable to the PRPA for the performance of all obligations under the LMM Lease, including obligations arising from third-party contracts as well as any damage to the PRPA-owned assets and to third-party airport users. Therefore, ASUR is liable for any of Aerostar's obligations under the LMM Lease.

So long as there are no events of default outstanding under the LMM Lease, Aerostar has the right to enter into one or more leasehold mortgages and assign its rights under the LMM Lease to a leasehold mortgagee. However, limitations on any leasehold mortgage include: (i) the mortgage or lien cannot affect the fee simple interest and estate of the PRPA in the LMM Airport; (ii) the PRPA cannot be liable for any payment secured by the leasehold mortgage; (iii) the rights acquired by a leasehold mortgagee are subject to and subordinated to the terms of the LMM Lease and to all of the PRPA's rights and the rights of the airlines. Further, Aerostar is liable at all times to the PRPA for payments of all sums due to it under the LMM Lease and for the performance of all of Aerostar's obligations under the LMM Lease. The mortgagee cannot have greater rights or interests in than Aerostar's and the PRPA's in the LMM Airport. The mortgagee and the Government Development Bank for Puerto Rico must enter into a consent agreement acceptable to all the parties where consenting to the assignment of the LMM Lease to an agent in connection with the financing of the mortgage. Aerostar has granted a leasehold mortgage to Citibank, as collateral agent for Aerostar's secured lenders, to secure the debt incurred to finance the leasehold fee, capital expenditures and certain initial projects.

Aerostar cannot transfer its interest under the LMM Lease unless: (i) the FAA and the TSA have approved the transfer and the transferee; (ii) the transferee obtains all necessary approvals and exemptions from the FAA as required pursuant to 49 U.S.A. Section 47134; (iii) the PRPA has approved the transferee and (iv) the proposed transferee enters into an agreement with the PRPA satisfactory to it where the transferee acquires the rights, assumes the obligations of Aerostar and agrees to perform and observe all obligations and covenants of Aerostar under the Lease. However, the limitations on transfers do not prohibit or limit the transfer of direct or indirect ownership interests in Aerostar by ASUR or the other equity participants or its beneficial owners to any person so long as no more than 50.0% of the ownership interests in Aerostar are transferred in a single transaction or series of related transactions.

### **Scope of Airport Use Agreements**

As operator of the LMM Airport, and as required by the LMM Lease, Aerostar, along with the PRPA as the owner of the LMM Airport, entered into certain Airport Use Agreements with the principal airlines serving the LMM Airport, which are referred to as the "Signatory Airline" for a 15-year term beginning on February 27, 2013, although the term can be terminated earlier if the parties agree to it. If at the end of the term, new use agreements have not been approved, each of the Airport Use Agreements in effect at the time of termination would continue to be binding until new use agreements are executed. Any new use agreement shall afford to the Signatory Airlines the same rights they have under the current Airport Use Agreements with respect to the LMM Lease.

The Airport Use Agreements give the Signatory Airlines the right to conduct an airline transportation business and to perform any incidental or necessary activities to conduct their business, including using all facilities, improvements, equipment and services that are designated for common use or in connection with the LMM Airport. Aerostar must provide open access to the LMM Airport and must designate most of the airport facilities for common use by the Signatory Airlines. If for any given year of the term Aerostar wishes to reduce the common use space, it must obtain the approval of all Signatory Airlines that (i) in the aggregate, paid a majority of the fees charged to the Signatory Airlines under the Airport Use Agreement and (ii) constitute a majority of all votes cast by Signatory Airlines within 30 days of Aerostar's request to reduce the common space. Each Airport Use Agreement allows Aerostar to assign space as both seasonal and non-seasonal exclusive use space to each of the Signatory Airlines, but such assignments will not constitute a lease.

Aerostar also agreed under the Use Agreement to engage in the Capacity Enhancement Plan, which was already completed. For a fuller description of the capital projects Aerostar will engage in to improve the facilities and premises of the LMM Airport, see "Item 4. Information on the Company—Regulatory Framework—Puerto Rican Regulatory Framework—Capacity Enhancement Plan."

Aerostar is required by each Airport Use Agreement to indemnify the Signatory Airlines or the PRPA for any loss arising from any injury to persons, including death, or damage to property, that results from Aerostar's operation of the LMM Airport. However, Aerostar is not responsible for indemnifying the Signatory Airlines or the PRPA if the injury or damage is caused by negligent or willful acts of the PRPA, the Signatory Airlines or a third party that is not under contract with Aerostar.

The Use Airport Agreements entitle Aerostar to the following total annual contributions from the airlines serving the LMM Airport:

- For the first partial year of the term (i.e., the year ending December 31, 2013), U.S.\$62.0 million multiplied by the number of days of the term in that year over the number of days in that year.
- For the five full years of the term, U.S.\$62.0 million per year.
- For the remaining full years of the term, the total annual contribution for the prior year, adjusted for inflation based on the U.S. non-core consumer price index. For the year ended December 31, 2022, the total annual contribution was U.S.\$67 million.

Additionally, the Airport Use Agreement allows Aerostar to increase the fees it charges to the Signatory Airlines for capital expenditures relating to projects that the Signatory Airlines approve and for government-mandated capital and certain operating expenditures. Increases to the fees imposed on the Signatory Airlines and payable to Aerostar in relation to these capital expenditures are subject to the specific adjustment mechanisms outlined in each of the Airport Use Agreements.

Aerostar must operate the LMM Airport in accordance with all requirements of applicable law, including the FAA's Airport Operating Certificate, the Airport Security Program approved by the TSA and the Airport Certificate Manual. Aerostar was also required to deposit U.S.\$6.0 million into an escrow account called the Puerto Rico Air Travel Promotion and Support Fund on February 27, 2013. As of December 2018, the complete \$6.0 million has been distributed to Signatory Airlines in accordance with the Airport Use Agreements.

Events of Default under the Airport Use Agreement include if Aerostar (i) fails to comply with its obligations under the Airport Use Agreement; (ii) fails to comply with a work plan approved by the airlines; (iii) any portion of the airport used by the airline is subject to a levy under execution or attachment that is not vacated by a court within 60 days or (iv) admits in writing that it cannot pay its debts as they become due, makes an assignment for the benefit of creditors or files a voluntary bankruptcy.

## **Capital Expenditures Required under the LMM Lease and Airport Use Agreements**

Aerostar was required under the LMM Lease to fund and perform certain general accelerated upgrades at its sole cost and expense. These mandated general accelerated upgrades include landscaping improvement work as specified in the LMM Lease, repair and replacement of jet bridges that do not conform to good industry practice, repair of damaged roadways and markings, curbs and walkways, replacement of deteriorating flooring throughout the interior of the terminals and buildings at the LMM Airport, installment of Wi-Fi connectivity throughout the LMM Airport terminals, installment of electric outlets for passenger use through the LMM Airport terminals, upgrade, enhancement, repair and replacement of deficient and unsafe areas of lighting, and repair and replacement of elevators, escalators and stairwells throughout the LMM Airport terminals and buildings. Aerostar completed work on the required general accelerated upgrades by December 31, 2014.

Aerostar is also required under the Airport Use Agreements to complete certain initial capital projects, such as construction of new access roads and all necessary utilities, relocation of certain terminal baggage inspection facilities, replacement of stairwells in the LMM Airport parking garage, replacement of failed pavement in taxiways, update of airline location signs on access roads and terminal entrances and repair roof leaks in all LMM Airport terminals, among others. These initial capital projects were necessary to bring the condition of the LMM Airport to a high level consistent with the Operating Standards (described below). If the aggregate cost incurred by Aerostar for performing all required initial capital projects is less than U.S.\$34.0 million, the Signatory Airlines have the right to require that Aerostar expend an amount equal to the difference between the costs incurred in performing the initial capital projects and U.S.\$34.0 million toward completing other capital projects approved by the Signatory Airlines without adjusting the annual contribution the Signatory Airlines must pay Aerostar under the Airport Use Agreements. As of December 31, 2022, most of these initial capital projects have been completed, and those still in process are included in the short to medium term investment plan schedule.

In addition, Aerostar must perform any capital project that is required in order to comply with any applicable law or airport certification requirement. The Airport Use Agreements allow Aerostar to increase certain annual fees payable by the Signatory Airlines in amounts equal to the annual amortized costs of any government mandated capital projects.

All capital projects related to the operation, maintenance, construction and rehabilitation of and capital improvements to the LMM Airport must be in compliance with the standards, specifications, policies, procedures and processes outlined in the Operating Standards prepared by the PRPA and the Puerto Rico Public Private Partnerships Authority. The purpose of the Operating Standards is to provide minimum performance requirements that Aerostar must meet for the benefit of Puerto Rico, the PRPA, and the Signatory Airlines in the operation and maintenance of the LMM Airport.

### **Capacity Enhancement Plan**

In accordance with the Airport Use Agreements, Aerostar and the Signatory Airlines agreed on a plan for the reconfiguration of the LMM Airport, also known as the Capacity Enhancement Plan, or CEP.

The CEP was a three-phase major renovation and reconfiguration project planned and designed mainly for the purpose of significantly improving the operating and passenger efficiency of the LMM Airport. The final phase was completed as of September 30, 2015.

### **Ownership Commitment and Restrictions**

The LMM Lease allows any person who holds any shares of capital stock or any other equity interest in Aerostar to transfer its interest to any person so long as it does not constitute a “change of control” under the Lease. A “change of control” under the LMM Lease occurs if (i) there is a transfer of 50.0% or more of the direct or indirect voting or economic interests in Aerostar to another party, (ii) there is a transfer from one party to another of the power to directly or indirectly direct the management and policy of Aerostar, whether through ownership of voting securities, by contract, management agreement, or common directors, officers or trustees or otherwise or (iii) there is a merger, consolidation, amalgamation, business combination or sale of substantially all of the assets of Aerostar. If the proposed transfer would result in a change in control, then the transfer must be approved as described in this section.

In addition to the restrictions on transfers imposed by the LMM Lease, the Airport Use Agreements restrict Aerostar from transferring its interest in the LMM Airport or its rights under the LMM Lease unless the transferee is approved by the Signatory Airlines. The Signatory Airlines can withhold approval of the transferee if they reasonably determine that the transfer would be detrimental to their air transportation business at the LMM Airport. This determination must take into account one or more of the following factors: (i) the financial strength and integrity of the transferee, (ii) the experience of the transferee in operating airports and performing other projects and (iii) the background and reputation of the proposed transferee. Transfers are permitted so long as they do not constitute a “change of control,” which is defined in the same way as under the LMM Lease.

### **Reporting, Information and Consent Requirements**

The LMM Lease requires Aerostar to notify the PRPA of all material emergencies, accidents and airfield incidents at the LMM Airport Facility. Further, in addition to reporting obligations under applicable environmental laws, Aerostar must notify the PRPA of any discharge, dumping or spilling of any reportable quantity, as defined under applicable environmental laws, of hazardous substances. Additionally, Aerostar must provide the PRPA any notice it is required to deliver to the Signatory Airlines under the Airport Use Agreements within five business days.

Aerostar is also required to provide the PRPA its unaudited financial statements for each six-month period within 60 days and its audited financial statements within 120 days after the end of each reporting year during the term. In addition, the LMM Lease grants the PRPA or any other governmental authority of competent jurisdiction audit and inspection rights with regards to Aerostar’s operation of the LMM Airport through the term of the LMM Lease.

Similarly, the Airport Use Agreements require that Aerostar keep its books and records relating to the Airport Use Agreements and to the computation of the fees payable under it by the Signatory Airlines at the LMM Airport or in or near San Juan, Puerto Rico for at least five years from the date the books and records are created. Further, the Signatory Airlines have the right, at their own expense and subject to prior notice to Aerostar, to examine, make copies of and audit any book, record or account that relates to the computation and payment of the Signatory Airlines’ annual contributions. Aerostar is also required to provide the Signatory Airlines any accident notice or financial report it is required to provide the PRPA under the LMM Lease.

### **Events of Default, Termination and Revocation of the LMM Lease**

Under the LMM Lease, any of the following items constitute an event of default by Aerostar:

- the failure to comply with any material obligation under the LMM Lease,
- the failure to pay amounts owed to the PRPA,
- the repeated failure to comply with the performance requirements of the Operating Standards,
- the violation of the transfer restrictions imposed by the LMM Lease,
- the inability of Aerostar to pay its debt as it becomes due, and
- the creation of a levy under execution or attachment is made against all or any material portion of the LMM Airport as a result of a mortgage or lien.

Additionally, the LMM Lease will be automatically rescinded if Aerostar or any subsidiary, alter ego, president, vice presidents, executive directors, directors or members of its Board of Directors is convicted or enters a plea of guilty in respect of any crime outlined in Act No. 458 of the Legislative Assembly of Puerto Rico, enacted on December 29, 2000, or any succeeding law. Similarly, if Aerostar is convicted of a public integrity crime other than an Act No. 458 crime, the LMM Lease will terminate as required by Act No. 237 of the Legislative Assembly of Puerto Rico, enacted August 31, 2004, or any succeeding law.

Upon the occurrence of any of the events of default described above, the PRPA has the right to do any or all of the following:

- terminate the LMM Lease, subject, in certain circumstances, to Aerostar’s right to cure the default;

- if the default consists of the Aerostar’s failure to pay amounts due, make the payment on behalf of Aerostar and to be reimbursed within three business days after written demand of reimbursement;
- cure the default and seek reimbursement for any costs associated with curing the default plus an administrative fee equal to 15.0% of the cure costs;
- seek specific performance, injunction or other equitable remedies if damages are inadequate to remedy the default in question;
- seek to recover losses arising from the default and exercise any recourse available to any party who is entitled to damages or a debt under applicable law;
- seize any of Aerostar’s goods located at the LMM Airport;
- debar or suspend Aerostar for 10 years in accordance with Act No. 29; and
- exercise any of its other rights and remedies under the LMM Lease, at law or in equity.

### **New Airports Certified as Part 139 Airports**

The LMM Lease entitled Aerostar to receive compensation from the PRPA if the PRPA or any other governmental authority established under the laws of Puerto Rico obtains an airport certificate under 14 CFR Part 139 that would authorize scheduled passenger commercial services at any airport located within Puerto Rico that did not have such certificate as of February 27, 2013 (i) prior February 27, 2033 at any airport located within the municipality of Ceiba or (ii) prior to February 27, 2028 at any airport located in Puerto Rico other than in the municipality of Ceiba. The compensation should restore Aerostar to the same after-tax economic position it would have enjoyed if the events described in this paragraph had not occurred. The actual amount of the compensation must be calculated in accordance with the terms of the LMM Lease.

### **Environmental Matters**

Our LMM Airport business is subject to U.S. federal and Puerto Rico laws and regulations relating to the protection of the environment. The principal environmental laws include the federal Clean Air Act, governing air emissions, the federal Clean Water Act, governing wastewater and storm water discharges, the federal Resource Conservation and Recovery, governing waste management, and various Puerto Rico laws and regulations administered by the Puerto Rico Department of Natural and Environmental Resources (“DNER”). The LMM Airport maintains several environmental permits, including an operating permit for air emissions and non-hazardous waste generator and transporter registrations issued by the Puerto Rico Environmental Quality Board (an agency that has since been merged into the DNER), a storm water permit and hazardous waste generator registration issued by the U.S. Environmental Protection Agency (“EPA”), a wastewater discharge authorization issued by the Puerto Rico Aqueduct and Sewer Authority, and a used oil storage permit issued by the local municipality.

The LMM Airport is subject to administrative consent orders issued by EPA pursuant to its corrective action authority under the Resource Conservation and Recovery Act. The consent orders require investigation and remediation of various areas of soil and groundwater contamination, primarily but not exclusively related to leaks and spills of gasoline and jet fuel from the fuel hydrant system at the LMM Airport property. Investigation and remediation of the contamination currently is underway and is expected to continue for several years. Pursuant to the LMM Lease, the Authority retains responsibility for all contamination that occurred before February 27, 2013, when Aerostar began operating the LMM Airport.

The level of environmental regulation in Puerto Rico has increased in recent years, and the enforcement of the law is becoming more stringent. We expect this trend to continue. We do not expect that compliance with the applicable U.S. federal or Puerto Rico environmental laws and regulations will have a material effect on our financial condition or results of operations. There can be no assurance, however, that environmental laws and regulations or the enforcement thereof will not change in a manner that could require us to make additional capital contributions to Aerostar, which could have a material adverse effect on our income derived from Aerostar.

## COLOMBIAN REGULATORY FRAMEWORK

### Applicable Law in Colombia

The following are the principal laws, regulations and instruments that govern the operation of our Colombian airports:

- the concession that entitles Airplan to operate our Colombian airports, which was granted on March 13, 2008,
- Law 80 of 1993, enacted on October 28, 1993;
- Law 105 of 1993, enacted on December 30, 1993;
- Law 336 of 1996, enacted on December 20, 1996;
- Law 1150 of 2007, enacted on July 16, 2007; and
- decrees and resolutions governing aeronautical activity enacted by the Colombian Ministry of Transportation and Aerocivil.

### Role of the National Infrastructure Agency

The National Infrastructure Agency, or the ANI, is a government entity within the scope of the Colombian Ministry of Transportation and represents the principal institution responsible for infrastructure concessions in Colombia. The ANI was created in 2011 and assumed the duties of its predecessor agency, the National Institute of Concessions. The ANI is authorized by Decree 4165 of 2011 to perform the following functions, among others:

- identify, evaluate and propose concession initiatives or other forms of public services;
- plan the procurement and execution of concession projects or other forms of public-private partnership for the design, construction, maintenance, operation, administration and/or exploitation of public infrastructure and related services identified by the Colombian government;
- define procedures for the stages of concession projects, including the planning, pre-awarding, awarding and evaluation of concession projects or other forms of public-private partnership;
- coordinate studies and surveys to define and collect information related to concession projects and other forms of public-private partnership, including studies related to tariffs, valuation and environmental matters;
- supervise the technical, legal and financial structuring of concession projects or other forms of public-private partnership in accordance with the policies established by national transportation and economic authorities;
- coordinate and manage development processes related to concession projects and other forms of public-private partnerships, including the procurement of licenses and permits and the negotiation and acquisition of properties;
- assess and monitor the concession projects and other forms of public-private partnership, as well as propose and implement measures related to risk management and mitigation;
- verify concession holders' compliance with obligations set forth in concession agreements and in policies and guidelines from the relevant authorities; and
- coordinate with national authorities such as the National Institute of Roads and Aerocivil with respect to transportation structure of concession projects or other forms of public-private partnership.

In 2013, the ANI replaced Aerocivil as the government agency responsible for managing and enforcing the Airplan concession agreement.

## **Role of Aerocivil**

The Special Administrative Unit of Civil Aeronautics, or Aerocivil, is a government agency of the Colombian Ministry of Transportation. Aerocivil is the principal regulator of civil aviation, the aviation industry and the Colombian airspace. Aerocivil is authorized by Law 105 of 1993 and Decree 260 of 2004 to perform the following functions, among others:

- oversee and regulate air transport and air navigation in Colombia;
- collaborate with the Ministry of Transportation and other authorities to define policies, guidelines and general plans for civil aeronautics and air transport for the greater development of Colombia;
- monitor and review compliance with national and international policies regarding civil aviation and air transportation;
- promote and implement strategies to advance the development of services in the airport sector;
- evaluate compliance with aeronautical and air transport regulations at private airports or airports under concession;
- promote regional participation and mixed schemes in airport administration;
- establish and enforce fees and tariffs for the provision of aeronautical and airport services or those generated by concessions, authorizations, licenses or any other type of income or asset; and
- organize and operate aeronautical telecommunications.

In 2013, Aerocivil was replaced by ANI as the authority responsible for managing and enforcing the concession agreement with Airplan.

## **Role of the Olaya Herrera Airport Public Authority**

The Olaya Herrera Airport Public Authority (*Establecimiento Público Aeropuerto Olaya Herrera*), or AOH, is a municipal public entity that, together with Aerocivil, granted the concession to Airplan in 2008. The AOH has jurisdiction over the physical location of the Enrique Olaya Herrera Airport in Medellín. The AOH executed an administrative contract with Aerocivil in 2007 to grant the Airplan concession. The AOH managed the concession jointly with Aerocivil and, after the substitution of ANI for Aerocivil to the 2007 administrative contract, does so with ANI. Pursuant to Decree 2299 of 2001, the purpose and function of AOH is the administration and development of a property granted to the municipality of Medellín for the operation of airport facilities. In order to achieve this mandate, the AOH is legally entitled to partner with individuals and public and private legal entities.

## **Scope of Colombian Concession and General Obligations**

On March 13, 2008, Aerocivil and the AOH granted Airplan a concession to perform the administration, operation, commercial development, remodeling, maintenance and modernization of José María Córdova International Airport in Rionegro and Enrique Olaya Herrera Airport in Medellín, Los Garzones Airport in Montería, Antonio Roldán Betancourt Airport in Carepa, El Caraño Airport in Quibdó, and Las Brujas Airport in Corozal.

The concession agreement consists of four stages:

- an initial 10-month stage known as the previous stage;
- an adaptation and modernization stage, which was intended to last five years, but was extended until all airports under the concession execute their investment plan for the development of the airports;
- a maintenance stage; and

- a reversion stage, in which the concession terminates and all real and other property under the concession reverts to the Colombian government. This final stage cannot last longer than three months.

We completed the adaptation and modernization stage on March 6, 2020 and we are currently in the maintenance stage, which we expect to end in May 2032. The overall duration of the concession depends on the revenues generated by the Colombian airports. In particular, the concession remains in effect until the date on which any of the following events occur: (i) the regulated revenues generated are equal to expected regulated revenues, provided that the concession agreement has been in force for at least 24 years or (ii) the concession agreement has been in force for at least 40 years, regardless of whether the regulated revenues generated are equal to the expected revenues. If our Colombian airports generate regulated revenues that are equal to the expected revenues before the end of the 24-year period, the concession agreement will remain in effect until the end of such period. Thus, management considers such factors in determining the final year of the concession term, which is 2032; however, in accordance with legal guidelines, the concession term may be extended until 2048 as long as the aforementioned requirements established by the grantor are met.

The concession sets forth a series of obligations, including payment of concession fees (a fixed fee that the ANI cannot modify, equal to 19.0% of regulated revenues and non-regulated revenues invoiced by the concession holder), obtaining the ANI's express approval for large construction, renovation or expansion projects, compliance with applicable environmental legislation, refraining from providing air transport services to passengers, payment of dispute resolution costs and expenses, obtaining necessary licenses and permits required for the activities under the concession and any related requirements regarding the administration, commercial exploitation, operation, resources management, adaptation and maintenance of the airports. We may not assign the concession without prior written authorization from the AOH and ANI.

On June 25, 2008, in accordance with the concession agreement, for the administration of the resources of the concession and the payment of the obligations in the charge of the concessionaire, Airplan was required to enter into an agreement with Fiduciaria Bancolombia. The agreement established a trust, with Fiduciaria Bancolombia as trustee, to which all gross income received and capital and debt resources obtained for the purpose of the concession are transferred. Airplan and the grantor of the concessions are both beneficiaries of the trust, and the trust allocates the income and resources in accordance with the concession agreement.

The trustee maintains, in accordance with current accounting standards, a record of each and every one of the payments and transfers that are made to third parties or to the concessionaire itself, making the appropriate charges to the trust's accounts. The foregoing is without prejudice to the assignment of regulated revenues and non-regulated revenues to the concessionaire and not the trust. The debt and capital resources obtained by the concessionaire are recorded in the concessionaire's own accounts and only kept for record purposes in the trust because the trust is constituted for purposes of administering such resources.

The constitution of the trust was made through the execution of an irrevocable mercantile trust and administration contract whose term is the maximum term authorized by the Colombian Commercial Code.

## **Committed Investments**

Airplan and the Colombian government reached agreements in 2014 and 2016 with terms of three years and 33 months, respectively, with regard to investment commitments for certain of Airplan's airports. In 2018 and 2019, we executed amendments to the 2014 and 2016 agreements that extended the term of those agreements but did not modify the amount of investment commitments. For 2020, 2021 and 2022, José María Córdova International Airport has committed investments of U.S.\$130,000 (COP\$462.3 million), U.S.\$222,476 (COP\$885.7 million) and U.S.\$453,152 (COP\$ 2,179.8 million), respectively. For 2018, El Caraño Airport has committed investments of U.S.\$ 0.84 million (COP\$ 2,758.1 million). These amounts have been translated at the rate of COP\$ 4,810.20 per U.S.\$1.00, which corresponds to the Colombian Peso Market Exchange Rate (Tasa de cambio representativa del mercado) as of December 31, 2022. Antonio Roldán Betancourt Airport, Enrique Olaya Herrera Airport, Los Garzones Airport and Las Brujas Airport do not have any investment commitments with the Colombian government for 2020, 2021 and 2022.

The following table presents a summary of the investment commitments for our Colombian airports as of December 31, 2022.

### Committed Investments at Our Colombian Airports

Airport	Project Description	Amount Invested (in millions of COPS)	Status as of December 31, 2022
Montería	Runway renovation	10,762.2	Completed
Corozal	Runway renovation	5,757.5	Completed
Medellín (Rionegro)	Runway renovation	28,304.3	Completed
Medellín	Runway renovation	8,321.3	Completed
Quibdó	Runway renovation	16,322.1	Completed
Carepa	Runway renovation	13,622.5	Completed
Medellín (Rionegro)	Expansion of domestic departures passenger terminal	22,588.6	Completed
Medellín (Rionegro)	Expansion of international departures passenger terminal	25,492.5	Completed
Medellín (Rionegro)	Connections building	23,456.5	Completed
Medellín (Rionegro)	Expansion of international platform	37,749.4	Completed
Medellín (Rionegro)	Expansion of cargo terminal	99,725.2	Completed
Quibdó	Expansion of passenger terminal	10,727.7	Completed
Quibdó	Construction of shopping center, hotel and library	75,509.5	Completed
Quibdó	Expansion of runway and platform	86,041.8	Completed
Montería	Expansion of passenger terminal	29,288.8	Completed

### Ownership Commitments and Restrictions

Pursuant to the concession agreement, Airplan is required to refrain from allowing Colombian state-owned entities to hold a majority stake in Airplan's capital stock. Moreover, unless otherwise approved by the ANI, Airplan shall refrain from allowing the assignment of shares by shareholders that have contributed their financial capacity or experience to fulfill the requirements during the tender process for the concession.

### Reporting, Information and Consent Requirements

Pursuant to the concession agreement, the ANI and the AOH appointed a supervisor to coordinate and oversee the execution of the Colombian concession. Such supervisor is authorized to give instructions regarding compliance with the concession agreement and to request any information the ANI or the AOH deems necessary to verify compliance with the obligations of the concession.

Airplan must provide the supervisor with the opinion of an independent auditor by April 30 of each year, along with the financial statements of the previous year. In addition, Airplan is required to provide financial statements to the supervisor and the ANI or the AOH on a quarterly basis.

During the adaptation and modernization stage of the concession, Airplan must present the status of the execution of the concession to the supervisor, the ANI and the AOH on a bimonthly basis. Similarly, during the maintenance stage, Airplan must provide the status of the execution of the concession on a bimonthly basis.

In the event that the supervisor requests any additional information related to the concession agreement, Airplan must deliver such information within three days following the date of the request.

### Penalties and Termination of Colombian Concession

In the event of noncompliance with the terms of the Colombian concession agreement, ANI and the AOH may rescind the agreement and assess a penalty, the amount of which varies depending on the stage of the concession. Airplan is subject to a maximum penalty of U.S.\$20 million during the adaptation and modernization stage. During the maintenance stage, this maximum penalty may be reduced by 30.0%, 50.0% or 70.0%, depending on when the breach occurs.

Under applicable Colombian laws and the terms of the concession, a concession may be terminated upon any of the following events:

- expected revenues are reached, after the concession has been in force for at least 24 years;
- the concession has been in force for 40 years, regardless of whether the concession holder has achieved the expected revenues;
- the ANI and the AOH unilaterally terminate the concession, provided that any of the following events has occurred:
- the requirements of public service or a situation of public order require termination;
- dissolution of the concession holder;
- bankruptcy of the concession holder;
- cessation of payments, bankruptcy or judicial liens of the concession holder seriously affect its ability to satisfy the concession agreement; or
- declaration of debarment by the ANI or the AOH as a result of a material breach by the concession holder that affects the concession's execution in a grave manner, including in the event that the concession holder fails to remedy fines imposed due to noncompliance with the concession agreement.

If the ANI or the AOH declares debarment, they are entitled to take a series of actions in addition to terminating the concession agreement, including collecting a penalty from Airplan and initiating a claim for any additional damage that they may have suffered due to breach of the concession. Debarment also prohibits the concession holder from contracting with a public entity for five years. This prohibition extends to the shareholders of the concession holder.

### **Grants of New Colombian Concessions**

The Colombian government may grant new concessions to manage, operate and develop airports. Such concessions may be granted through a bidding process. Bidders can be domestic or international and may participate in public tenders either individually or by plural participation schemes.

Under such plural participation schemes, Colombian law authorizes the existence of consortiums, temporary unions and companies that expect to incorporate. The bidding process consists of several phases, including public notice and request for proposals, as well as technical viability and budget studies carried out by the contracting entity.

Once the bidding process begins, the bidders must present observations and comments to the request for proposals. Once the contracting entity releases the final version of the request for proposals, the bidding process is finalized and the bidders present their proposals. The contracting entity reviews each proposal and releases a public assessment report with observations and comments for each bidder, who may submit amendments to proposals under the terms of the original request for proposals.

After the contracting entity releases a final assessment report, it can choose to award the project or decline to grant the project if none of the current proposals addressed the requirements of the request for proposal.

### **Environmental Matters**

Our Colombian operations are subject to national, regional and municipal laws, regulations and official standards relating to the protection of the environment and natural resources. The main environmental laws include Law 1682 of 2013, which regulates the environmental regime applicable to transportation and infrastructure projects in Colombia and Decree 1076 of 2015, which regulates environmental licenses and permits.

Under Law 1682 of 2013, concession holders assume responsibility for obtaining the necessary administrative authorizations to initiate the activities under the concession agreement, including environmental licenses and permits. According to Law 1682 of 2013, maintenance, rehabilitation and improvement activities related to the concession do not require environmental licenses; however, the concession holder must still file a plan with the ANI that will serve as a guide for the ANI and for environmental authorities to perform environmental oversight and follow up on the concession activities.

Under Colombian laws, the concession holder must obtain certain environmental permits for construction activities. Decree 1076 of 2015 requires an environmental license for certain enumerated activities that have the potential to cause the deterioration of natural renewable resources and significantly modify the surrounding landscape.

Modifications of existing environmental laws and regulations or the adoption of more stringent environmental laws and regulations in Colombia may result in the need for investments that are not currently provided for in our capital expenditures program and may otherwise result in a material adverse effect on our business, results of operations or financial condition.

Although we do not currently expect that compliance with Colombian environmental laws will have a material effect on our financial condition or results of operations, there can be no assurance, however, that environmental regulations or the enforcement thereof will not change in a manner that could have a material adverse effect on our business, results of operations, prospects or financial condition.

## ORGANIZATIONAL STRUCTURE

The following table sets forth our material consolidated subsidiaries as of December 31, 2022, including our direct and indirect ownership interest in each:

Subsidiary	Ownership Interest		Place of Organization
Aeropuerto de Cancún, S.A. de C.V.	100	%	Mexico
Aeropuerto de Cozumel, S.A. de C.V. <sup>(1)</sup>	100	%	Mexico
Aeropuerto de Mérida, S.A. de C.V.	100	%	Mexico
Aeropuerto de Huatulco, S.A. de C.V. <sup>(2)</sup>	100	%	Mexico
Aeropuerto de Oaxaca, S.A. de C.V.	100	%	Mexico
Aeropuerto de Veracruz, S.A. de C.V. <sup>(3)</sup>	100	%	Mexico
Aeropuerto de Villahermosa, S.A. de C.V.	100	%	Mexico
Aeropuerto de Tapachula, S.A. de C.V. <sup>(4)</sup>	100	%	Mexico
Aeropuerto de Minatitlán, S.A. de C.V. <sup>(5)</sup>	100	%	Mexico
Aerostar Airport Holdings, LLC <sup>(6)</sup>	60	%	Commonwealth of Puerto Rico
Sociedad Operadora de Aeropuertos Centro Norte S.A. <sup>(7)</sup>	100	%	Colombia
Servicios Aeroportuarios del Sureste, S.A. de C.V.	100	%	Mexico
RH Asur, S.A. de C.V.	100	%	Mexico

- (1) As of December 31, 2022, Aeropuerto de Cancún, S.A. de C.V., has an 18.1% equity participation in this airport.
- (2) As of December 31, 2022, Aeropuerto de Cancún, S.A. de C.V., has a 18.4% equity participation in this airport.
- (3) As of December 31, 2022, Aeropuerto de Cancún, S.A. de C.V., has a 30.0% equity participation in this airport.
- (4) As of December 31, 2022, Aeropuerto de Cancún, S.A. de C.V., has a 8.7% equity participation in this airport.
- (5) As of December 31, 2022, Aeropuerto de Cancún, S.A. de C.V., has a 14.2% equity participation in this airport.
- (6) As of December 31, 2022, Aeropuerto de Cancún, S.A. de C.V., has a 60.0% equity participation in this entity. On June 1, 2017, we began to consolidate Aerostar results into our financial statements.
- (7) As of December 31, 2022, Aeropuerto de Cancún, S.A. de C.V., has a 100% equity participation in this group. On October 19, 2017, we began to consolidate Airplan results into our financial statements.

## PROPERTY, PLANT AND EQUIPMENT

Pursuant to the Mexican General Law of National Assets, all real estate and fixtures in our Mexican airports are owned by the Mexican nation. Each of our Mexican concessions is scheduled to terminate in 2048, although each concession may be extended one or more times for up to an aggregate of an additional fifty years. The option to extend a concession is subject to (i) the favorable opinion of the Tax Ministry with respect to the profitability and concession fee relevant to each concession in the extended period (as more fully described in the Mexican Regulatory Framework section), (ii) our acceptance of any changes to such concession that may be imposed by the Ministry of Infrastructure, Communications and Transportation and (iii) our compliance with the terms of our current Mexican concessions. Upon expiration of our Mexican concessions, these assets automatically revert to the Mexican nation, including improvements we may have made during the terms of the concessions, free and clear of any liens and/or encumbrances, and we will be required to indemnify the Mexican government for damages to these assets, except for those caused by normal wear and tear.

Pursuant to the Airplan concession agreement, all real estate and fixtures in our Colombian airports are owned by the Colombian government. Management considers such factors in determining the final year of the concession term, which is 2032; however, in accordance with legal guidelines, the concession term may be extended until 2048 as long as the requirements established by the grantor are met. However, the concession may not be extended any further. The concession agreement establishes two categories of property: airport property (granted for the development and execution of the concession agreement) and aeronautical property (controlled and operated by the ANI and AOH for the purpose of facilitating air navigation). The concession does not grant the concession holder control of aeronautical property, including office buildings and other real estate outside of the Colombian airports. Upon termination of the concession, all real estate and fixtures in our Colombian airports will revert to the Colombian government.

Our corporate headquarters are located in Mexico City, with a lease area of 742.64 square meters. We also rent two warehouses totaling 128 square meters located in Mexico City for storage. We maintain comprehensive insurance coverage that covers the principal assets of our airports and other property, subject to customary limits, against damage due to natural disasters, accidents or similar events. We do not maintain business interruption insurance.

#### **Item 4A. Unresolved Staff Comments**

None.

#### **Item 5. Operating and Financial Review and Prospects**

The following discussion should be read in conjunction with, and is entirely qualified by reference to, our consolidated financial statements and the notes to those financial statements. It does not include all of the information included in our consolidated financial statements. You should read our consolidated financial statements to gain a better understanding of our business and our historical results of operations.

Our consolidated financial statements included in this annual report are prepared in accordance with IFRS, as issued by IASB.

#### **Overview**

We operate nine airports in the southeastern region of Mexico under concessions granted by the Mexican government, six airports in Colombia under concessions granted by the Colombian government and the LMM Airport in San Juan, Puerto Rico. The majority of our revenues are derived from providing aeronautical services, which are generally related to the use of our airport facilities by airlines and passengers. For example, in 2020, 2021 and 2022, 42.9%, 50.1% and 55.6 %, respectively, of our total revenues were derived from aeronautical services. Changes in our revenues from aeronautical services are principally driven by passenger and cargo volume at our airports. Our revenues from aeronautical services are also affected by the maximum rates we are allowed to charge at our Mexican airports under the price regulation system established by the Ministry of Infrastructure, Communications and Transportation. The system of price regulation that applies to our aeronautical revenues from our Mexican airports allows us to charge up to a maximum rate for each unit of traffic volume (which is measured in workload units) at each airport. Thus, increases in aeronautical services, such as passenger and cargo volume, and therefore the number of workload units that we handle, tend to generate greater revenues.

We also derive revenue from non-aeronautical activities, principally related to the commercial services offered at our airports, such as the leasing of space to restaurants, retailers and service providers. At our Mexican airports, revenues from non-aeronautical activities are not subject to the system of price regulation established by the Ministry of Infrastructure, Communications and Transportation. Thus, our non-aeronautical revenues are primarily affected by the mix of commercial services offered at our airports, the contracts that we have with the providers of those commercial services and our ability to increase the rates we charge to those service providers, and to a somewhat lesser extent, passenger traffic at our airports. While we expect that aeronautical revenues will continue to represent a majority of our future total revenues, growth of our revenues from commercial activities has exceeded, and we expect will continue to exceed, the growth rate of our aeronautical revenues.

#### **Recent Developments**

##### ***Financing and Indebtedness***

In May 2022, Aerostar renegotiated the terms of its U.S.\$50 million principal amount of 6.75% senior secured notes to mature in 2035. Further, on July 21, 2022, Aerostar issued 4.92% senior secured notes due 2035 in an aggregate principal amount of U.S.\$200 million through a private placement. Interests are paid semi-annually starting September 22, 2022. Aerostar will use proceeds of the sale of the notes for general corporate purposes, including for the payment of certain restricted payments as set forth in the notes purchase agreement.

## *The COVID-19 Pandemic*

On March 20, 2020, the United States closed its land border with Mexico, except to permit essential travel as well as trade and commerce. As of November 8, 2021, the land border between Mexico and the United States remains open to nonessential travel. Beginning June 12, 2022, the CDC guidelines no longer require persons to show a negative COVID-19 test result or documentation of recovery from COVID-19 before boarding a flight to the United States. However, international travelers that are neither U.S. citizens nor permanent residents must still present proof of vaccination.

On March 23, 2020, the United States Federal Aviation Authority (“FAA”) approved a request by the Governor of the Commonwealth of Puerto Rico (“Puerto Rico”) to redirect all commercial flights bound for Puerto Rico through LMM Airport and that all passengers be screened by representatives of the Puerto Rico Health Department. As of March 10, 2022 domestic travelers are not required to present proof of vaccination or a negative COVID-19 test prior to arrival, and beginning June 12, 2022 travelers arriving from international flights are no longer required to present a negative COVID-19 test prior to traveling, regardless of vaccination status or citizenship, in accordance with CDC guidelines. However, international travelers that are neither U.S. citizens nor permanent residents must still present proof of vaccination. The LMM Airport remains open and operating, and as of December 31, 2022, our total passenger traffic volume increased 6.5% compared to the same period in 2021.

There are currently no travel restrictions from the United States related to COVID-19 specific to Colombia. Colombia temporarily barred entry of passengers into its territory in March, 2020, and suspended domestic air travel. Consequently, our commercial aviation operations in Colombia were suspended as of such date. Starting September 1, 2020, several of our Colombian airports reestablished passenger commercial flights under the initial phase of the gradual connectivity plan announced by the Civil Aviation Authority in Colombia, and by October 2, 2020, all of our Colombian airports had reestablished passenger commercial flights. International flights to Colombia resumed on September 21, 2020, albeit on a limited basis, as part of the country’s gradual reactivation. As of May 1, 2022, passengers traveling to Colombia must provide proof of complete vaccination. Our Colombian airports remain open and operating, and as of December 31, 2022, our total passenger traffic volume increased in 35.6% compared to the same period in 2021.

The Mexican government implemented various measures to control the spread of COVID-19, including extraordinary actions such as school closures and the suspension of non-essential activities in the most affected regions of the country. Airports were considered essential for purposes of these measures and our Mexican airports have remained operational.

We took a number of actions in response to the decrease in demand for air travel and passenger traffic, including (a) the temporary closure of terminals 2 and 3 in Cancún Airport (which were reopened on July 14, 2020 and October 1, 2020, respectively), (b) cost reduction initiatives, although most of our cost structure is fixed and (c) new agreements with several airline and commercial clients in Mexico and Colombia to extend their payment terms by signing promissory notes, including for any past due amounts, with a maturity of not more than one year. Most of our cost structure is fixed, and the impact from these cost reduction measures is not expected to be significant vis à vis the potential decline in revenues resulting from the disruption in passenger traffic across the Company’s operations. We have established health and safety protocols aimed at enhancing the well-being of passengers and essential operating personnel across the airports we operate. Protective gear is required for staff working on the premises, and sanitization practices in accordance with the guidelines of local health authorities are in place. We have also implemented a remote working policy for staff where possible.

Due to preventive measures and the efficacy of vaccination programs worldwide and in the countries in which we operate, the total passenger traffic in our airports recovered for 2022, with an increase of 35.6% as compared to 2021. Further our total passenger traffic increased 09.2% in the first quarter of 2023 as compared to the first quarter of 2022. However, the full extent of the ongoing impact of COVID-19 on the Company’s longer-term operational and financial performance will depend on future developments, including those outside our control related to the efficacy and speed of vaccination programs in curbing the spread of the virus, the introduction and spread of new variants of the virus which may be resistant to currently approved vaccines, passenger testing requirements, mask mandates or other restrictions on travel, all of which are highly uncertain and cannot be predicted.

Some of our airline and other clients and tenants have asked for assistance, either through discounts on payments owed to us or by an extension on those payments. We remain in commercial discussions with those clients and tenants regarding their contracts. As of December 31, 2021, our allowance for doubtful accounts decreased relative to the same period in 2020, which can be attributed to the fact that several of our airline customers participated in the financial relief provided by the CARES Act, as well as to the fact that the recovery in passenger traffic during 2021 allowed tenants to pay the amounts owed to us. Despite the ongoing effects of the COVID-19 pandemic on airlines, additional relief may not be provided in the future, nor may similar government relief be made available to our airline customers based outside of the United States.

On May 12, 2020, the United States Government, through the FAA, awarded Aerostar a financial aid grant under the CARES Act amounting to U.S.\$33.4 million to respond to the impacts of COVID-19, of which U.S.\$17.1 million (approximately Ps.367.5 million) were received in 2020 and U.S.\$16.3 million (approximately Ps.333.5 million) were received in 2021. These funds may be used by the Company within a period of four years and for any purpose for which airport revenues may be lawfully used, except for new airport development projects. Moreover, Aerostar was eligible for additional funding under the second round of airport grants within the Coronavirus Response and Relief Supplemental Appropriation Act (CRRSAA), passed by the President of the United States on December 27, 2020. On February 18, 2021, the FAA granted Aerostar additional federal assistance amounting to U.S.\$10.6 million (Ps. 210.6 million), of which U.S.\$983 thousand was received in 2021 (approximately Ps.20.1 million) and U.S.\$9.6 million (approximately Ps.196.4 million) in 2022. On November 5, 2021, Aerostar was selected for a financial assistance grant under the American Rescue Plan Act (ARPA) in the amount of U.S.\$35.7 million (approximately Ps.731.1 million), of which U.S.\$17.5 million (approximately Ps.350.9 million) were received in 2022.

### ***We participated in a tax amnesty program implemented by the Mexican federal government***

When bidding was concluded for the shares of the Mexican airport group that became ASUR, the Ministry of Infrastructure, Communications and Transportation agreed that the concessionaire could amortize the value of the concession at an annual rate of 15.0% for tax purposes. Contrary to this decision, in February 2012, the Ministry of Finance and Public Credit determined that this agreement was invalid and that the rate should instead be 2.0%. We filed an appeal in April 2012 to overturn this determination. In May 2013, while our appeal was pending, the Mexican federal government implemented a tax amnesty program for federal taxes, in which we participated by paying Ps.128.3 million to settle the claim with the Ministry of Finance and Public Credit solely with respect to income taxes. Our participation in the tax amnesty program, however, had no impact on our separate appeal of the amount of distributions owed by the Company under the mandatory employee statutory profit sharing regime established by Mexican federal labor laws. As of April 17, 2023, our appeal is still pending resolution with respect to such distributions. If we were to lose the appeal, we estimate that we would be required to pay an additional Ps.116.0 million.

### **Passenger Traffic Volume and Composition**

Our principal source of revenues at our Mexican and Colombian airports is passenger charges collected from airlines for each passenger departing from the airport terminals we operate (excluding diplomats, infants and transfer and transit passengers). In 2020, 2021 and 2022, passenger charges represented 60.9%, 73.3% and 76.9% of our aeronautical services revenues and 26.1%, 36.7% and 42.8%, respectively, of our consolidated revenues. Accordingly, the main factor affecting our results of operations is the number of passengers using our airports.

### ***Volumes in Mexico***

In 2020, 2021 and 2022, approximately 55.9%, 51.7% and 47.3%, respectively, of the passengers traveling through our Mexican airports were domestic. The total number of Mexican domestic passengers for 2022 increased 24.2% as compared to 2021. In 2020, 2021 and 2022, 44.1%, 48.3%, and 52.7% of the passengers traveling through our Mexican airports were international. During 2020, 2021 and 2022, 14.8%, 21.1% and 27.2%, respectively, of our total revenues were derived from passenger charges collected from international passengers traveling through our airports.

Of the international passengers traveling through our Mexican airports, a majority have historically traveled on flights to or from the United States. In 2020, 2021 and 2022, for example, 29.2%, 36.9%, and 33.4% of the total passengers and 66.2%, 76.4% and 63.4%, respectively, of the international passengers traveling through our Mexican airports arrived or departed on flights originating in or departing to the United States. As a consequence, our results of operations are substantially influenced by U.S. political, economic and other conditions, particularly trends and events affecting leisure travel and consumer spending. For more information on the potential influence of U.S. political and economic conditions, see “Item 3—Key Information—Risk Factors—Changes in U.S. immigration and border policy could adversely affect passenger traffic to and from Mexico and Colombia.”

In 2022, we had 39.5 million passengers travel through our Mexican airports.

### ***Volumes in Puerto Rico***

The majority of passenger traffic volume in the LMM Airport consists of domestic passengers traveling from the mainland United States. In 2022, 91.2% and 8.8% of the passengers traveling through the LMM Airport were domestic and international, respectively. As with Mexico, our results in Puerto Rico are substantially influenced by economic and political developments in the United States. In addition, we expect that passenger traffic volumes will be influenced by the progress of recovery efforts from Hurricane Maria. For more information, see “Item 3—Risk Factors—Risks Related to Our Operations—Hurricanes and other natural disasters have adversely affected our business in the past and could do so again in the future.”

In 2022, we had 10.3 million passengers travel through the LMM Airport.

### ***Volumes in Colombia***

The majority of passenger traffic volume in our Colombian airports consists of domestic passengers. In 2022, 83.1% and 16.9% of the passengers traveling through our Colombian airports were domestic and international, respectively. Of the international passengers traveling through our Colombian airports, approximately 37.0% traveled on flights originating in or departing to the United States. Similar to Mexico and Puerto Rico, our results in Colombia may be influenced by economic and political developments in the United States.

In 2022, we had 16.5 million passengers travel through our Colombian airports.

### **Classification of Revenues and Price Regulation**

For financial reporting purposes, we classify our revenues into three categories: revenues from aeronautical services, revenues from non-aeronautical services and revenues from construction services. Our revenues from aeronautical services are derived from passenger charges, landing charges, aircraft parking charges, charges for airport security services and for the use of passenger walkways. Our revenues from non-aeronautical services are associated with the leasing of space in our airports to airlines, retailers and other commercial tenants, access fees collected from third parties providing complementary services at our airports and related miscellaneous sources. In addition, we derive construction revenues from the services we are deemed to provide by making capital improvements to concessioned assets.

Revenues from our Mexican and Colombian airports are subject to a “dual-till” price regulation system. Under this system, a substantial portion of our revenues, such as revenues from passenger charges, landing charges, aircraft parking charges and access fees from third parties providing services at our airports, are regulated. Based on our classification of revenues for financial reporting purposes, all of our revenues from aeronautical services and certain of our revenues from non-aeronautical services, such as access fees charged to third parties providing complementary services in our Mexican airports, are regulated by the relevant authorities. The system of price regulation applicable to our Mexican airports establishes an annual maximum rate in pesos for each airport, which is the maximum annual amount of revenues per workload unit (equal to one passenger or 100 kilograms (220 pounds) of cargo) that we may earn at that airport from regulated services. The maximum rates for our Mexican airports have been determined for each year through December 31, 2022. Aerocivil in Colombia establishes the fees and tariffs for the provision of aeronautical revenues at our Colombian airports. Each year, our subsidiary Airplan is required to update the fees and tariffs related to its concession, which are then submitted to Aerocivil for its review and approval.

Aeronautical revenues at the LMM Airport are not directly regulated by the government. However, aeronautical revenues at the LMM Airport are limited by the terms of the Airport Use Agreements, which govern the relationship between our subsidiary Aerostar and the principal airlines serving the LMM Airport. Pursuant to the agreement, Aerostar is entitled to an annual contribution of U.S.\$62 million during the first five years of the term. From year six onward, the total annual contribution for the prior year increases in accordance with an adjusted consumer price index factor based on the U.S. non-core consumer price index.

In 2020, 2021 and 2022, 37.4%, 48.1% and 56.0%, respectively, of our total revenues from our Mexican operations and 8.9%, 6.5% and 6.6%, respectively, of our revenues from non-aeronautical services at our Mexican airports were earned from regulated sources of revenues. Revenues associated with leased space in our terminals (other than space leased to airlines and other space deemed essential to our Mexican airports by the Ministry of Infrastructure, Communications and Transportation) and construction revenues are currently not regulated under the price regulation system established by the Ministry of Infrastructure, Communications and Transportation in Mexico. In 2022, 75.3% of our total revenues from our Colombian operations were earned from regulated sources of revenues. Aerocivil in Colombia establishes the tariffs applicable to regulated sources of revenue at our Colombian airports.

The following table sets forth our revenues for the years ended December 31, 2020, 2021 and 2022.

	Year ended December 31,					
	2020		2021		2022	
	Amount	Percent	Amount	Percent	Amount	Percent
(millions of Mexican pesos)						
<b>Regulated Revenues:</b>						
Airport Services <sup>(1)</sup>	5,637.8	44.7 %	9,694.6	51.6 %	14,485.8	57.2 %
<b>Non-regulated Revenues:</b>						
Access fees from non-permanent ground transportation	30.0	0.2 %	59.6	0.3 %	91.6	0.4 %
Car parking and related access fees	171.2	1.4 %	316.4	1.7 %	416.8	1.6 %
Other fees	14.7	0.1 %	18.5	0.1 %	21.7	0.1 %
Commercial Services	3,005.9	23.8 %	5,380.7	28.6 %	7,346.4	29.0 %
Other Services	108.0	0.9 %	168.6	0.9 %	258.9	1.0 %
<b>Other Revenues:</b>						
Construction Services <sup>(2)</sup>	3,657.1	28.9 %	3,146.2	16.8 %	2,692.7	10.7 %
<b>Total</b>	<b>12,624.7</b>	<b>100.0 %</b>	<b>18,784.6</b>	<b>100.0 %</b>	<b>25,313.9</b>	<b>100.0 %</b>

(1) Includes access fees charged to third parties providing complementary services in our airports, which are classified as non-aeronautical revenues for financial reporting purposes, as well as aeronautical revenues in Puerto Rico, which, although unregulated, are limited by a long-term contract with our airline clients at that airport.

(2) We are required to account for the revenues and expenses relating to those services. In our case, because we hire a third party to provide construction and upgrade services, our revenues relating to construction or upgrade services are equal to our expenses for those services.

## ***Aeronautical Revenue***

### *Mexican Aeronautical Revenues*

The system of price regulation applicable to aeronautical revenues at our Mexican airports establishes a maximum rate in Mexican pesos for each airport for each year in a five-year period, which is the maximum annual amount of revenue per workload unit (equal to one terminal passenger or 100 kilograms (220 pounds) of cargo) that we may earn at that airport from aeronautical services. The maximum rates for our Mexican airports have been determined for each year through December 31, 2023. Therefore, our aeronautical revenues are determined largely by the number of workload units at each of our Mexican airports, which is primarily driven by passenger traffic levels. Aeronautical revenues differ among our Mexican airports to the extent that passenger traffic levels differ among these airports.

Under the Mexican regulatory system applicable to our aeronautical revenues, we can set the specific price for each category of aeronautical services every six months (or more frequently if accumulated inflation since the last adjustment exceeds 5.0%), as long as the total aeronautical revenue per workload unit each year at each of our Mexican airports does not exceed the maximum rate at that airport for that year. The specific prices we charge for regulated services are based on various factors, including projections of passenger traffic volumes, capital expenditures estimated in our Mexican master development programs, the Mexican producer price index (excluding petroleum) and the value of the peso relative to the U.S. dollar. We currently set the specific price for each category of aeronautical services after negotiating with our principal airline customers. Our current agreements with our principal airline customers at our Mexican airports have been renewed. We do not have any contracts that will expire before April 17, 2023. Under these agreements, our specific prices are structured such that the substantial majority of our aeronautical revenues are derived from passenger charges, and we expect this to continue to be the case in future agreements.

In 2020, 2021 and 2022, passenger charges at our Mexican airports represented 45.4%, 53.0% and 58.5% of our aeronautical service revenues and 19.5%, 26.5% and 32.5%, respectively, of our consolidated revenues.

Historically, we have set our prices for regulated services at our Mexican airports as close as possible to the maximum rates allowed in any given year, and we expect to pursue this pricing strategy in the future. There can be no assurance that we will be able to collect most of the revenue we are entitled to earn from services subject to price regulation in the future.

As noted above, our regulated revenues at each Mexican airport are subject to a maximum rate established by the Ministry of Infrastructure, Communications and Transportation. To avoid exceeding the maximum rate established at an airport for any given year, we have historically taken measures to ensure that the maximum rates are not exceeded at year end, including reducing prices during the latter part of the year and issuing credit notes or discounts to customers as price adjustments. These price adjustments or discounts constitute a reduction of the selling prices (i.e., the amounts originally billed to customers for services rendered), and therefore, are characterized as a reduction of the related revenues recognized during the year. All discounts and credit notes are issued and recorded in the same year as the service is provided. In 2020, 2021, and 2022 we did not issue rebates in significant amounts.

#### *Colombian Aeronautical Revenues*

Our Colombian airports' revenues from passenger charges for the use of terminals, takeoff, landing and aircraft movement charges, charges for boarding bridges and aircraft parking charges are regulated by the National Infrastructure Agency pursuant to its concession agreement with our subsidiary Airplan. In 2022, passenger charges at our Colombian airports, represented 12.9% of our consolidated aeronautical revenues and 7.2% of our consolidated revenues. Our subsidiary Airplan charges tariffs to airlines (relating to domestic routes, international routes and development). The tariffs are established by Aerocivil, through Resolution 04530 of 2007 and will expire between 2019 and 2032. As of December 31, 2022, the following airlines at our Colombian airports were subject to such tariffs: Avianca, Aerorepública (COPA), Viva Air, LATAM, American Airlines, Tampa Cargo, LAN Cargo, Sky Lease, among others. See "Item 4—Information on the Company—Business Overview—Colombia."

#### *Puerto Rican Aeronautical Revenues*

As noted above, aeronautical revenues from our LMM Airport are limited by the Airport Use Agreements among Aerostar and the principal airlines serving the LMM Airport. Aeronautical revenues include revenues from passenger charges for the use of terminals, landing and aircraft movement charges and aircraft parking charges. We include aeronautical revenues from LMM Airport in our calculation of total regulated revenues. In 2022, passenger charges at our LMM Airport, represented 5.4% of our consolidated aeronautical revenues and 3.0% of our consolidated revenues.

The following table sets forth our consolidated revenue from aeronautical services from all airports for the years indicated.

### Aeronautical Revenue

	Year ended December 31,					
	2020		2021		2022	
	Amount	Percent	Amount	Percent	Amount	Percent
(millions of Mexican pesos)						
<b>Aeronautical Revenue:</b>						
Passenger charges	3,476.8	64.2 %	6,767.4	72.0 %	10,823.9	76.9 %
Landing charges	983.2	18.2 %	1,075.2	11.4 %	1,299.1	9.2 %
Aircraft parking charges	572.7	10.6 %	915.0	9.7 %	1,169.2	8.3 %
Airport security charges	46.6	0.9 %	88.8	0.9 %	134.4	1.0 %
Passenger walkway charges	333.1	6.1 %	562.2	6.0 %	645.9	4.6 %
<b>Total Aeronautical Revenue</b>	<b>5,412.4</b>	<b>100.0 %</b>	<b>9,408.6</b>	<b>100.0 %</b>	<b>14,072.5</b>	<b>100.0 %</b>

The following table sets forth our Mexican revenue from aeronautical services per workload unit for the years indicated. Our Colombian and Puerto Rico airports are not regulated under workload units.

	Year ended December 31,			
	2020	2021	2022	
	Amount	Amount	Amount	Change <sup>(1)</sup>
(millions of Mexican pesos)				
<b>Other information:</b>				
Total workload units <sup>(2)</sup>	17.0	29.8	40.4	35.6 %
Aeronautical Revenue	3,115.3	6,206.6	9,945.2	60.2 %
Aeronautical Revenue per workload unit <sup>(3)</sup>	183.3	208.3	246.2	18.2 %

(1) As compared to the previous year.

(2) In millions. Under the regulation applicable to our aeronautical revenues, a workload unit is equivalent to one terminal passenger or 100 kilograms (220 pounds) of cargo.

(3) Aeronautical revenues per workload unit are expressed in Mexican pesos (not millions of Mexican pesos).

The following table sets forth the number of passengers paying passenger charges for the years indicated.

	Year ended December 31,			
	2020	2021	2022	% Change
	(expressed in thousands, except percentages)			
Cancun	6,097.3	10,997.1	14,976.3	36.2 %
Merida	635.9	1,023.2	1,515.8	48.2 %
Villahermosa	316.0	473.9	604.6	27.6 %
Other Mexican airports	1,169.3	1,872.2	2,457.9	31.3 %
San Juan	4,845.1	9,684.0	10,311.0	6.5 %
Colombia	2,095.9	5,198.0	8,034.8	54.6 %
<b>Total</b>	<b>15,159.5</b>	<b>29,248.2</b>	<b>37,900.4</b>	<b>29.6 %</b>

At our Mexican and Colombian airports, we earn passenger charges from each departing passenger at our airports other than transit passengers, diplomats and infants.

## Non-Aeronautical Revenue

Our revenues from non-aeronautical services are principally derived from commercial activities, such as leasing of space in our airports to airlines, leasing of space to, and collection of royalties from, third parties operating stores and providing commercial services at our airports and access fees charged to operators of automobile parking facilities and providers of complementary services, and non-commercial activities, such as leasing of space essential for the operation of airlines and access fees from non-permanent ground transportation and complementary service providers, including providers of ramp and handling services, catering, maintenance services and repair and related activities that support air carriers. Most of our revenues from non-aeronautical services are not subject to price regulation under our dual-till price regulation system.

Because non-aeronautical revenues are determined in part by passenger traffic levels, the differences in non-aeronautical revenues between our airports are determined in part by passenger traffic levels. Differences in non-aeronautical revenues are also determined by the mix of commercial services available at an airport. Because international passengers, many of whom are vacation travelers, tend to use more expensive commercial services, like souvenir shops and international food and beverage vendors, airports that have higher levels of international passenger traffic, like our Cancún Airport, tend to generate higher amounts of non-aeronautical revenues.

The following table sets forth our revenue from non-aeronautical activities for the years indicated.

	Non-Aeronautical Revenues Year ended December 31,					
	2020		2021		2022	
	Amount	Percent	Amount	Percent	Amount	Percent
(millions of Mexican pesos)						
<b>Non-aeronautical Services:</b>						
<b>Commercial</b>	<b>3,022.5</b>	<b>85.0 %</b>	<b>5,412.5</b>	<b>86.9 %</b>	<b>7,406.9</b>	<b>86.6 %</b>
Leasing of space	2,773.0	78.0 %	5,057.6	81.2 %	6,952.1	81.3 %
Access fee	31.2	0.9 %	61.2	1.0 %	91.6	1.1 %
Other	218.3	6.1 %	293.7	4.7 %	363.2	4.2 %
<b>Non Commercial</b>	<b>532.7</b>	<b>15.0 %</b>	<b>817.2</b>	<b>13.1 %</b>	<b>1,141.8</b>	<b>13.4 %</b>
Leasing of space	140.8	4.0 %	157.9	2.5 %	193.0	2.3 %
Access fee	218.8	6.1 %	397.2	6.4 %	559.4	6.5 %
Other	173.1	4.9 %	262.1	4.2 %	389.4	4.6 %
<b>Total Non-aeronautical Revenue</b>	<b>3,555.2</b>	<b>100.0 %</b>	<b>6,229.7</b>	<b>100.0 %</b>	<b>8,548.7</b>	<b>100.0 %</b>

The following table sets forth other information about our passengers and revenues for the years indicated:

	Year ended December 31,			
	2020	2021	2022	Change <sup>(1)</sup>
	(millions of Mexican pesos)			
	Amount	Amount	Amount	
<b>Other information:</b>				
Total Terminal Pasengers <sup>(2)</sup>	25.6	49.4	66.3	159.0 %
Total Non-aeronautical revenues	3,555.2	6,229.7	8,548.7	140.5 %
Non-aeronautical revenue per terminal passenger <sup>(3)</sup>	138.8	126.1	128.9	(7.1)%

(1) As compared to previous year.

(2) In millions. Excludes transit and general aviation passengers.

(3) Revenue per passenger amounts are expressed in Mexican pesos (not millions of Mexican pesos).

Our commercial revenues consist primarily of revenues from duty-free shops, food and beverage establishments, retail stores, advertising revenues, parking lots, car rental companies, banking and currency exchange services, teleservices and ground transportation. In 2020, we provided support to some of our tenants by extending payment terms to 180 days. Our support programs have concluded, and our tenants have returned to paying in accordance within the time stated in their contracts.

The following table sets forth our revenue from commercial activities for the years indicated.

	Year ended December 31,			Change
	2020	2021	2022	
	(millions of Mexican pesos)			
	Amount	Amount	Amount	
<b>Commercial Revenues:</b>				
Duty-Free Shops	1,033.3	2,009.2	2,493.9	24.1 %
Food and Beverage	449.3	823.9	1,243.6	50.9 %
Retail Stores	420.1	741.3	1,424.6	92.2 %
Advertising Revenues	92.7	129.6	151.7	17.1 %
Parking Lots	171.2	316.4	416.8	31.7 %
Car Rental Companies	485.7	953.1	1,110.9	16.6 %
Banking and Currency Exchange services	72.6	107.2	102.8	(4.1)%
Teleservices	15.2	17.5	15.5	(11.4)%
Ground Transportation	49.7	95.7	131.7	37.6 %
Other Services	417.4	562.8	763.2	35.6 %
<b>Total</b>	<b>3,207.2</b>	<b>5,756.7</b>	<b>7,854.7</b>	<b>36.4 %</b>

The Mexican Ministry of Infrastructure, Communications and Transportation does not classify certain of these revenues as “commercial revenues.” Accordingly, the following table sets forth the reconciliation between commercial revenues classified according to the requirements of the Ministry of Infrastructure, Communications and Transportation and commercial revenues classified according to IFRS for the years indicated.

	Year ended December 31,			Change
	2020	2021	2022	
	(millions of Mexican pesos)			
	Amount	Amount	Amount	
<b>Non-aeronautical Services:</b>				
Commercial	3,022.5	5,412.5	7,406.9	36.8 %
<b>Commercial Revenues:</b>				
Parking Lots	171.2	316.4	416.8	31.7 %
Other Services	13.5	27.8	31.0	11.5 %
<b>Total</b>	<b>3,207.2</b>	<b>5,756.7</b>	<b>7,854.7</b>	<b>36.4 %</b>

(1) Classified according to the requirements of the Ministry of Infrastructure, Communications and Transportation.

(2) Classified according to IFRS.

### **Construction Services Revenue**

Under IFRS, an operator of a service concession that is required to make capital improvements to concessioned assets, such as us, is deemed to provide construction or upgrade services. Revenues from construction services are recognized in accordance with the methods prescribed (input method) for measuring progress towards completion of each project, as approved by the grantor. Improvements made are expected to complement the infrastructure of the airports operated by the Company. Revenues from construction services are not subject to regulation under our dual-till price regulation system in Mexico, Colombia and Puerto Rico.

### **Operating Costs**

The operating costs at our airports are influenced principally by two factors: fixed costs and variable costs. Fixed costs are the costs of operating an airport, such as most of our depreciation and amortization, administrative expenses, maintenance, safety, security and insurance, utilities and employee costs, which are primarily dependent on the size of the airport and do not vary with the number of passengers. Variable costs are dependent on passenger traffic, or, in the case of our technical assistance and concession fees, on financial results that are primarily determined by passenger traffic. We do not believe that there are material differences in these factors among the airports that we operate, other than differences relating to passenger traffic volume (at busier airports, fixed costs may be spread among a greater number of passengers).

The following table sets forth our operating costs and certain other related information for the years indicated.

### Operating Costs

	Year ended December 31,			Change
	2020	2021	2022	
	(millions of Mexican pesos)			
	Amount	Amount	Amount	
<b>Operating Costs:</b>				
Cost of services:				
Employee costs	835.6	939.3	1,070.8	14.0 %
Maintenance	447.9	611.3	596.8	(2.4)%
Safety, security and insurance	400.6	520.5	480.3	(7.7)%
Utilities	406.0	449.6	576.0	28.1 %
Other	881.5	863.8	1,131.1	30.9 %
Total cost of services	2,971.6	3,384.5	3,855.0	13.9 %
Costs of construction	3,657.1	3,146.2	2,692.7	(14.4)%
General and administrative expenses	232.9	263.2	287.1	9.1 %
Technical assistance fees	175.6	391.7	643.9	64.4 %
Government concession fees	535.4	948.1	1,424.1	50.2 %
Depreciation and amortization:				
Depreciation <sup>(1)</sup>	99.5	107.5	167.1	55.4 %
Amortization	1,835.3	1,885.8	1,892.1	0.3 %
Total depreciation and amortization	1,934.8	1,993.3	2,059.2	3.3 %
<b>Total operating costs</b>	<b>9,507.4</b>	<b>10,127.0</b>	<b>10,962.0</b>	<b>8.2 %</b>
<b>Other Information:</b>				
Total workload units <sup>(2)</sup>	17,040.2	29,844.6	40,406.8	137.1 %
Cost of services per workload unit <sup>(3)</sup>	96.8	65.4	58.0	(40.1)%
Cost of services margin <sup>(4)</sup>	18.5 %	14.5 %	12.7 %	(31.4)%

(1) Reflects depreciation of fixed assets.

(2) In thousands. Under the regulation applicable to our aeronautical revenues at our Mexican airports, a workload unit is equivalent to one terminal passenger or 100 kilograms (220 pounds) of cargo. Our Colombian and Puerto Rican airports are not regulated by workload unit.

(3) Cost of services per workload unit at our Mexican airports are expressed in Mexican pesos (not millions of Mexican pesos). Our Colombian and Puerto Rican airports are not regulated by workload unit.

(4) Cost of services divided by total revenues, expressed as a percentage.

#### Cost of Services

Our cost of services consists primarily of employee, maintenance, safety, security and insurance costs, as well as utilities (a portion of which we recover from our tenants) and other miscellaneous expenses.

## ***Employee Statutory Profit Sharing***

### ***Employee Profit Sharing in Mexico***

We are subject to the PTU established by Mexican federal labor laws. Under this regime, 10.0% of a company's unconsolidated annual profits, as calculated for tax purposes, must be distributed among its employees in Mexico other than the chief executive officer. The PTU to be paid to each employee is capped to the sum of three monthly salaries or the average of the PTU received by the employee in the last three years, whichever is higher. We committed, as part of our 2008 personnel reorganization, to pay each of our unionized employees a minimum payment of Ps.17,500 per year for continued service. These amounts are paid and expensed at the end of each year and are included in our cost of services. In 2020, 2021 and 2022, we calculated our obligations in respect of employee statutory profit sharing amount to be Ps. 3.1 million, Ps. 84.7 million and Ps. 104.7 million, respectively. Additionally the amount of Ps. 6.4 million was paid to unionized employees for the year ended December 31, 2022, and is recorded as a cost of service.

### ***Employee Profit Sharing in Puerto Rico***

The LMM Airport is not subject to an employee profit sharing regime.

### ***Employee Profit Sharing in Colombia***

We are not subject to an employee profit sharing regime in Colombia.

## ***Technical Assistance Fee***

Under a technical assistance agreement in Mexico, ITA provides management and consulting services and transfers technical assistance, technological and industry knowledge, as well as experience to us for a fee. Our results of operations reflect the accrual of the technical assistance fee to ITA under the technical assistance agreement. The technical assistance fee is equal to the greater of U.S.\$2.0 million, adjusted for U.S. inflation, or 5.0% of our consolidated earnings before comprehensive financing costs, income taxes and depreciation and amortization (calculated prior to deducting the technical assistance fee). When calculating our technical assistance fee, we only consider earnings from our Mexican airports.

## ***Government Concession Fee***

### ***Mexican Concession Fee***

We are subject to the Mexican Federal Duties Law, which requires each of our Mexican airports to pay a concession fee to the Mexican government, which is currently equal to 5.0% of the gross annual revenues (regulated and non-regulated) of each Mexican concession holder obtained from the use of public domain assets pursuant to the terms of its concession. The concession fee may vary on an annual basis as determined solely by the Mexican federal congress, and there can be no assurance that this fee may not increase in the future. If the Mexican federal congress increases the concession fee, we are entitled to request an increase in our maximum rates from the Ministry of Infrastructure, Communications and Transportation; however, there can be no assurance that the Ministry of Infrastructure, Communications and Transportation would honor our request.

### ***Puerto Rican Concession Fee***

Our subsidiary Aerostar is required to make annual revenue-sharing payments to the PRPA according to the terms of its LMM Lease for the LMM Airport. The LMM Lease was signed on February 27, 2013 and has an initial term of 40 years. Aerostar is required to make fixed payments of U.S.\$2.5 million per year for the first five years, 5.0% of gross airport revenues for the sixth through thirtieth years and 10% of gross airport revenues for the thirty-first through fortieth years.

### *Colombian Concession Fee*

With respect to our Colombian airports, our subsidiary Airplan is required to pay a concession fee to the National Infrastructure Agency pursuant to the terms of its concession agreement. The concession fee is a fixed fee equal to 19% of regulated and non-regulated revenues invoiced or received by the concession holder. The Colombian government cannot modify the concession fee.

### ***Depreciation and Amortization***

#### *Mexican Assets*

Our depreciation and amortization expenses in Mexico primarily reflect the amortization of the investments realized in our nine Mexican airports under our master development plans. Our current master development plans went into effect as of January 1, 2019 and expire December 31, 2023.

#### *Puerto Rican Assets*

Our depreciation and amortization expenses in Puerto Rico primarily reflect the amortization of the investments realized in LMM Airport under the concession agreement. The concession agreement is recognized as a service concession because Aerostar does not have the right to control the use of LMM Airport facilities and does not control or receive all the production from the airport's facilities.

#### *Colombian Assets*

Our depreciation and amortization expenses in Colombia primarily reflect the amortization of the investments in our six Colombian airports. The useful life for amortization purposes was determined according to the duration of the Colombian concession on a straight line basis.

### ***Goodwill Impairment***

As a result of Hurricane Maria, which struck Puerto Rico on September 20, 2017, we carry out a deterioration test of long-term assets at the end of the year. After conducting this test in 2017, we recognized a Ps.4,719.1 million impairment in the valuation of long-term assets. Since 2017, no goodwill impairments were further recognized.

### ***Costs of Construction***

#### *Mexican and Puerto Rican Costs of Construction*

Costs of construction at our Mexican airports and LMM Airport reflect the cost of improvements to our concessioned assets. In the case of our Mexican airports and LMM Airport, because we hire third parties to provide construction and upgrade services, and we do not recognize a premium on the cost of services, our expenses for those services are equal to our revenues.

#### *Colombian Costs of Construction*

Costs of construction at our Colombian airports reflect the cost of improvements to our concessioned assets. Until December 31, 2017, in the case of our Colombian airports, because we hired third parties to provide construction and upgrade services, and we recognized a premium on the cost of services, our expenses for those services were not equal to our revenues. After December 31, 2017, however, our expenses for those services have been equal to our revenues.

## Participation in the Results of Joint Ventures

We own a 60.0% joint venture interest in Aerostar, which holds a 40-year concession to operate the LMM Airport. We have consolidated Aerostar's financial results into our financial statements. Prior to June 1, 2017, when we acquired a controlling interest in Aerostar, we accounted for our interest in this investment through the equity method. During these prior periods, we held a 50% interest in Aerostar. For more information on our joint venture interest and the LMM Airport investment, see "Item 4. Information on the Company—History and Development of the Company—Investment in Luis Muñoz Marín International Airport."

## Taxation

### *Taxation in Mexico*

Our provision for taxes consists of solely an income tax (*Impuesto Sobre la Renta*, or ISR). We were subject to an asset tax, which was discontinued in 2008. We are subject to a 30.0% income tax in Mexico. Dividends paid from a company's distributable earnings that have been subject to corporate income tax are not subject to a corporate-level dividend income tax. Income tax due on dividends paid in excess of the balance of an entity's after-tax profit account ("CUFIN") is levied by applying the 30.0% income tax rate to the product of the amount of such dividends and a factor of 1.4286. Tax due is payable by us and may be credited against income tax for the year or the two immediately following fiscal years. In addition, as a general rule, dividends paid by a Mexican entity to a non-resident are subject to Mexican withholding tax at a rate of 10% on the gross amount of the dividend distributed.

We have recognized deferred income tax for Aeropuerto de Cancún, S.A. de C.V., Aeropuerto de Oaxaca, S.A. de C.V., Aeropuerto de Mérida, S.A. de C.V., Aeropuerto de Villahermosa, S.A. de C.V., Aeropuerto de Huatalco, S.A. de C.V., Aeropuerto de Veracruz, S.A. de C.V., Aeropuerto de Tapachula, S. A. de C. V., Cancún Airport Services, S.A. de C.V., Servicios Aeroportuarios del Sureste, S.A. de C.V., RH Asur, S.A. de C.V., Cargo RF, S.A. de C.V. and Caribbean Logistic, S.A. de C.V., and, based on our financial and tax projections, we have estimated that all of these subsidiaries will continue paying income tax in the future.

### *Taxation in Puerto Rico*

Pursuant to our agreement with the Treasury Department of Puerto Rico and the Public Private Partnership Law, our operations at the LMM Airport are subject to a 10.0% income tax. Earnings distributions and profits derived from the LMM Airport that are covered by the LMM Lease are also subject to a 10.0% tax.

### *Taxation in Colombia*

Our provision for taxes in Colombia consists of two levels of income taxes: (i) ordinary income tax, and (ii) presumptive income tax. Traditionally, taxpayers determined its tax liability pursuant to the higher of both mechanisms, however the presumptive income tax system is currently not applicable since the presumed income is zero. The corporate income tax rates of the ordinary income tax were gradually reduced from 33% to 30% as follows: 33% in 2019, 32% in 2020, 31% in 2021 and 30% from 2022 onward. However, in September 2021 the Colombian Congress adopted Law 2155, which changed the corporate income tax rates to 35% from 2022 onward. With respect to presumptive income tax, Section 188 of the Colombian Tax Code provides that, for income tax purposes, it is assumed that a taxpayer's net income would be at least 3.5% of his or her net worth on the last day of the immediately preceding taxable year. As mentioned above, the percentage of presumptive income referred to in Section 188 was reduced to 0.5% during the taxable year ended December 31, 2020, and indefinitely reduced to 0% starting in 2021. The result of presumptive income being 0% is that taxpayers from 2021 onwards will only pay corporate income tax over their ordinary net income, with taxable income defined as the excess of all operating and non-operating revenue over deductible costs and expenses.

On August 8, 2022, the Ministry of Finance submitted a tax reform bill to the Colombian Congress proposing several changes to the Colombian tax regime. The tax reform bill was passed as Law 2277 on December 13, 2022, and became effective starting January 1, 2023. This new law includes, among others: (i) a new equity tax applicable to Colombian individuals and non-residents, which rates vary from 0.5% to 1.5% based on the individual's net equity as of the first day of January of each year, (ii) an increase in the dividend tax rate for local and foreign shareholders (0% to 39% progressive marginal rates for Colombian individuals, and 20% flat withholding rate for non-resident shareholders), (iii) an increase in the long-term capital gains tax rate, from 10% to 15%, (iv) the elimination of specific tax benefits and exemptions, such as the exempt income applicable for entities that are part of the technological and creative sector ("Economía Naranja"), the tax incentive for the development of the Colombian farming sector, and the 27% preferential income tax rate applicable to large infrastructure investments ("Megainversiones"), among others, (v) a 3% tax benefit on the taxpayer's net income determined pursuant to Section 259-1 f the Colombian Tax Code, in connection with environmental-related, deductions related to employee trainings, expenses incurred in the conservation of cultural property, among others, (vi) a minimum corporate income tax of at least 15% based on effective tax rate (calculated on book profit with certain adjustments), (vii) taxes based on significant economic presence of certain commercial activities (primarily for non-resident persons and entities that provide digital services), and (viii) the elimination of the possibility to use 50% of the Industry and Commerce Tax (i.e., local tax levied on gross revenue derived from the provision of services, or the performance of commercial and industrial activities in Colombian municipalities) as an income tax credit.

The Company's overall income taxes for 2020, 2021 and 2022 are as follows:

### Income Tax

	Year ended December 31,				
	2020	2021	2022		
	(millions of Mexican pesos)				
Amount	Amount	Amount	Change		
Income Tax					
Current Income Tax	634.4	1,824.8	3,342.3	83.2 %	
Deferred Income Tax	94.8	(96.3)	96.5	(200.2)%	
Total Income Tax	729.2	1,728.5	3,438.8	98.9 %	
Current Asset Tax	0.0	0.0	0.0	—	
Total Asset Tax	0.0	0.0	0.0	—	
<b>Total Income Tax</b>	<b>729.2</b>	<b>1,728.5</b>	<b>3,438.8</b>	<b>98.9 %</b>	

In 2023, the general VAT tax rate applicable in Colombia is 19% and calculated and paid generally on a bimonthly basis. Companies that engage in the business of selling goods, rendering services, leasing, importing or exporting goods are subject to VAT (subject to certain exemptions and exclusions).

The VAT accrued on purchases of goods and services used in income generating activities in Colombia can be credited against the VAT invoiced in sales to clients. VAT accrued on purchases of goods and services used in income generating activities that are not subject or are excluded from VAT becomes a higher cost to the company. In the case that the VAT paid exceeds the VAT collected in a given period, companies may offset the VAT favorable balance against future VAT collected from sales to clients. Only in certain cases the excess can be claimed as a refund.

Taxes on dividends in Colombia vary depending on the year in which the profits to be distributed were generated and the recipient of the dividend.

Until 2016, for Colombian income tax purposes, dividends that were distributed from profits taxed at the corporate level were not taxed or subject to withholding tax at the shareholder level. However, beginning in 2017, the regulation changed so that dividends paid to tax resident individuals and non-resident shareholders are taxed and subject to a withholding tax.

According to the 2016 tax reform, for the fiscal years ended December 31, 2020 and 2021, dividends tax applied as follows:

(a) For non-resident shareholders, Article 245 of the Colombian Tax Code set forth (i) a 10% dividends tax for dividends paid out of profits accrued as of January 1, 2017, and a 7.5% dividend tax for dividends paid out of profits accrued as of January 1, 2019 and were taxed at the corporate level; (ii) no dividend tax on dividends paid out of profits that accrued until December 31, 2016 and were taxed at the corporate level; (iii) a withholding tax at the statutory corporate income tax rate (35% as of 2022) on dividends distributed from profits not taxed at the corporate level if the dividend is paid out of profits that accrued as of January 1, 2017, plus an additional 10% dividend tax after applying the initial corporate income withholding tax rate.

(b) For Colombian individuals, Article 242 of the Colombian Tax Code stated that dividends accrued as of January 1, 2020 until December 31, 2021 exceeding 300 UVT (*Unidad de Valor Tributario*) be taxed at 10%.

(c) For Colombian corporations, Article 242 of the Colombian Tax Code stated that (i) dividends distributed from taxed profits to local corporations during the fiscal years 2021 and 2022 were taxed at 7.5%, and (ii) dividends distributed from non-taxed profits were taxed at a 31% withholding tax for 2021 and 35% for 2022, plus an additional 7.5% dividend tax on the balance of the dividend amount after the initial withholding was applied.

Following the enactment of Law 2277 in 2022, for the fiscal year ending December 31, 2023 onwards, dividends tax applies as follows:

(a) For non-resident shareholders, Article 245 of the Colombian Tax Code sets forth (i) a 20% dividend tax for dividends paid out of profits that were taxed at the corporate level and accrued as of January 1, 2017; (ii) no dividend tax on dividends paid out of profits that accrued until December 31, 2016 and were taxed at the corporate level; (iii) a withholding tax at the statutory corporate income tax rate (35% as of 2022) on dividends distributed from profits not taxed at the corporate level, if the dividend is paid out of profits that accrued as of January 1, 2017, plus an additional 20% dividend tax after applying the initial corporate income withholding tax rate, and (iv) a withholding tax at 33% on dividends distributed from profits not taxed at the corporate level if the dividend is paid out of profits that accrued before January 1, 2017, plus an additional 20% dividend tax after applying the initial corporate income withholding tax rate.

(b) For Colombian individuals, Article 242 of the Colombian Tax Code provides that dividends accrued as of January 1, 2023 exceeding 1090 UVT (*Unidad de Valor Tributario*) be taxed at a rate between 0% and 39%.

(iii) For Colombian corporations, Article 242 of the Colombian Tax Code provides that dividends distributed from taxed profits to local corporations accrued during 2023 are subject to a transferable withholding tax of 10% on dividends distributed from taxed profits, which can be credited by the taxed shareholder.

The Double Taxation Treaty in effect between Colombia and Mexico eliminates the aforementioned dividend tax when the recipient of the dividends is a Mexican resident and those dividends are not attributable to a permanent establishment of the recipient in Colombia. However, when the dividends are paid out of profits that were not subject to income tax at the level of the Colombian entity distributing them, they may still be subject to the aforementioned income tax at a rate of 33%.

## Effects of Inflation and Economic Changes

The following table sets forth, for the periods indicated:

- the Mexican inflation rate;
- the Colombian inflation rate;
- the U.S. inflation rate;
- the percentage that the Mexican gross domestic product, or GDP, changed as compared to the previous period; and
- the percentage that the Colombian GDP changed as compared to the previous period.

	Year ended December 31,		
	2020	2021	2022
Mexican inflation rate <sup>(1)</sup>	3.2 %	7.4 %	7.8 %
Colombian inflation rate	1.6 %	5.6 %	13.1
U.S. inflation rate <sup>(2)</sup>	1.4 %	7.0 %	6.4 %
Increase (decrease) in Mexican GDP <sup>(3)</sup>	(8.5)%	5.0 %	3.7 %
Increase (decrease) in Colombian GDP	(6.8)%	10.6 %	7.5 %

(1) Based on changes in the Mexican consumer price index from the previous period, as reported by the Banco de Mexico. The Mexican consumer price index at year end was 117.3 in 2021 and 126.5 in 2022.

(2) As reported by the U.S. Department of Labor, Bureau of Statistics.

(3) In real terms, as reported by the National Institute of Statistics and Geography (INEGI) as of April 13, 2023.

The general condition of the Mexican economy, inflation and high interest rates have in the past adversely affected, and may in the future adversely affect our business and operating results. For a detailed description of the risks associated with changes to the economy, inflation and interest rates, see “Item 3. Key Information—Risk Factors—Risks Related to Our Operations.”

## Effects of Fluctuation

The following table sets forth, for the periods indicated, the percentage that the Mexican peso depreciated or appreciated against the U.S. dollar.

	Year ended December 31,		
	2020	2021	2022
Depreciation (appreciation) of the Mexican peso as compared to the U.S. dollar <sup>(1)</sup>	(5.6)%	(2.8)%	(4.9)%

(1) Based on the Official Jorunal Federation exchange rate for Mexican pesos, at the end of each period, which were as follows: Ps.19.909 as of December 31, 2020, Ps.20.467 as of December 31, 2021 and Ps. 19.472 as of December 31, 2022.

Changes in the value of the Mexican peso as compared to the dollar have in the past adversely affected, and may in the future adversely affect, our:

- *Passenger charges.* Passenger charges for international passengers are currently denominated in dollars, while passenger charges for Mexican domestic passengers are denominated in Mexican pesos. Therefore, our revenues from passenger charges at our Mexican airports (a substantial portion of our business), which are stated herein in Mexican pesos, will be affected by a depreciation or appreciation in the value of the peso as compared as to the dollar. Passenger charges at our Colombian airports are also affected by changes in the value of the Colombian peso. Passenger charges for international and domestic passengers at our Colombian airports are denominated in U.S. dollars and Colombian pesos, respectively.

- *Contracts with commercial service providers.* Many of our contracts with commercial services providers in Mexico are denominated in U.S. dollars, but are collected or converted into Mexican pesos at the time of payment. Therefore, a depreciation in the peso as against the dollar results in us collecting more pesos for dollar-denominated contracts than before the depreciation, whereas an appreciation of the peso results in us collecting fewer pesos for dollar-denominated contracts. As a result, if the peso depreciates, and our peso-denominated cost of services does not increase at the same rate as the depreciation of the peso, our commercial revenues increase, whereas an appreciation of the peso or an increase in the peso-denominated cost of our services leads to a decrease in our commercial revenues. Our contracts with commercial service providers in Colombia are denominated and collected in Colombian pesos. Our contracts with commercial service providers in Puerto Rico are denominated in and collected in U.S. dollars.
- *Comprehensive financing result.* Our comprehensive financing reflects gains or losses from foreign exchange, and gains and losses from interest earned or expensed. A portion of our indebtedness is denominated in U.S. dollars. Given that a substantial portion of our revenues are collected or converted into Mexican pesos, a depreciation in the peso as against the dollar would result in us having to spend more pesos for payment of dollar-denominated indebtedness, whereas an appreciation of the peso would result in us spending fewer pesos for dollar-denominated indebtedness payments.
- *Maximum rates in pesos.* Our tariffs for the services we provide to international flights or international passengers in our Mexican airports are denominated in U.S. dollars, but are generally paid in Mexican pesos based on the average exchange rate for the month prior to each flight. With respect to our Mexican airports, we generally collect passenger charges from airlines 30 to 115 days following the date of each flight. We intend to charge prices that are as close as possible to the maximum rates that we can charge. Since we are usually only entitled to adjust our specific prices once every six months (or earlier upon a cumulative increase of 5.0% in the Mexican producer price index, excluding petroleum), a depreciation of the peso as compared to the dollar, particularly late in the year, could cause us to exceed the maximum rates at one or more of our Mexican airports, possibly leading to the termination of one of our Mexican concessions. In the event that any one of our Mexican concessions is terminated, our other Mexican concessions may also be terminated. In addition, if the peso appreciates as compared to the dollar we may underestimate the specific prices we can charge for regulated services and be unable to adjust our prices upwards to maximize our regulated revenues.

For a detailed description of the risks associated with fluctuations in the value of the Mexican peso as compared to the U.S. dollar, see “Item 3. Key Information—Risk Factors—Risks Related to Mexico—Appreciation, depreciation or fluctuation of the peso relative to the U.S. dollar could adversely affect our results of operations and financial condition.”

### **Operating Results by Airport**

The following table sets forth our results of operations for the periods indicated

Operating Results

	Year ended December 31,					
	2020		2021		2022	
	Airport Operating Results (millions of Mexican pesos)	Per Workload Unit <sup>(1)</sup> (Mexican pesos)	Airport Operating Results (millions of Mexican pesos)	Per Workload Unit <sup>(1)</sup> (Mexican pesos)	Airport Operating Results (millions of Mexican pesos)	Per Workload Unit <sup>(1)</sup> (Mexican pesos)
<b>Cancún<sup>(2)</sup>:</b>						
Revenues before solidarity agreement <sup>(3)</sup> :						
Aeronautical services	2,218.2	177.5	4,644.5	204.6	7,515.7	244.0
Non-aeronautical services	2,252.2	180.2	4,038.2	177.9	5,854.3	190.1
Construction services	1,855.7	148.5	1,210.5	53.3	910.8	29.6
Total revenues before solidarity agreement	6,326.1	506.2	9,893.2	435.8	14,280.8	463.7
Expenses before solidarity agreement	(4,124.4)	(330.0)	(4,296.0)	(189.3)	(4,913.2)	(159.5)
<b>Net operating income before solidarity agreement</b>	<b>2,201.7</b>	<b>176.2</b>	<b>5,597.2</b>	<b>246.5</b>	<b>9,367.6</b>	<b>304.2</b>
Solidarity agreement revenues	0.0	0.0	0.0	0.0	0.0	0.0
Solidarity agreement expenses	(118.2)	(9.5)	(223.8)	(9.9)	(347.7)	(11.3)
<b>Net operating income after solidarity agreement</b>	<b>2,083.5</b>	<b>166.7</b>	<b>5,373.4</b>	<b>236.6</b>	<b>9,019.9</b>	<b>292.9</b>
<b>Mérida:</b>						
Revenues before solidarity agreement:						
Aeronautical services	281.7	187.8	467.1	203.1	799.7	242.3
Non-aeronautical services	90.4	60.3	129.8	56.4	168.8	51.2
Construction services	728.7	485.8	795.2	345.7	553.4	167.7
Total revenues before solidarity agreement	1,100.8	733.9	1,392.1	605.2	1,521.9	461.2
Expenses before solidarity agreement	(1,004.2)	(669.5)	(1,133.2)	(492.7)	(962.7)	(291.7)
<b>Net operating income before solidarity agreement</b>	<b>96.6</b>	<b>64.4</b>	<b>258.9</b>	<b>112.5</b>	<b>559.2</b>	<b>169.5</b>
Solidarity agreement revenues	0.0	0.0	0.0	0.0	0.0	0.0
Solidarity agreement expenses	(1.0)	(0.7)	-	-	-	-
<b>Net operating income after solidarity agreement</b>	<b>95.6</b>	<b>63.7</b>	<b>258.9</b>	<b>112.5</b>	<b>559.2</b>	<b>169.5</b>
<b>Villahermosa:</b>						
Revenues before solidarity agreement:						
Aeronautical services	132.8	189.7	211.2	211.2	316.4	243.4
Non-aeronautical services	42.0	60.0	49.4	49.4	64.6	49.7
Construction services	154.2	220.3	123.9	123.9	105.7	81.3
Total revenues before solidarity agreement	329.0	470.0	384.5	384.5	486.7	374.4
Expenses before solidarity agreement	(288.2)	(411.7)	(292.9)	(292.9)	(283.2)	(217.8)
<b>Net operating income before solidarity agreement</b>	<b>40.8</b>	<b>58.3</b>	<b>91.6</b>	<b>91.6</b>	<b>203.5</b>	<b>156.6</b>
Solidarity agreement revenues	0.0	0.0	0.0	0.0	0.0	0.0
Solidarity agreement expenses	(0.4)	(0.6)	-	-	(10.7)	(8.2)
<b>Net operating income after solidarity agreement</b>	<b>40.4</b>	<b>57.7</b>	<b>91.6</b>	<b>91.6</b>	<b>192.8</b>	<b>148.4</b>
<b>Other Mexican Airports<sup>(4)</sup>:</b>						
Revenues before solidarity agreement:						
Aeronautical services	482.6	201.1	883.8	232.6	1,313.3	268.0
Non-aeronautical services	133.2	55.5	167.6	44.1	210.1	42.9
Construction services	557.9	232.5	778.9	205.0	698.7	142.6
Total revenues before solidarity agreement	1,173.7	489.1	1,830.3	481.7	2,222.1	453.5
Expenses before solidarity agreement	(1,114.3)	(464.3)	(1,428.6)	(375.9)	(1,444.7)	(294.8)
<b>Net operating income (loss) before solidarity agreement</b>	<b>59.4</b>	<b>24.8</b>	<b>401.7</b>	<b>105.8</b>	<b>777.4</b>	<b>158.7</b>
Solidarity agreement revenues	0.0	0.0	0.0	0.0	0.0	0.0
Solidarity agreement expenses	(4.0)	(1.7)	(5.9)	(1.6)	(40.5)	(8.3)
<b>Net operating (loss) income after solidarity agreement</b>	<b>55.4</b>	<b>23.1</b>	<b>395.8</b>	<b>104.2</b>	<b>736.9</b>	<b>150.4</b>
<b>San Juan:</b>						
Revenues:						
Aeronautical services	1,808.1	N/A	2,027.2	N/A	2,100.3	N/A
Non-aeronautical services	740.4	N/A	1,394.3	N/A	1,598.6	N/A
Construction services	353.7	N/A	231.3	N/A	411.2	N/A
Total revenues	2,902.2	N/A	3,652.8	N/A	4,110.1	N/A
Expenses	(2,137.6)	N/A	(2,126.2)	N/A	(2,306.5)	N/A
<b>Net operating income (loss)</b>	<b>923.5</b>	<b>N/A</b>	<b>1,526.6</b>	<b>N/A</b>	<b>2,149.8</b>	<b>N/A</b>
<b>Colombian Airports<sup>(5)</sup>:</b>						
Revenues:						
Aeronautical services	489.0	N/A	1,174.8	N/A	2,027.1	N/A
Non-aeronautical services	297.0	N/A	450.6	N/A	652.3	N/A
Construction services	6.9	N/A	6.3	N/A	12.9	N/A

Total revenues	792.9	N/A	1,631.7	N/A	2,692.3	N/A
Expenses	(1,035.1)	N/A	(1,200.8)	N/A	(1,458.8)	N/A
<b>Net operating income (loss)</b>	<b>(242.2)</b>	<b>N/A</b>	<b>430.9</b>	<b>N/A</b>	<b>1,233.5</b>	<b>N/A</b>
<b>Holding &amp; Service Companies<sup>(6)</sup>:</b>						
Revenues before solidarity agreement:						
Other <sup>(7)</sup>	1,142.3	N/A	962.2	N/A	473.7	N/A
Total revenues before solidarity agreement	1,142.3	N/A	962.2	N/A	473.7	N/A
Expenses before solidarity agreement	(946.3)	N/A	(611.8)	N/A	(67.1)	N/A
<b>Net operating income before solidarity agreement</b>	<b>196.0</b>	<b>N/A</b>	<b>350.4</b>	<b>N/A</b>	<b>406.6</b>	<b>N/A</b>
Solidarity agreement revenues	123.6	N/A	229.7	N/A	398.9	N/A
Solidarity agreement expenses	0.0	N/A	0.0	N/A	0.0	N/A
<b>Net non after solidarity agreement</b>	<b>319.6</b>	<b>N/A</b>	<b>580.1</b>	<b>N/A</b>	<b>805.5</b>	<b>N/A</b>
<b>Consolidation Adjustment<sup>(8)</sup>:</b>						
Total Revenues	(1,266.3)	N/A	(1,192.2)	N/A	(873.1)	N/A
Expenses	1,266.3	N/A	1,192.2	N/A	873.1	N/A
<b>Total:</b>						
Revenues:						
Aeronautical services	5,412.4	N/A	9,408.6	N/A	14,072.5	N/A
Non-aeronautical services	3,555.2	N/A	6,229.9	N/A	8,548.7	N/A
Construction services	3,657.1	N/A	3,146.1	N/A	2,692.7	N/A
Total revenues	12,624.7	N/A	18,784.6	N/A	25,313.9	N/A
Expenses	(9,507.4)	N/A	(10,127.0)	N/A	(10,962.0)	N/A
<b>Net operating income</b>	<b>3,276.2</b>	<b>N/A</b>	<b>8,657.6</b>	<b>N/A</b>	<b>14,698.1</b>	<b>N/A</b>

- (1) Under the regulation applicable to our aeronautical revenues in Mexico, a workload unit is equivalent to one terminal passenger or 100 kilograms (220 pounds) of cargo.
- (2) Reflects the results of operations of our Cancún Airport and two Cancún airport services subsidiaries on a consolidated basis.
- (3) We and only our Mexican subsidiaries have entered into intercompany agreements that affect the revenues, operating costs and income at our individual subsidiaries but not on a consolidated basis. One of these agreements is the “Solidarity Agreement,” pursuant to which each of our Mexican subsidiaries pays a fee to Grupo Aeroportuario del Sureste, S.A.B. de C.V., our parent company, in exchange for which our parent guarantees the ongoing viability of that Mexican subsidiary’s concession, including, in the case of certain Mexican subsidiaries, by making payments to those subsidiaries to ensure that they have the resources to comply with their master development plans and other regulatory obligations. Revenues, expenses and income related to the Solidarity Agreement apply only to our Mexican operations.
- (4) Reflects the results of operations of our airports located in Veracruz, Minatitlán, Oaxaca, Huatulco, Tapachula and Cozumel.
- (5) Reflects the results of operations of our airports located in Medellín, Rionegro, Montería, Carepa, Quibdó and Corozal.
- (6) Reflects the results of operations of our parent holding company and our services subsidiaries. Because none of these entities hold the concessions for our Mexican airports, we do not report workload unit data for these entities.
- (7) Reflects revenues under intercompany agreements (other than the solidarity agreement) which are eliminated in the consolidation adjustment.
- (8) The consolidation adjustment affects our consolidated net income by eliminating both revenues and expenses from intercompany transactions from all segments.

We and our Mexican subsidiaries have entered into intercompany agreements that affect the revenues, operating costs and income at our individual subsidiaries but not on a consolidated basis. Under the intercompany agreements, our holding company Grupo Aeroportuario del Sureste, S.A.B. de C.V., and our administrative services companies provide certain services and guarantees to the Mexican airport operating subsidiaries (which may include payments to certain of our Mexican airport operating subsidiaries), in exchange for which the Mexican airport operating subsidiaries make payments to our parent and the service companies. One of these agreements is the “Solidarity Agreement,” pursuant to which each of our Mexican subsidiaries pays a fee to our parent company, in exchange for which the parent company guarantees the ongoing viability of that Mexican subsidiary’s concession, including, in the case of certain Mexican subsidiaries, by making payments to those subsidiaries to ensure that they have the resources to comply with their master development plans and other regulatory obligations. The intercompany agreements also include agreements to provide other routine services, including negotiating regulated tariffs and interfacing with regulators, leasing of commercial real estate, trademark license royalties, marketing services and employee costs. The costs of these services and guarantees, including the Solidarity Agreement, are actual costs that are charged to individual airports. In the presentation of our consolidated results, the revenues and expenses generated by these transactions are eliminated because they are intercompany transactions.

## Summary Historical Results of Operations

The following table sets forth our consolidated results of operations for the periods indicated. The financial information included in the table below is derived from our audited consolidated financial statements.

### Consolidated Operating Results

	Year Ended December 31,		
	2020	2021	2022
	(thousands of Mexican pesos)		
<b>Revenue:</b>			
Aeronautical services	Ps. 5,412,418	Ps. 9,408,599	Ps. 14,072,517
Non-aeronautical services	3,555,227	6,229,896	8,548,671
Construction services	3,657,086	3,146,166	2,692,694
Total revenue	12,624,731	18,784,661	25,313,882
<b>Operating Costs and Expenses:</b>			
Cost of services	(2,971,655)	(3,384,563)	(3,855,016)
Administrative expenses	(232,935)	(263,156)	(287,061)
Costs of construction	(3,657,086)	(3,146,166)	(2,692,694)
Technical assistance fee <sup>(1)</sup>	(175,615)	(391,698)	(643,891)
Government concession fee <sup>(2)</sup>	(535,379)	(948,062)	(1,424,066)
Depreciation and amortization	(1,934,766)	(1,993,342)	(2,059,237)
Goodwill impairment	—	—	—
Total operating expenses	(9,507,436)	(10,126,987)	(10,961,965)
Other income	158,881	—	346,232
Operating profit	3,276,176	8,657,674	14,698,149
<b>Comprehensive Financing Result:</b>			
Interest income, net	(663,942)	(640,240)	(405,257)
Exchange gains (losses), net	245,076	108,601	(208,159)
Gain (loss) on valuation of financial instruments	—	—	—
Net comprehensive financing income result	(418,866)	(531,639)	(613,416)
Participation in the results of joint ventures accounted for by the equity method	(1,618)	—	—
Income before taxes	2,855,692	8,126,035	14,084,733
Provision for taxes	(729,155)	(1,728,507)	(3,438,809)
Net income	2,126,537	6,397,528	10,645,924
<b>Other Operating Data:</b>			
Operating margin <sup>(3)</sup>	26.0 %	46.1 %	58.1 %
Net margin <sup>(4)</sup>	16.8 %	34.1 %	42.8 %

(1) We are required to pay ITA a technical assistance fee based on the technical assistance agreement. This fee is described in “Item 5. Operating and Financial Review and Prospects—Operating Costs –Technical Assistance Fee.”

(2) Each of our Mexican subsidiary concession holders is required to pay a concession fee to the Mexican government under the Mexican Federal Duties Law. The concession fee is currently 5.0% of each concession holder’s gross annual regulated revenues from the use of public domain assets pursuant to the terms of its concession. Our subsidiary Airplan is required to pay a concession fee to the National Infrastructure Agency with respect to concessions for our Colombian airports. The concession fee is a fixed fee equal to 19.0% of regulated revenues and non-regulated revenues invoiced or received by the concession holder. Our subsidiary Aerostar is required to make fixed payments to the PRPA of U.S.\$2.5 million per year for the first five years, 5.0% of gross airport revenues for the sixth through thirtieth years and 10% of gross airport revenues for the thirty-first through fortieth years. These fees are described in “Item 5. Operating and Financial Review and Prospects—Operating Costs—Government Concession Fee.”

(3) Operating income divided by total revenues, expressed as a percentage.

(4) Net income divided by total revenues, expressed as a percentage.

## Results of operations for the year ended December 31, 2022 compared to the year ended December 31, 2021

### Revenues

Total consolidated revenues for 2022 were Ps. 25,313.9 million, 34.8% higher than the Ps. 18,784.7 million recorded in 2021. The increase in total revenues resulted from increases of 49.6% in aeronautical revenues and 37.2% in non-aeronautical revenues, primarily due to a 34.4% increase in passenger traffic, partially offset by a 14.4% decrease in construction revenues at our airports. The decrease in construction revenues was a result of lower capital expenditures and other investment in concessioned assets. Total Mexican revenues per workload unit increased 1.4% from Ps. 453.0 in 2021 to Ps. 459.3 in 2022, due mainly to a 42.3% decrease in revenues for construction services per workload unit, which are based on capital improvements to concessioned assets and are not directly related to passenger traffic.

Our consolidated revenues from aeronautical services increased 49.6% from Ps. 9,408.6 million in 2021 to Ps. 14,072.5 million in 2022, due primarily to a 34.4% increase in passenger traffic. Revenues from passenger charges increased 56.8% from Ps. 6,900.9 million in 2021 (73.3% of our aeronautical revenues during the period) to Ps. 10,823.9 million in 2022 (76.9% of our aeronautical revenues during the period), which reflect the increase in passenger traffic. Mexican aeronautical revenues per workload unit increased 18.5% from Ps. 208.3 in 2021 to Ps. 246.8 in 2022.

Revenues from non-aeronautical services increased 37.2% from Ps. 6,229.7 million in 2021 to Ps. 8,548.7 million in 2022. The primary factor behind the increase in non-aeronautical revenues from 2021 to 2022 was the increase in commercial revenues due to higher passenger traffic during 2022. Higher passenger traffic in 2022 led to a 92.2% increase in revenues from retail stores, a 24.1% increase in revenues from duty-free shops, and a 35.6% increase in other income, which consisted principally of revenue from tourism services and hotel operators. This increase in revenues from non-aeronautical services was also driven by an increase of 16.6% in revenues from car rental companies, a 50.9% increase in revenues from food and beverages, a 17.1% increase in advertising revenues, a 31.7% increase in parking lot revenues, and a 37.6% increase in revenues from ground transportation, all of which were offset by a decrease in 11.4% in teleservices revenues also contributed to the increase in revenues from non-aeronautical services. Mexican non-aeronautical revenue per workload unit increased 6.3%, from Ps. 147.1 per workload unit in 2021 to Ps. 156.3 per workload unit in 2022.

Revenues from construction services decreased 14.4% from Ps. 3,146.1 million in 2021 to Ps. 2,692.7 million in 2022, mostly due to a decrease in capital improvements and other investments in concessioned assets at our Mexican airports, including the extension of terminal buildings, the construction of commercial aviation aprons, dual parallel taxiway and baggage-handling systems and the purchase of land for future expansions.

Our revenues from regulated sources in 2022 were Ps. 14,485.8 million, a 49.4% increase compared to Ps. 9,694.6 million in 2021, mainly due to the increase in total passenger traffic and the annual increase in our regulated rates. During 2022, Ps. 8,135.4 million of our revenues was derived from non-regulated sources, a 36.9% increase from the Ps. 5,943.8 million of revenues derived from non-regulated sources in 2021. This increase was primarily due to the 36.4% increase in commercial revenues described above, from Ps. 5,756.7 million in 2021 to Ps. 7,854.7 million in 2022.

### Revenues by Airport

Aeronautical revenues increased by 61.8% from Ps. 4,644.5 million in 2021 to Ps. 7,515.7 million in 2022 at Cancún Airport, mainly due to (i) a 36% increase in passenger traffic and an increase in passenger fees charged, (ii) a 68.0% increase in passenger charges; and (iii) a 52.1% increase in airport security charges. Non-aeronautical revenues increased at Cancún Airport by 45.0% from Ps. 4,038.2 million in 2021 to Ps. 5,854.3 million in 2022, mainly due to the increase in passenger traffic in 2022. Construction services revenues at Cancún Airport decreased by 24.8% from Ps. 1,210.2 million in 2021 to Ps. 910.8 million in 2022, due to a decrease in capital improvements and investments in concessioned assets at that airport. Total revenues increased by 44.3% from Ps. 9,893.2 million in 2021 to Ps. 14,280.8 million in 2022 at Cancún Airport, largely due to the increase in aeronautical and non-aeronautical revenues, and the increase in passenger traffic. Revenues per workload unit at Cancún Airport increased by 6.4% from Ps. 435.8 in 2021 to Ps. 463.7 in 2022, primarily because of the increase in aeronautical revenues.

Aeronautical revenues increased by 71.2% from Ps.467.1 million in 2021 to Ps. 799.7 million in 2022 at Mérida Airport, mainly due to a 48.1% increase in passenger traffic and in passenger fees charged at that airport. Non-aeronautical revenues increased by 30.0% at Mérida Airport from Ps.129.8 million in 2021 to Ps. 168.8 million in 2022, principally due to a 36.1% increase in commercial revenues caused by increased passenger traffic. Construction services revenues decreased from Ps.795.2 million in 2021 to Ps. 553.4 million in 2022, due to a decrease in capital improvements and investments in concessioned assets at Merida Airport. Revenues overall increased by 9.3% from Ps.1,392.1 million in 2021 to Ps. 1,521.9 million in 2022 at Mérida Airport, due to the increase in aeronautical revenues from 2021 to 2022. Revenues per workload unit at Mérida Airport decreased by 23.8% from Ps.605.2 in 2021 to Ps. 461.2 in 2022, principally due to the decrease in construction services revenues.

Aeronautical revenues increased by 49.8% from Ps.211.2 million in 2021 to Ps. 316.4 million in 2022 at Villahermosa Airport, due to a 53.2% increase in passenger charges and a 44.1% increase in airport security charges at that airport. Non-aeronautical revenues increased at Villahermosa Airport by 30.8% from Ps. 49.4 million in 2021 to Ps. 64.6 million in 2022, due principally to an increase of 36.0% in commercial revenues. Construction services revenues decreased from Ps.123.9 million in 2021 to Ps. 105.7 million in 2022 primarily due to a decrease in capital improvements and investments in concessioned assets. Revenues increased by 26.6% from Ps.384.5 million in 2021 to Ps. 486.7 million in 2022 at Villahermosa Airport, largely due to the increase in aeronautical revenues. Revenues per workload unit at Villahermosa Airport decrease by 2.6% from Ps.384.5 in 2021 to Ps. 374.4 in 2022, primarily due to the decrease in construction services revenues.

Aeronautical revenues at our other six Mexican airports increased by 48.6% from Ps.883.8 million in 2021 to Ps. 1,313.3 million in 2022, due to the 29.8% increase in passenger traffic and in fees passenger charges at those airports. Non-aeronautical revenues increased by 25.4% from Ps.167.6 million in 2021 to Ps. 210.1 million in 2022, due principally to a 29.1% increase in commercial revenues and increased passenger traffic. Construction services revenues decreased from Ps.778.9 million in 2021 to Ps. 698.7 million in 2022, due to a decrease in capital improvements and investments in concessioned assets at the other six Mexican Airports. Revenues increased by 21.4% from Ps.1,830.3 million in 2021 to Ps. 2,222.1 million in 2022 at the other six Mexican airports, due primarily to the increase in aeronautical revenues. Revenues per workload unit at our other six Mexican airports decreased by 5.9% from Ps.481.7 in 2021 to Ps. 453.5 in 2022, principally due to the decrease in revenues from construction services.

Aeronautical revenues at the LMM Airport increased 3.6% from Ps.2,027.2 million in 2021 to Ps. 2,100.3 million in 2022, primarily due to a 6.5% increase in passenger traffic. The increase in passenger traffic represents only a 3.6% increase in aeronautical revenues as Aerostar's principal source of revenue at our LMM Airport is derived from the Airport Use Agreements among Aerostar and the principal airlines serving the LMM Airport. Non-aeronautical revenues at the LMM Airport increased 14.6% from Ps.1,394.3 million in 2021 to Ps. 1,598.6 million in 2022. Construction services revenues at the LMM Airport increased 77.8% from Ps.231.3 million in 2021 to Ps. 411.2 million in 2022, principally due to the renovation of terminal D and the construction of new immigration offices.

Aeronautical revenues at our six Colombian airports increased 72.5% from Ps.1,174.8 million in 2021 to Ps. 2,027.1 million in 2022, primarily due to the 56.8% increase in passenger traffic. Non-aeronautical revenues at our Colombian airports increased 44.8% from Ps.450.6 million in 2021 to Ps. 652.3 million in 2022. Construction services revenues at our Colombian airports increased 104.8% from Ps.6.3 million in 2021 to Ps. 12.9 million in 2022, primarily due to new investments(including fixed assets, office and computer equipment).

Revenues from our parent holding company and our administrative services companies decreased by 50.8% from Ps.962.2 million in 2021 to Ps. 473.7 million in 2022, due to the decrease in payments by our operating subsidiaries under intercompany agreements related to administrative services. These revenues are intercompany and are therefore eliminated in consolidation.

### ***Operating Expenses***

Total operating expenses were Ps. 10,962.0 million in 2022, a 8.2% increase from the Ps.10,127.0 million recorded in 2021. The increase in operating expenses in 2022 was primarily due to an increase in technical assistance fees, government concession fees and cost of services. As a percentage of total revenues, operating expenses represented 43.3% of total revenues in 2022 as compared to 53.9% of total revenues in 2021. Mexican operating costs per workload unit decreased 21.7%, from Ps.228.2 per workload unit in 2021, to Ps. 178.6 per workload unit in 2022, primarily due to a decrease in construction costs.

Cost of services increased 13.9% from Ps.3,384.6 million in 2021 to Ps. 3,855.0 million in 2022. This increase was due to (i) a 14.0% increase in employee costs from Ps.939.3 million in 2021 to Ps. 1,070.8 million in 2022, mainly attributed to the recognition of the employees' statutory profit sharing under the new taxable proceeds in Mexico, (ii) a 29.7% increase in electricity costs, from Ps.419.5 million in 2021 to Ps. 544.0 million in 2022, mainly attributed to our increase in operations, (iii) a 25.7% increase in safety and security costs from Ps. 209.4 million in 2021 to Ps. 263.2 million in 2022, mainly attributed to our increase in operations, and (iv) a 46.8% increase in the cost of sales from convenience stores directly operated by us from Ps.333.2 million in 2021 to Ps. 489.2 million in 2022, mainly caused by an increase in sales. The increase in cost of services was offset by the recovery of expenses through (i) a Ps.352.3 million grant awarded to Aerostar under the CARES Act during 2021, of which Ps.165.5 million were attributed to employees cost, Ps.18.6 million to safety and security costs, Ps. 40.9 million to maintenance and preservation costs, and Ps. 127.3 million to other costs; (ii) a Ps. 196.4 million grant awarded to Aerostar under the CARRSAA Act in 2021, and an additional Ps. 20.1 million grant awarded in 2022; and (iii) a Ps. 731.1 million grant awarded under the ARPA Act in 2021, and an additional Ps. 350.9 million grant awarded in 2022.

Administrative expenses increased 9.1% from Ps.263.2 million in 2021 to Ps. 287.1 million in 2022. This increase was primarily attributable to increases in marketing services, security services and travel expenses, which were partially offset by a decrease in professional fees.

Technical assistance fees increased by 64.4% from Ps.391.7 million in 2021 to Ps. 643.9 million in 2022, and government concession fees increased by 50.2% from Ps.948.1 million in 2021 to Ps. 1,424.1 million in 2022. The technical assistance fees and government concession fees increased in 2022 due to an increase in aeronautical and commercial revenues, as a consequence of the increase in passengers as well as the increase in concession fees paid with respect to our Colombian airports and, LMM Airport.

Construction costs were Ps.2,692.7 million in 2022 and Ps. 3,146.2 million in 2021. The decrease was due to a decrease in capital expenditures in Mexico. Because we hire a third party to provide all of our construction and upgrade services, our revenues in Mexico, Colombia and Puerto Rico relating to construction or upgrade services are equal to our expenses for those services.

Depreciation and amortization costs increased from Ps.1,993.3 million in 2021 to Ps. 2,059.2 million in 2022. This increase was principally the result of the depreciation of new investments in fixed assets and improvements made to concessioned assets in Mexico.

#### *Operating Expenses by Airport*

Operating expenses for Cancún Airport were Ps. 5,260.9 million in 2022, a 16.4% increase from the Ps.4,519.8 million recorded in 2021. This increase was a result of a 60.7% increase in cost of sales from directly operated stores, a 6.9% increase in safety and security costs, a 7.4% increase in maintenance costs, a 72.0% increase in technical assistance fees, and a 54.8% increase in government concession fees, partially offset by a 24.8% decrease in construction costs from Ps.1,210.5 million in 2021 to Ps. 910.8 million in 2022. Operating expenses per workload unit for Cancún Airport were Ps. 170.8 in 2022, a 14.3% decrease from the Ps.199.2 recorded in 2021.

Operating expenses for Mérida Airport were Ps. 962.7 in 2022, a 15.0% decrease from the Ps.1,133.2 million recorded in 2021. This increase was primarily as a result of a 30.4% decrease in construction costs from Ps.795.2 million in 2021 to Ps. 553.4 million in 2022, as well as a 14.8% increase in safety and security costs, a 15.7% increase in maintenance costs, a 12.3% increase in energy costs, a 41.8% increase in technical assistance fees, and a 62.3% increase in government concession fees. Operating expenses per workload unit for Mérida Airport were Ps. 291.7 in 2022, a 40.8% decrease from the Ps.492.7 recorded in 2021.

Operating expenses for Villahermosa Airport were Ps. 293.9 million in 2022, a 0.3% increase from the Ps.292.9 million recorded in 2021. This increase was primarily as a result of a 18.9% increase in maintenance services, a 5.6% increase in electricity services, a 31.7% increase in technical assistance fees, and a 46.1% increase in government concession fees, which were partially offset by a 14.7% decrease in construction costs from Ps.123.9 million in 2021 to Ps. 105.7 million in 2022. Operating expenses per workload unit for Villahermosa Airport were Ps. 226.0 in 2022, a 22.8% decrease from the Ps.292.9 recorded in 2021.

Operating expenses for our six other Mexican airports were Ps. 1,485.2 million in 2022, a 3.5% increase from the Ps.1,434.5 million recorded in 2021, principally as a result of a 33.7% increase in maintenance costs from Ps.57.7 million in 2021 to Ps. 77.1 million in 2022, a 49.4% increase in technical assistance fees, and a 44.5% increase in government concession fees, partially offset by a 10.3% decrease in construction costs from Ps.778.9 million in 2021 to Ps. 698.7 in 2022. Operating expenses per workload unit for our other six Mexican airports were Ps. 303.1 in 2022, a 19.7% decrease from the Ps.377.5 recorded in 2021.

Operating expenses for the LMM Airport were Ps. 2,306.5 million in 2022, compared to Ps.2,126.2 million in 2021. The increase was mainly due to (i) a 77.8% increase in construction costs from Ps. 231.3 in 2021 to Ps. 411.2 million in 2022, as a result of the renovation of terminal D and the construction of new immigration offices, and (ii) a 14.2% increase in concession fees from Ps. 162.9 million in 2021 to Ps. 185.9 million in 2022, under the concession contract. The increase in operating expenses was partially offset by a 2.1% decrease in depreciation and amortization from Ps. 740.1 million in 2021 to Ps. 724.3 million in 2022, and a 0.7% decrease in cost of services from Ps. 991.9 million in 2021 to Ps. 985.1 million in 2022, which includes the recovery of expenses through the Ps.352.3 million grant awarded to Aerostar during 2021 under the CARES Act, and the Ps. 547.3 million awarded under the CARRSAA Act and the ARPA Act in 2022, as explained above.

Operating expenses for our Colombian airports were Ps. 1,458.8 million in 2022, compared to Ps.1,200.8 million in 2021. The increase was primarily due to a 63.6% increase in concession fees from Ps. 308.6 million in 2021 to Ps. 505.0 million in 2022, a 19.9% increase in cost of services due to a 16.0% increase in energy expenses, and a 8.2% increase in safety and security expenses.

Operating expenses for our parent holding company and our administrative services companies were Ps. 67.1 million in 2022, a 89.0% decrease from the Ps. 611.8 million recorded in 2021, principally due to a decrease in solidarity agreement expenses.

### ***Operating Income***

Operating income increased by 69.8% from Ps.8,657.6 million in 2021 to Ps. 14,698.1 million in 2022. This increase in operating income was primarily a result of a 49.6% increase in aeronautical revenues and a 37.2% increase in non-aeronautical revenues in 2022, plus other operating income of Ps.300.4 million corresponding to (i) the recognition of a Supreme Court of Puerto Rico judgment ruled in favor of Aerostar in connection with aviation fuel dispatch charges accrued between 2013 and 2021, and (ii) the recovery of Ps.45.4 million in a judgment ruled in favor of Aerostar in connection with certain contracts held with rental companies. This increase was partially offset by a 14.0% increase in cost of services, a 63.2% increase in technical assistance fees, and a 50.2% increase in government concession fees due to a 34.4% increase in total passenger traffic during 2022, relative to the same period in 2021.

### ***Operating Income by Airport***

Operating income for Cancún Airport increased by 67.9% from Ps.5,373.4 million in 2021 to Ps. 9,019.9 million in 2022, primarily due to a 61.8% increase in aeronautical revenues. Additionally, commercial revenues increased by 43.9% due to higher passenger traffic. Operating income per workload unit at Cancún Airport increased 23.8% from Ps. 236.6 in 2021 to Ps. 292.9 in 2022.

Operating income for Mérida Airport increased by 116.0% from Ps. 258.9 million in 2021 to Ps. 559.2 million in 2022, mainly due to of a 71.2% increase in aeronautical revenues as a result of higher passenger traffic. Operating income per workload unit at Mérida Airport increased 50.7% from Ps.112.5 in 2021 to Ps. 169.5 in 2022.

Operating income for Villahermosa Airport increased by 110.5% from Ps. 91.6 million in 2021 to Ps. 192.8 million in 2022, primarily because of a 49.8% increase in aeronautical revenues due to higher passenger traffic. Operating income per workload unit at Villahermosa Airport increased 62.0% from Ps.91.6 in 2021 to Ps. 148.4 in 2022.

Operating income for our six other Mexican airports increased by 86.2% from Ps. 395.8 million in 2021 to Ps. 736.9 million in 2022, principally due to a 48.6% increase in aeronautical revenues and an 25.4% increase in non-aeronautical revenues due to higher passenger traffic. Operating income per workload unit at the other six Mexican airports increased 44.3% from Ps. 104.2 in 2021 to Ps. 150.4 in 2022.

Operating income for the LMM Airport increased by 40.6% from Ps. 1,526.6 million in 2021 to Ps. 2,149.8 million in 2022 due to a 3.6% increase in aeronautical revenues, and 14.6% increase in non-aeronautical revenues, plus other operating income of Ps. 300.4 million corresponding to (i) the recognition of a Supreme Court of Puerto Rico judgment ruled in favor of Aerostar in connection with aviation fuel dispatch fees accrued between 2013 and 2021, and (ii) the recovery of Ps. 45.4 million in a judgment ruled in favor of Aerostar in connection with certain contracts held with rental companies. This increase was partially offset by a 8.5% increase in operating expenses, mainly attributed to a 77.8% increase in construction costs of Ps. 231.3 million in 2021 to Ps. 411.2 million in 2022 as a result of the renovation of terminal D and the construction of the new immigration offices, and a 14.2% increase in concession fees of Ps. 162.9 million in 2021 to Ps. 185.9 million in 2022 under the concession contract. As mentioned above, construction costs were partially offset by a 2.1% decrease in depreciation and amortization from Ps. 740.0 million in 2021 to Ps. 724.3 million in 2022, and a 0.7% decrease in service costs, from Ps. 991.9 million in 2021 to Ps. 985.1 million in 2022 (including the recovery of expenses under the CRRSA Act and the ARPA Act granted in 2021 and 2022). Additionally, while the valuation of the maintenance reserve pursuant to IFRIC 12 was Ps. 58.4 million in 2021, in 2022 the valuation of the maintenance reserve decreased to Ps. 77.6 million due to the fact that certain projects included in the reserve will be funded with amounts received from the U.S. federal government.

Operating income for our six Colombian airports was Ps. 1,233.5 million in 2022, compared to Ps. 430.8 million in 2021, due to a 72.5% increase in aeronautical revenues and a 44.8% increase in non-aeronautical revenues as a result of higher passenger traffic.

Operating income for our parent holding company and our administrative services companies increased by 38.9% from Ps. 580.1 million in 2021 to Ps. 805.5 million in 2022, primarily due to an increase in revenues and the recovery of costs by our operating subsidiaries after the COVID-19 pandemic, transferred to our parent company under intercompany agreements. For additional information, see “Operating Results by Airport”.

### **Comprehensive Financing Result**

Our comprehensive net financing result was a loss of Ps. 613.4 million in 2022 compared to a loss of Ps. 531.6 million in 2021. This increase in the net comprehensive financing loss is due in part to a 1.6% increase in interest expense, from Ps. 842.4 million in 2021 to Ps. 855.5 million in 2022, mainly reflecting the increase in interest rates under our Mexican loans and the issuance of Aerostar’s senior notes.

Additionally, the foreign exchange gain of Ps.108.6 million in 2021 decreased to a foreign exchange loss of Ps. 208.2 million in 2022, due to the appreciation of the Mexican peso against the U.S. dollar by 1.7% in average during 2022, compared to a depreciation of the Mexican peso against the U.S. dollar by 1.9% in average during 2021.

Interest income increased by 122.7% from Ps. 202.1 million in 2021 to Ps. 450.3 million in 2022, mainly due to an increase in our cash position and the issuance of Aerostar’s senior notes by U.S.\$200 million.

## **Taxes**

Our current income tax provision increased 83.2%, from Ps.1,824.8 million in 2021 to Ps. 3,342.3 million in 2022, mainly due to an increase in our taxable income base in Mexico attributed to the recovery of activity in the country, as well as an increase in ISR in Colombia attributed to changes in the applicable tax rate from 31.0% to 35.0%, and to the recovery of activity in the country.

Our deferred tax provision increased from a deferred tax benefit of Ps. 96.3 million in 2021 to a loss of Ps. 96.5 million in 2022, mainly due to an increase in ISR in Colombia attributed to changes in the applicable tax rate from 31.0% to 35.0%, and to the recovery of activity in the country. This increase was partially offset by a Ps. 40.8 million increase in the tax benefit corresponding to the balance of unredeemed assets in our Cancún, Mérida and Oaxaca airports as a consequence of the increase in inflation in Mexico from 7.3% in 2021 to 7.8% in 2022.

As of 2019, there is no asset tax provision.

Our overall effective tax rate in 2022 and 2021 was 31%, and 26%, respectively, mainly due to (i) the increase in the tax benefit corresponding to the balance of unredeemed assets in Mexican airports as a consequence of the increase in annual inflation in Mexico from 7.3% in 2021 to 7.8% in 2022, and (ii) an increase in ISR in Colombia attributed to changes in the applicable tax rate from 31.0% to 35.0%.

## **Net Income**

Net income increased 66.4% from Ps.6,397.5 million in 2021 to Ps. 10,645.9 million in 2022. This increase was mainly as a result of the 49.6% and 37.2% increase in aeronautical and non aeronautical services, respectively, as well as due to the recovery of expenses under the CRRSA Act and the ARPA Act, and to other operating income in Puerto Rico as described above.

## **Results of operations for the year ended December 31, 2021 compared to the year ended December 31, 2020**

For a comparison of the results of operations for the year ended December 31, 2021 as compared to the year ended December 31, 2020, see “Item 5—Operating and Financial Review and Prospects—Results of operations for the year ended December 31, 2021 compared to the year ended December 31, 2020” in our Fiscal Year 2021 Form 20-F, as filed with the SEC on April 8, 2022.

## **Liquidity and Capital Resources**

### ***Sources of Liquidity***

Historically, our operations, financing and investing activities were funded through cash flow from operations, which has generally been used to cover operating expenses, to make dividend payments and to increase our cash balances. However, in 2017, we incurred indebtedness to fund our investments in accordance with our Mexican Master Development Plans and to acquire the interest in our Colombian airports and our additional interest in Aerostar. See “—Indebtedness—Indebtedness in Mexico.” In 2021, we used Ps.2,463 million to pay dividends. As of December 31, 2021, we had Ps.8,770.1 million in cash and cash equivalents. As of December 31, 2022, we had Ps. 13,175.0 million in cash and cash equivalents.

### ***Cash Flows for the year ended December 31, 2022 as compared to cash flows for the year ended December 31, 2021***

In 2022, we generated Ps. 13,458.7 million in cash flow from operating activities, an increase of 30.1% from Ps. 10,347.0 million in 2021, mainly due to increases in aeronautical and non-aeronautical revenues, recoverable taxes and other assets, as well as an increase in accounts receivable, partially offset by a decrease in accounts payable. As of December 31, 2022, income before income taxes was Ps. 14,263.0 million, which reflects an increase of 75.5% compared to 2021. In 2022 our provision for income taxes was Ps. 2,277.2 million, representing a 161.9% increase compared to 2021.

In 2022, the cash flow used in financing activities was Ps. 6,130.4 million, which represents an increase of 81.5% with respect to the Ps. 3,378.2 million cash flow used in financing activities in 2021. This increase was mainly due to Aerostar's issuance of U.S.\$200.0 million (Ps.3,947.5 million) senior notes in May 2022, which was partially offset by the payment of Ps. 1,498.1 million in 2022 and Ps. 4,429.3 million in 2021 in principal amounts of outstanding debt in connection with the following facilities: (i) payments totalling Ps. 650.0 million in principal amounts of our Mexican loans, compared to payments amounting to Ps. 4,250.7 million in 2021, (ii) a payment of Ps. 848.1 million in principal amount under a syndicated loan in Colombia, compared to a payment of Ps. 178.6 in 2021, (iii) payments of Ps. 222.6 million in principal amounts due under Aerostar's senior secured notes due 2035, compared to payments amounting to Ps. 220.9 million in 2021, (iv) a payment of Ps. 1,079.6 million in interests due under the aforementioned outstanding loans, compared to a payment of Ps. 908.7 million in interests due under these loans in 2021, and (v) an increase in restricted cash of Ps. 1,175.6 million resulting mainly from operating expense reserves. From the beginning of the operating concession granted to Aerostar in 2013 and until February 2022, these reserves were covered by letters of credit issued by ASUR and AviAlliance in favor of Citibank; as of April 2022, due to Aerostar's available liquidity, Aerostar covers these reserves with available cash instead of renewing the letters of credit.

Cash flow used in investments during 2022 was Ps. 2,547.0 million, mainly as a result of new investments in concession assets amounting to Ps. 2,775.8 million in 2022, a 24.8% decrease compared to 2021, as well as an increase in restricted cash of Ps. 122.0 million corresponding to the PFC revenue reserves.

*Cash Flows for the year ended December 31, 2021 as compared to cash flows for the year ended December 31, 2020*

For a comparison of the cash flows for the year ended December 31, 2021 as compared to the cash flows for the year ended December 31, 2022, see "Item 5—Operating and Financial Review and Prospects—Liquidity and Capital Resources—Cash Flows for the year ended December 31, 2021 as compared to cash flows for the year ended December 31, 2020" in our Fiscal Year 2021 Form 20-F.

***Indebtedness***

As of December 31, 2022, we had Ps. 15,204.8 million in consolidated outstanding indebtedness. As of December 31, 2022, we had no contracts for interest rate or foreign currency swaps.

*Indebtedness in Mexico*

In the fourth quarter of 2011, Aeropuerto de Cancún obtained authorization for two new bank loans from Banamex and BBVA of U.S.\$300.0 million and Ps.1,500.0 million, respectively. These loans remain subject to certain conditions precedent, including the negotiation of definitive documentation for the loans. To date, ASUR has not yet made use of the authorized credit lines. Aeropuerto de Cancún purchased the initial 92.42% interest in Airplan for an aggregate price of approximately U.S.\$201.6 million, subject to pricing adjustments and pursuant to a series of agreements with the respective shareholders of Airplan. We paid U.S.\$69.6 million of the purchase price with cash on hand, and obtained an unsecured loan from BBVA in April 2017 to pay the balance of the purchase price. The loan had a term of one year and an interest rate calculated on the basis of the 28-day THIE plus 0.60% from July 31 to October 31, 2017; THIE plus 0.85% from October 31, 2017 to January 31, 2018; THIE plus 1.10% from January 31 to April 30, 2018 and THIE plus 1.60% from April 30 to July 31, 2018. This loan was paid in October 2017, and we, through Aeropuerto de Cancún, obtained two loans of Ps.2,000 million each, one seven-year term loan with BBVA at a 28-day THIE rate plus 125 basis points maturing in October 2024, and another five-year term loan with Banco Santander at a 28-day THIE rate plus 125 basis points maturing in October 2022. The remaining balance on the BBVA loan was repaid on October 13, 2021, and on October 18, 2021, we, through our Aeropuerto de Cancún, entered into a seven-year loan agreement with BBVA for a principal amount of Ps. 2,000 maturing October 2028, with a 28-day THIE rate plus an applicable margin. The applicable margin in the BBVA loan is calculated on the following basis: if our net leverage ratio is less than 1.50: 1.00, the applicable margin will be 140 basis points; if our net leverage ratio is between 1.50: 1.00 and 2.50: 1.00, the applicable margin will be 165 basis points, and if our net leverage ratio is greater than 2.50: 1.00, the applicable margin will be of 190 basis points.

On September 29, 2021, we prepaid the remaining Ps. 2,000 million balance on the Santander loan and concurrently, through our Aeropuerto de Cancún, we obtained a three-year term loan from Santander for a principal amount of Ps. 2,650 million maturing on September 28, 2024 at a 28-day THIE rate plus 150 basis points. In November 2022, we paid Ps. 650.0 million in principal amounts in connection with the Santander loan.

We have guaranteed our Aeropuerto de Cancún obligations under these loans. While the BBVA and Banco Santander loans are outstanding, we and our subsidiaries are not permitted to create any liens upon any of our property, make any fundamental change to our corporate structure or sell any of our assets that exceed more than 10.0% of our consolidated total assets as of the most recent fiscal quarter prior to the sale. These loans require that we and our subsidiaries maintain a consolidated leverage ratio equal to or less than 3.50:1.00 and a consolidated interest coverage ratio equal to or greater than 3.00:1.00 as of the last day of each fiscal quarter. If we fail to comply with these covenants, the loans restrict our ability to pay dividends to our shareholders. As of December 31, 2021 and 2022, the consolidated leverage ratio calculated under BBVA agreement was 3.00:1.00 and 1.20:1.00, respectively.

On June 29, 2020, the Company contracted a credit line with BBVA for Ps.1,500 million. The credit line had a term of eighteen months, maturing December 29, 2021, and an interest rate calculated on the basis of the TIIE plus 1.50%, and could be used for general corporate purposes, and expenses and commissions related to the credit. As of December 31, 2022, the Company has not used the credit line and the line was terminated.

#### *Indebtedness in Puerto Rico*

On March 21, 2013, our subsidiary Aerostar entered into a U.S.\$50.0 million capital expenditure facility and a secured U.S.\$10.0 million revolving credit facility with RBC Royal Bank, UBS Financial Services and FirstBank Puerto Rico. Additionally, on or about March 21, 2013 Aerostar issued 5.75% senior secured notes due March 22, 2035, in an aggregate principal amount of U.S.\$350.0 million through a private placement. On June 24, 2015, Aerostar issued 6.75% senior notes due March 22, 2035 in an aggregate principal amount of U.S.\$50.0 million to refinance the aforementioned capital expenditure facility. In May 2022, Aerostar renegotiated the terms of its U.S.\$50.0 million principal amount of 6.75% senior secured notes, extending the maturity to March 22, 2035.

Furthermore, on December 18, 2015, Aerostar entered into a secured U.S.\$10.0 million revolving credit facility with Banco Popular de Puerto Rico in order to refinance the March 2013 revolving credit facility and to finance operational working capital needs and general corporate purposes, including capital expenditure projects. On April 1, 2020, Aerostar drew down U.S.\$10.0 million of its revolving credit facility for working capital purposes. The company repaid the credit facility in April 2021, interest is calculated at the prime rate minus 0.5% and paid quarterly. A commitment fee of 0.15% for unused credit is paid annually. As part of these debt financings, Aerostar was required to pledge its interest in the LMM Lease of the LMM Airport as collateral to a leasehold mortgagee assigned by the lenders. Aerostar was financially obligated to keep a debt coverage ratio above 1:00 at the end of each quarter. During 2021, it complied with this debt coverage in each measurement period. As of November 19, 2021 the full balance of the revolving credit facility was repaid.

On December 30, 2020 Aerostar entered into an unsecured revolving credit line with Banco Popular de Puerto Rico of U.S.\$ 20.0 million, with a term of 3 years. Pre-payments are permitted at any time, interest is calculated at the prime rate plus 0.50% and Aerostar pays a rate of 0.15% for unused credit, which is calculated on the average amount of unused principal during the year. To date, Aerostar has not drawn down the credit line. On July 21, 2022, Aerostar issued 4.92% senior secured notes due 2035 in an aggregate principal amount of U.S.\$200 million through a private placement. The terms of the notes require that Aerostar and its subsidiaries maintain a debt service coverage ratio of at least 1.10:1.00 through the stated maturity date of the notes.

Aeropuerto de Cancún and its joint venture partner PSP have pledged their share ownership in Aerostar as collateral for all of these facilities. Since June 1, 2017, we have consolidated Aerostar's assets and liabilities into our financial statements.

While the senior secured notes are outstanding, Aerostar is not permitted to create any liens other than permitted liens upon any of our property, make any fundamental change to our corporate structure, or sell more than U.S.\$35.0 million of our assets per year. In addition, the revolving credit facility requires that Aerostar and its subsidiaries maintain a debt service coverage ratio of at least 1.10:1.00 through the stated maturity date of the notes. If we fail to comply with these covenants, our ability to pay dividends to our shareholders is restricted. Failure to comply with these covenants would result in all amounts owed under the facility to become due and payable immediately.

## *Indebtedness in Colombia*

On June 1, 2015, our subsidiary Airplan entered into a 12-year syndicated credit agreement of COP\$440,000.0 million with Bancolombia S.A., Banco de Bogotá S.A., Banco Corpbanca Colombia S.A., Banco Davivienda S.A., Banco de Occidente S.A., Banco Popular S.A., Banco AV Villas S.A. and Servicios Financieros S.A. Serfinansa Compañía de Financiamiento. The terms include a grace period of three years, quarterly principal and rate payments, an interest rate based on the *Tasa de Redescuento*, or Rediscount Rate, plus 1.5% for one tranche and an interest rate based on the *Depósitos Termino Fijo*, or Fixed Term Deposits (“DTF”), plus 4% for a second tranche. Disbursement of funds was subject to certain conditions precedent, including the creation of a trust for the payment of the syndicated credit agreement through its subaccount, *Subcuenta de Deuda*, and the resources corresponding to the funds for capital and interest payment. The use of the proceeds of this syndicated credit agreement is limited to the payment of debt and the financing of necessary investments for the execution of the obligatory and complementary works under the concession agreement. In addition, the syndicated credit agreement requires Airplan to keep the concession agreement and the trust agreement in force and to make principal and interest payments on time. Failure to comply with these covenants would result in all amounts owed under the facility becoming due and payable immediately.

The syndicated credit agreement was amortized by Airplan during 2018, 2019, 2020, 2021 and 2022. The outstanding amount of the credit agreement as of December 31, 2018 was COP\$428,997.5 million, COP\$402,597.5 million as of December 31, 2019, COP\$367,397.5 million as of December 31, 2020, COP\$327,797.5 million as of December 31, 2021 and COP\$ \$167,897.5 million as of December 31, 2022. Airplan was granted waivers for its financial obligations related to debt coverage in the syndicated loan agreement from the measurement date in the third quarter of 2020 until the first quarter of 2021. In 2021, all the lenders in the syndicated loan agreement granted additional waivers to Airplan until the first quarter of 2022 in respect of its financial obligations related to debt coverage. The Company will not be subject to any default or event of default as a result of breaching the debt coverage ratio until March 31, 2022. As of April 17, 2023, we have complied with the debt coverage ratio.

Furthermore, in 2017 Airplan entered into two short-term loans with Bancolombia S.A. of COP\$5,000.0 million and COP\$10,000.0 million. The main terms of these short term loans included the issuance of a blank promissory note, an interest rate based on Colombia’s banking reference index, the *Indicador Bancario de Referencia* (“IBR”), plus 2.75%, monthly interest payments and an annual principal payment on the due date. Additionally, in 2017 Airplan entered into a short-term loan with Banco de Bogotá of COP\$5,000.0 million. The terms of this short-term loan included the issuance of a blank promissory note, an interest rate based on the IBR plus 2.6%, monthly interest payments and an annual principal payment on the due date. These three short-term loans were fully repaid in 2018. In September 2020, Airplan entered into a short-term loan with Bancolombia S.A. for COP\$11,612.0 million. The short-term loan has a term of 10 months and an interest rate based on the DTF plus 1.70%, monthly interest payments and quarterly principal payments. These short-term loans were fully repaid in July 2021.

## **Capital Expenditures**

Under the terms of our Mexican concessions, every five years our Mexican subsidiary concession holders must present a master development plan to the Ministry of Infrastructure, Communications and Transportation for approval. Each master development plan includes concession holders’ investment commitments for the succeeding five-year period, including capital expenditures and improvements. Once approved by the Ministry of Infrastructure, Communications and Transportation, these commitments become binding obligations under the terms of our concessions.

In June 2018, the Ministry of Communications and Transportation approved each of our master development plans. The current terms of the master development plans went into effect as of January 1, 2019 and will be in effect until December 31, 2023. In September 2020, the Ministry of Communications and Transportation approved the deferral of Ps.2,292.4 million of committed investments for projects contained in the master development plans and authorized for 2020 to the year 2021, due to the health emergency generated by COVID-19. Additionally, on October 29, 2020, we filed a request with the Ministry of Infrastructure, Communications and Transportation for an extraordinary review of the Mexican maximum rates, which was approved on April 7, 2021, and resulted in a reduction in committed investments and an increase in the Mexican maximum rates in the master development plans for the years 2021 to 2023.

Our subsidiary Aerostar, as part of its LMM Lease with the PRPA, was required to fund and perform certain upgrades at its sole costs and expense, including landscaping improvement work, repair and replacement of jet bridges and repair and replacement of curbs and walkways, among others. Aerostar completed work on the required upgrades pursuant to the LMM Lease by December 31, 2014. Under the Airport Use Agreements, Aerostar is also required to complete certain initial capital projects in order to bring the condition of the LMM Airport to high level consistent with certain standards set forth by Puerto Rican governmental authorities. For more information on Aerostar’s capital expenditure requirements, see “Item 4—Information on the Company—Puerto Rican Regulatory Framework—Capital Expenditures Required under the LMM Lease and Airport Use Agreements.”

In 2014 and 2016, our subsidiary Airplan reached an agreement with the Colombian government with respect to investment commitments for certain airports, including José María Córdova International Airport, Enrique Olaya Herrera Airport, Los Garzones Airport and El Caraño Airport. The 2014 and 2016 agreements originally had terms of three years and 33 months, respectively. In 2018 and 2019, we executed amendments to the 2014 and 2016 agreements that extended the term of those agreements but did not modify the amount of investment commitments. Under the agreements, Airplan is required to carry out certain projects at our Colombian airports, including renovations of runways and improvements to passenger terminals. For 2018 and 2019, José María Córdova International Airport had committed investments of U.S.\$13.3 million and U.S.\$9.1 million, respectively. For 2018, El Caraño Airport had committed investments of U.S.\$0.8 million. Enrique Olaya Herrera Airport and Los Garzones Airport do not have any investment commitments with the Colombian government for 2018 and 2019. As of March 6, 2020, all projects have been completed. For additional information see “Item 4—Information on the Company—Colombian Regulatory Framework—Committed Investments.”

The following table sets forth our historical investments in Mexico, Puerto Rico and Colombia in the periods indicated.

<b>Year ended December 31,</b>	<b>(thousands of Mexican pesos)</b>
2020	3,412,493
2021	3,800,450
2022	2,738,429

In 2022, we spent Ps. 2,293.9 million in Mexico on capital expenditures in the nine airports in Mexico, principally attributed to (i) the expansion of the terminal buildings in Cancún, Cozumel, Huatulco, Mérida and Tapachula, (ii) repairs made to runways, taxiways, commercial and general aviation ramps and roadways, and (iii) the replacement or renewal of equipment in all of our nine Mexican airports.

In 2022, we spent Ps. 12.1 million in Colombia on capital expenditures on projects which included, among others: the purchase of fixed assets.

In 2022, we spent Ps. 432.3 million in Puerto Rico on capital expenditures on projects which included the renovation of terminal D and the construction of new immigration facilities.

In 2021, we spent Ps. 3,533.4 million in Mexico on capital expenditures in the nine airports in Mexico, principally on the enlargement of the terminal building, commercial platform, runways, taxiways and roads at Merida Airport, and the commencement of works for the enlargement of terminal 3 and expansion works in terminal 4, expansion of taxiways, runways and roads at Cancun Airport.

In 2021, we spent Ps. 5.8 million on capital expenditures in our Colombian airports, which included, among others, the expansion of the cargo terminal, acquisition of fixed assets, and the expansion of the building terminal.

In 2021, we spent Ps. 261.1 million on capital expenditures in Puerto Rico including in the reconstruction of terminal D.

In 2020, we spent Ps. 3,072.4 million in Mexico on capital expenditures in the nine airports in Mexico, principally on the works we began during 2019, the most important of which include the expansion of several terminal buildings (mainly in the airports at Cancún, Mérida and Villahermosa); the extension of a taxiway at Cancún Airport; and the extension of the hold-baggage-screening system, commercial aviation apron and the ground handlers’ facilities at Cancún Airport.

In 2020, we spent Ps.6.9 million in Colombia on capital expenditures on projects which included, among others including in the construction and equipment of the various terminal buildings. In 2020, we spent Ps.357.2 million in Puerto Rico on capital expenditures including in the taxiway extension, terminal expansion (including the expansion of terminal D), installment of security door exit lines, restoration of aviation aprons, runway maintenance, installment of central checkpoint protective equipment, thermal cameras for exit lanes, and servers for airlines and ASUR's back offices.

We currently intend to fund the investments and working capital required by our business strategy through cash flow from operations and from the indebtedness described above. We may continue to incur debt to finance all or a portion of these investments in the future. We believe our working capital is sufficient for our present requirements, and we anticipate generating sufficient cash to satisfy our long-term liquidity needs.

## Item 6. Directors, Senior Management and Employees

### Directors

Our Board of Directors is responsible for the management of our business. Pursuant to our bylaws, the Board of Directors must consist of an uneven number of directors determined at an ordinary general meeting of stockholders and is required to have at least seven, but not more than twenty-one, members. Currently, the Board of Directors consists of eleven directors, each of whom is elected or ratified at the annual stockholders' meeting for a term of one year or until a successor has been appointed.

Our bylaws provide that the holders of Series BB shares are entitled to elect two members and their alternates to the Board of Directors. Our remaining directors are elected by the holders of our Series B shares. Under our bylaws, each stockholder or group of stockholders owning at least 10.0% of our capital stock in the form of Series B shares is entitled to elect one member to the Board of Directors for each 10.0% interest that it owns. The other directors to be elected by the holders of our Series B shares are elected by majority vote of all holders of Series B shares present at the stockholders' meeting (including stockholders that individually or as part of a group elected a director as a result of their 10.0% stake).

The following table lists our directors as of the date of this annual report, their title and date of appointment:

Name (**)	Title	Director Since
Fernando Chico Pardo <sup>(1)</sup>	Chairman	April 28, 2005
Ricardo Guajardo Touché <sup>(3)</sup>	Director	February 28, 2001
Francisco Garza Zambrano <sup>(3)</sup>	Director	February 28, 2001
Guillermo Ortiz Martínez <sup>(3)</sup>	Director	April 26, 2010
José Antonio Pérez Antón <sup>(2)(5)</sup>	Director	April 26, 2012
Aurelio Pérez Alonso <sup>(4)</sup>	Director	April 26, 2012
Rasmus Christiansen <sup>(3)</sup>	Director	April 26, 2007
Barbara Garza Lagüera Gonda <sup>(3)(6)</sup>	Director	April 23, 2020
Pablo Chico Hernández <sup>(7)</sup>	Director	April 22, 2021
Heliane Marie Luise Steden <sup>(7)</sup>	Director	April 22, 2021
Diana María Chavez Varela <sup>(7)</sup>	Director	April 22, 2021

(1) Elected by ITA as holder of Series BB shares. Fernando Chico Pardo is the direct or indirect owner of 50.0% of the shares of ITA and 58,238,592 Series B shares (19.41% of our outstanding shares) as of April 17, 2023.

(2) Elected by ITA as holder of Series BB shares, with Luis Fernando Lozano Bonfil as Alternate.

(3) Independent Director

(4) On April 26, 2012, Aurelio Pérez Alonso was elected a member of the Board of Directors, representing the Series B shares.

(5) On April 26, 2012, José Antonio Pérez Antón was elected as a member of the Board of Directors, representing the Series BB Shares.

(6) On April 23, 2020, Bárbara Garza Lagüera Gonda was elected as a member of the Board of Directors, representing the Series B shares, filling the vacancy left by the resignation of Roberto Servitje Sendra.

(7) On April 22, 2021, Pablo Chico Hernández, Heliane Marie Luise Steden, and Diana María Chavez Varela were elected as members of the Board of Directors, representing the Series B shares.

(\*\*) There is a vacancy on the Board of Directors due to the death of Luis Chico Pardo on February 25, 2021.

**Fernando Chico Pardo.** Mr. Fernando Chico Pardo has been a member of our Board of Directors and Chairman of the Board since April 28, 2005. He was our Chief Executive Officer from January 19, 2007 until June 1, 2011. He is the founder and President of Promecap, S.C. established in 1997, he is the Co-President of the port and rail operator Carrix, Inc, and a member of the board of directors of BBVA. Previously, Mr. Fernando Chico Pardo was the Partner and Chief Executive Officer of Grupo Financiero Inbursa, S.A. de C.V., Partner and Chief Executive Officer of Acciones e Inversora Bursatil S.A. de C.V. Casa de Bolsa, founder and Chairman of Acciones y Asesoría Bursatil, S.A. de C.V. Casa de Bolsa, Director of Metals Procurement at Salomon Brothers (New York), Latin America Representative for Mocatta Metals Corporation, Mexico Representative for Standard Chartered Bank (London) and consultant to BBVA. Mr. Fernando Chico Pardo has also been on the boards of directors of, among others, Grupo Financiero Inbursa, Condumex, Grupo Carso, Sanborns Hermanos, Sears Roebuck de México, Cultiba and Grupo Posadas de México. He is 71 years old. Mr. Fernando Chico Pardo was appointed by ITA.

**Ricardo Guajardo Touché.** Mr. Guajardo is an independent member of our Board of Directors and President of our Audit and Corporate Practices Committee. He was President of Grupo Financiero BBVA, S.A. from 1999 to 2004, and President and Chief Executive Officer of Grupo Financiero BBVA, S.A. from 1991 to 1999. He has previously served on the boards of directors of Instituto Tecnológico y de Estudios Superiores de Monterrey (“ITESM”), Grupo Industrial Alfa, El Puerto de Liverpool, and Grupo Coppel. He is currently on the boards of directors of Fomento Económico Mexicano (“FEMSA”), Grupo Bimbo, Coca Cola Femsa (“KOF”), Grupo Vitro, and BBVA. He is 74 years old. Mr. Guajardo is an independent director.

**Francisco Garza Zambrano.** Mr. Garza is a member of our Board of Directors and he has served as President of Cementos Mexicanos of North America and Trading, as President of Cementos Mexicanos Mexico, as President of Cementos Mexicanos Panama, as President of Cementos Mexicanos Venezuela and as President of Cementos Mexicanos U.S.A. He was formerly on the Board of Directors of Control Administrativo Mexicano S.A. de C.V., Vitro Plano, S.A. de C.V., Cámara Nacional del Cemento, Club Industrial, A.C. and Fundación Mexicana para la Salud, and is currently on the board of the Universidad de Monterrey, the Roberto Garza Sada Centre for Art, Architecture and Design, and the FIDECULTURAL Technical Committee. He is 67 years old. Mr. Garza is an independent director.

**Guillermo Ortiz Martínez.** Mr. Ortiz is a member of our Board of Directors and Financial Expert of the Audit Committee. He has served as the Chairman of the Board of Directors of Grupo Financiero Banorte. Previously, he was Governor of the Bank of Mexico for two terms, from 1998 to 2003, and from 2004 to 2009. From 1994 to 1997, he was Mexico’s Public Finance Minister. Mr. Ortiz was the Deputy Public Finance Minister from 1988 to 1994. Prior to that, between 1984 and 1988, he occupied the position of Executive Director of the International Monetary Fund (IMF). From 1977 to 1984, he occupied positions as Economist, Deputy Manager and Manager at the Bank of Mexico’s Department of Economic Research. Mr. Ortiz entered public service with the federal government as an Economist at the Planning and Budgeting Ministry. During 2009 he was employed as Chairman of the Bank for International Settlements based in Basel, Switzerland. He is 74 years old. Mr. Ortiz is an independent director.

**Rasmus Christiansen.** Mr. Christiansen previously served as the Chief Executive Officer of Copenhagen Airports International A/S, responsible for management and advisory services for CPH’s international investments. Before joining Copenhagen Airports, Mr. Christiansen was the director and owner of an import/export company in Hungary (1993 – 1999). Prior to this, he was Vice President of Dolce International, Hotels and Conference centers. He joined Copenhagen Airports A/S in 1999 as the Development and Acquisitions Director. In 2005 he became the Vice President and in 2007 CEO of Copenhagen Airports International. He is also a board member of CPH International A/S and Newcastle International Airport Ltd. as well as Chairman of the Danish Schou Foundation. Mr. Christiansen is 71 years old and was born in Denmark. Mr. Christiansen is an independent director.

**José Antonio Pérez Antón.** Mr. Pérez Antón has been Chief Executive Officer of Grupo ADO since 2006 and a member of the Board of Directors of Grupo ADO since 2005. He has worked for ADO since 1996. Mr. Pérez Antón is also currently the Vice President of the *Cámara Nacional del Autotransporte de Pasaje y Turismo* (the Mexican National Chamber of Intercity and Tourism Transportation, or CANAPAT), he is a Counselor at ITI (the Intermodal Transportation Institute, based in Denver), and a member of the Mexican Business Council. He is 50 years old.

**Aurelio Pérez Alonso.** Mr. Pérez Alonso has been Deputy Chief Executive Officer of Grupo ADO since 2006 and a member of the Board of Directors of Grupo ADO since 2005. Before joining the company in 1998, Mr. Pérez Alonso was a consultant for Arthur Andersen and he is currently a member of the Board of Directors of CANAPAT. He is 51 years old.

**Pablo Chico Hernández.** Mr. Chico Hernández graduated from the Iberoamericana University in Mexico City with a degree in Business Administration, and obtained an MBA at Southern Methodist University in Dallas, TX, specialising in Finance and Entrepreneurship. He has worked for Promecap, S.C., and for Prudential Bank Mexico. He currently works for SSA Marine, Inc, a marine and rail transport logistics company based in Seattle, Washington. He is 38 years old.

**Bárbara Garza Lagüera Gonda.** Ms. Garza Lagüera is an alternate member of the board of directors of FEMSA, the Vice-Chairman of the board of directors of ITESM Campus Mexico City, a member of the boards of directors of Fresnillo, Plc., Inmobiliaria Valmex, S.A. de C.V., Inversiones Bursátiles Industriales, S.A. de C.V., Desarrollo Inmobiliario La Sierrita, S.A. de C.V., Refrigeración York, S.A. de C.V., Peñitas, S.A. de C.V., Controladora Pentafem, S.A.P.I. de C.V., BECL, S.A. de C.V., Soluciones Financieras (SOLFI), Fondo para la Paz, and Museo Franz Mayer, and a member of the supervision commission of the Fondo Nacional para la Cultura y las Artes (FONCA). She is 63 years old. Ms. Garza Lagüera is an independent director.

**Heliane Marie Luise Steden** Ms. Steden is a managing director at Merrill Lynch and a member of the company’s flagship New York International Office. She joined Merrill Lynch in 1999, after working for Bankers Trust and Deutsche Bank. She is also on the Board of Trustees of the University of Southern California. While studying business administration at USC, Steden was a three-time All American women’s tennis player, and went on to pursue a five-year professional career in tennis. She is 58 years old. Ms. Steden is an independent director.

**Diana Maria Chavez Varela.** Ms. Chavez is the Executive Director and Chairperson of the Board of CIFAL, a private sector center promoting research for the implementation of United Nations sustainability goals and initiatives in Bogotá, Colombia. She is also the Vice-Chair of the Board of Trustees of UNITAR, the United Nations Institute for Training and Research, in Geneva, Switzerland. Between 2009 and 2017, she was the Executive Director for the Latin America and Caribbean Regional Centre of the UN Global Compact in Bogotá, and prior to that was the Local Network Coordinator of the Global Compact in Mexico. She is 51 years old. Ms. Chavez is an independent director.

## Senior Management

Pursuant to our bylaws, the holders of Series BB shares are entitled to present the Board of Directors the name or names of the candidates for appointment as chief executive officer, to remove our chief executive officer and to appoint and remove one half of the executive officers. Currently, four executive officers report directly to the chief executive officer, one of whom was appointed by ITA as holder of the BB shares.

The following table lists our executive officers, their current position and year of appointment as an executive officer:

<b>Name</b>	<b>Principal Occupation</b>	<b>Executive Officer Since</b>
Adolfo Castro Rivas <sup>(1)</sup>	Chief Executive Officer; Director of Finance (Chief Financial and Strategic Planning Officer)	June 1, 2011
Carlos Trueba Coll	Director of Cancún Airport	March 1, 2010
Héctor Navarrete Muñoz	Director of Regional Airports	January 15, 2003
Claudio Góngora Morales	Chief Legal Counsel	April 19, 1999
Manuel Gutiérrez Sola (*)	Chief Commercial Officer	August 7, 2003
Alejandro Pantoja López	Chief Infrastructure and Compliance Officer	August 15, 2013

(1) Elected by ITA as holder of Series BB shares.

(\*) Owner of less than 1.0% of our outstanding shares as of December 31, 2022.

**Adolfo Castro Rivas.** Mr. Castro was appointed as our Chief Executive Officer in June 2011. Mr. Castro has been our Director of Finance (Chief Financial Officer) since January 2000. Prior to joining ASUR, Mr. Castro was Director of Finance and Administration of Ferrocarril del Sureste S.A. de C.V. Mr. Castro was also Chief Financial Officer of Netcapital, S.A. de C.V., Director of Finance of Grupo Mexicano de Desarrollo, S.A. de C.V., Finance Manager of Grupo ICA S.A.B. de C.V. and an auditor and consultant with Coopers & Lybrand. Mr. Castro is also member of the Board of Directors of Red de Carreteras de Occidente, S.A.B. de C.V. He is 59 years old.

**Carlos Trueba Coll.** Mr. Trueba has been the Director of Cancún Airport since March 1, 2010. Previously, Mr. Trueba has held a series of administrative positions at Cancún Airport, including Deputy Director of Operations (November 2004). He was Department and Regional Head at the company Aeropuertos y Servicios Auxiliares. He is 59 years old.

**Héctor Navarrete Muñoz.** Mr. Navarrete is the Director of Regional Airports. Previously, Mr. Navarrete was the Administrator of Mérida Airport, Director of the Board of Culture and Tourism of the state of Yucatán, Coordinator of the Mayan Cultural Project in San Antonio, Texas, and President of the International Council of Latin American and Caribbean Airports for Airports Council International, and is an expert in international civil aviation security. He is 66 years old.

**Claudio Góngora Morales.** Mr. Góngora has been General Counsel since 1999. He is Legal Director of ASUR (from 2001). Mr. Góngora also served as Legal Director of Azufrera Panamericana, S.A. de C.V., alternating as Legal Advisor for Compañía Exploradora del Istmo, S.A. de C.V. He has been Deputy Legal Director of Comisión de Fomento Minero, as well as Chief Legal Consultant for Grafito de Mexico, S.A. de C.V., Terrenos para Industrias, S.A. de C.V., Terrenos de Jaltipan, S.A. de C.V., Macocozac, S.A. de C.V., Pasco Terminals, Inc. and Pasco International, Ltd. He is 71 years old.

**Manuel Gutiérrez Sola.** Mr. Gutiérrez has been our Chief Commercial Officer since August 7, 2003. Previously, from October 31, 2002, Mr. Gutiérrez was our Acting Chief Commercial Officer, in charge of the negotiations of the commercial contracts for our airports and the implementation of the second stage of ASUR's commercial strategy. Before that, he was our Concessions Manager since December 2000. Prior to joining ASUR, Mr. Gutiérrez was Chief Operations Officer of G. Acción S.A. de C.V. and Machinery and Equipment Manager of Gutsa Construcciones, S.A. de C.V. He is 60 years old.

**Alejandro Pantoja López.** Mr. Pantoja was appointed as our Chief Infrastructure and Compliance Officer in August 2013. Previously, he held a series of positions in ASUR, including Administrator of Veracruz Airport (from 2001 to 2013). He has also held executive posts in the companies Internacional de Contenedores de Veracruz and Ferrocarril del Sureste. He is 62 years old.

#### **Share Ownership of Directors and Senior Management**

With the exception of Fernando Chico Pardo (see "Item 7. Major Shareholders and Related Party Transactions—Major Shareholders"), and Manuel Gutiérrez Sola (see "Item 6. Directors, Senior Management and Employees—Senior Management"), directors and senior management do not own shares of ASUR. There are no compensation arrangements under which employees may acquire capital stock of ASUR.

#### **Compensation of Directors and Senior Management**

Members of our Board of Directors and the members of our committees received Ps.8.7 million in aggregate compensation for the year ended December 31, 2022. We paid an aggregate amount of approximately Ps. 166.9 million in 2022 for the services of our executive officers.

No amount has been set aside by ASUR or its subsidiaries for pension, retirement or similar benefits.

#### **Committees**

Our bylaws provide for four committees to assist the Board of Directors with the management of our business: an Operating Committee, an Audit and Corporate Practices Committee, an Acquisitions and Contracts Committee, and Nominations and Compensation Committee. Additionally our Board of Directors has approved the creation of a Sustainability Committee, in accordance with our bylaws.

The Operating Committee, which is composed of five members, is responsible for proposing and approving certain plans and policies relating to our business, investments and administration, including approval of the master development plans of our subsidiary concession holders, our dividend policy and investments of less than U.S.\$2.0 million that are not provided for in our annual budget. The Board of Directors appoints all the members of the Operating Committee. Board members elected by the holders of Series BB shares have the right to appoint two of the committee members and to appoint the chairman, who has a deciding vote in the case of a tie. The consent of the Series BB directors is also required to select the members of the Operating Committee that are not members of our board or officers of our company. The current members of the Operating Committee are Francisco Garza Zambrano (President), Fernando Chico Pardo, Rasmus Christiansen, Ricardo Guajardo Touché and José Antonio Pérez Antón. A secretary has also been appointed who is not a member of the committee.

The Audit and Corporate Practices Committee must be composed of at least three members, all of whom must be independent, and is responsible for supervising the management and conduct of our business, monitoring the activities of our Board of Directors, our officers and the officers of our subsidiaries for compliance with the bylaws and applicable law, as well as coordinating internal auditing activities. With respect to financial reporting and auditing matters, the Audit and Corporate Practices Committee reviews financial data, supervises risk-management activities (such as areas of the company that may be vulnerable to fraud or other acts of corruption, information technology, and environmental and social issues), ensures compliance with the professional code of conduct and has oversight of our internal auditing and controls system, as well as the performance of our external auditors. The Audit and Corporate Practices Committee is also responsible for overseeing our Code of Ethics and monitoring transactions with affiliates, including ITA and its stockholders. In addition to the specific duties and authorities set forth under our bylaws and the Securities Market Law for the Audit and Corporate Practices Committee, the Audit and Corporate Practices Committee also has the authority and duties of the Corporate Practices Committee under the Securities Market Law. Our bylaws provide that the Board of Directors shall determine the number of members of the Audit and Corporate Practices Committee, which is required to comprise solely independent directors. All members of the Audit and Corporate Practices Committee must meet the applicable independence criteria set forth under the Sarbanes-Oxley Act of 2002 and the rules issued thereunder by the U.S. Securities and Exchange Commission. The president of the Audit and Corporate Practices Committee is elected by a vote at the shareholders meeting, as is a secretary, who is not required to be a committee member. The committee also appoints among its members a special delegate who may not be a person appointed by the holders of Series BB shares nor be related to the committee members. The special delegate is charged with ensuring that ITA complies with its obligations under the technical assistance agreement it has with us. The current members of the Audit and Corporate Practices Committee are Ricardo Guajardo Touché (President), Francisco Garza Zambrano and Guillermo Ortiz Martínez (Financial Expert of the Audit Committee). A secretary has also been appointed who is not a member of the committee.

The Sustainability Committee was formed on December 1, 2022, and is composed of three members. The Committee has established the following priority issues in connection with the Company's environmental, social and governance (ESG) program: (i) environmental objective, including actions to monitor, reduce and compensate carbon emissions, protect and restore biodiversity and nature, measures to reduce water consumption and recycle wastewater, measures to increase percentage of recycled waste; (ii) social objectives, including the improvement of food and water safety programs, creating support programs for women and basic education and training programs for young people; and (iii) governance objectives, including implementing measures to increase diversity on our Board of Directors and Committees, succession plans for board members and key executives, creating strategies to resolve overboarding and optimization of transparency with our stockholders. The current members of the Sustainability Committee are Diana María Chávez Varela (President), Claudio Góngora Morales and Alistair McCreadie.

The Acquisitions and Contracts Committee, composed of three members, is responsible for ensuring compliance with our procurement policies set forth in our bylaws. Among other things, these policies require that the Acquisitions and Contracts Committee approve (i) any transaction or series of related transactions between us and a third party involving consideration in excess of U.S.\$400,000 and to be performed within one year or more; (ii) any contract modifications representing an increase of more than 25% of the originally agreed timeframe or value; (iii) any tendered contracts for which a single bid has been received, or when a contract is assigned directly without involving a tender; and (iv) any contract renewals involving the same supplier. In addition, the policies require that any contract between us, on the one hand, and ITA or any of its related persons, on the other hand, be awarded pursuant to a bidding process involving at least three other bidders. Our bylaws provide that a stockholders' meeting will determine the number (which must be an odd number) of members of the Acquisitions and Contracts Committee, which is required to be composed primarily of members of the Board of Directors. The members of the Board of Directors elected by the holders of Series BB shares are entitled to appoint one member to the committee. The current members of the Acquisitions and Contracts Committee are Fernando Chico Pardo (President), Rasmus Christiansen and Aurelio Pérez Alonso. A secretary has also been appointed who is not a member of the committee.

The Nominations and Compensation Committee was formed on October 12, 1999. The duties of the committee include the proposal to the general shareholders' meeting of candidates for election to the Board of Directors and proposal to the Board of Directors of candidates for appointment as executive officers, as well as proposals to the general shareholders' meeting regarding the removal and compensation of directors and officers. With respect to compensation of directors and officers, the committee determines the level of compensations based on performance assessments and market rates, and approves the performance parameters that will be used as the basis for assessment in the subsequent twelve-month period. Our bylaws provide that a stockholders' meeting will determine the number (which must be an odd number) of members of the committee. The holders of the Series B and Series BB shares, acting as a class, are each entitled to name one member of the Nominations and Compensation Committee. The remaining members of the committee are to be named by these two initial members. Members of the committee each have a term of one year. At each annual stockholders' meeting after a public offering of our shares, the Nominations and Compensation Committee is required to present a list of at least seven candidates for election as directors for the vote of the Series B stockholders. At an ordinary stockholders' meeting held February 28, 2001, our stockholders resolved that the Nominations and Compensation Committee be comprised of three members. The current members of the Nominations and Compensation Committee are Barbara Garza Lagüera Gonda (President), Fernando Chico Pardo and José Antonio Pérez Antón.

## Employees

The following table sets forth the number of employees in various positions as of the end of 2020, 2021 and 2022.

	As of December 31,		
	2020	2021	2022
<b>Administrative Employees<sup>(1)</sup></b>			
Servicios Aeroportuarios del Sureste, S.A. de C.V.	145	8	—
Mexico			
Cancún Airport	294	433	444
Cozumel Airport	26	27	26
Huatulco Airport	23	23	23
Mérida Airport	65	64	65
Minatitlán Airport	20	20	19
Oaxaca Airport	28	28	28
Tapachula Airport	24	23	22
Veracruz Airport	33	35	34
Villahermosa Airport	35	33	35
Cancún Airports Services, S.A.	—	239	242
<b>Total Mexico</b>	<b>693</b>	<b>933</b>	<b>938</b>
Colombia			
Airplan (Corporate Office)	88	88	70
Carepa Airport	26	26	28
Corozal Airport	20	22	19
Medellín Airport (Enrique Olaya Herrera)	50	48	46
Rionegro Airport (José María Córdova)	112	115	111
Montería Airport	39	45	44
Quibdó Airport	25	24	38
<b>Total Colombia</b>	<b>360</b>	<b>368</b>	<b>356</b>
San Juan Airport	<b>103</b>	<b>97</b>	<b>98</b>
<b>Total Puerto Rico</b>	<b>103</b>	<b>97</b>	<b>98</b>
<b>Total Administrative Employees</b>	<b>1156</b>	<b>1398</b>	<b>1392</b>
<b>Unionized Employees<sup>(2)</sup></b>			
Mexico			
Cancún Airport	165	162	165
Cozumel Airport	36	35	35
Huatulco Airport	19	20	20
Mérida Airport	45	45	47
Minatitlán Airport	16	16	14
Oaxaca Airport	21	23	23
Tapachula Airport	24	24	24
Veracruz Airport	27	27	25
Villahermosa Airport	28	27	25
<b>Total Mexico</b>	<b>381</b>	<b>379</b>	<b>378</b>
Colombia			
Carepa Airport	—	—	—
Corozal Airport	—	—	—
Medellín Airport (Enrique Olaya Herrera)	—	—	—
Rionegro Airport (José María Córdova)	—	—	—
Montería Airport	—	—	—
Quibdó Airport	—	—	—
<b>Total Colombia</b>	<b>—</b>	<b>—</b>	<b>—</b>
San Juan Airport	—	—	17
<b>Total Puerto Rico</b>	<b>—</b>	<b>—</b>	<b>17</b>
<b>Total Union Employees</b>	<b>381</b>	<b>379</b>	<b>395</b>

(1) On February 2022, we transferred all of the non-unionized administrative employees by each of our airport operating subsidiaries.

(2) On June 2021, we transferred all of our unionized personnel from our airport operating subsidiaries.

As of December 31, 2020, 2021 and 2022, we had 1,537, 1,777 and 1,787 total employees (administrative and unionized), respectively.

As of December 31, 2020, 2021, and 2022, 24.8%, 21.3% and 22.1%, respectively, of our employees were members of labor unions.

During 2021 we initiated the transfer of all employees of RH ASUR, S.A. de C.V. and Servicios Aeroportuarios del Sureste, S.A. de C.V., two subsidiaries wholly-owned by us, that provided administrative and personnel services, so that they become employees of the corresponding Mexico airport where they operate. This transition was completed in February 2022. As of June 10, 2021 and February 2022, respectively, all unionized and non-unionized personnel are hired by each of our respective airport subsidiaries, and RH ASUR, S.A. de C.V. and Servicios Aeroportuarios del Sureste, S.A. de C.V. do not have any employees as of such dates.

All of our Mexican unionized employees are members of local chapters of the Mexican National Union of Airport Workers. As of April 2008, the labor relations with our Mexican employees in our airport operating subsidiaries are governed by one collective labor agreement that is negotiated by the local chapter of the union. Under applicable Mexican labor law, wages are renegotiated every year, while other terms and conditions of employment are renegotiated every two years. The last agreement for the period 2022 to 2024 has been signed with the union as of October 2022, which prospectively modified the 2022 agreement. We believe we have good relations with our Mexican employees.

## Item 7. Major Shareholders and Related Party Transactions

### MAJOR SHAREHOLDERS

#### Capital Stock Structure

The following table sets forth the current ownership of outstanding shares as of April 17, 2023, to the extent of our knowledge.

Identity of stockholder	Number of Shares		Percentage of total share capital	
	B Shares	BB Shares	B Shares	BB Shares
CHPAF Holdings, S.A.P.I. de C.V. <sup>(1)(2)(3)(4)(5)</sup>	58,238,592	—	19.41 %	—
Inversiones Productivas Kierke, S.A. de C.V. <sup>(6)</sup>	36,918,290	—	12.31 %	—
ITA, through Bancomext <sup>(1)(2)(3)(4)(6)</sup>	---	22,950,000	—	7.65 %
Other Public <sup>(1)</sup>	181,893,118	—	60.63 %	—

(1) Pursuant to the Share Registry Book of ASUR, the shareholders that formally appear registered as such are (a) Indeval, as depositary of 255,000,000 Series B shares, (b) Bancomext, as holder of 22,050,000 Series B shares, and (c) Bancomext, as holder of 22,950,000 Series BB shares.

(2) Our Chairman of the Board of Directors Fernando Chico Pardo owns, directly or indirectly, (a) 50.0% of ITA and (b) 99.99% of CHPAF Holdings, S.A.P.I. de C.V. On December 3, 2018, Servicios de Estrategia Patrimonial, S.A. de C.V. (formerly known as, Agrupación Aeroportuaria Internacional, S.A. de C.V.) and Agrupación Aeroportuaria Internacional III, S.A. de C.V. (the successor in interest to Agrupación Aeroportuaria Internacional II, S.A. de C.V.) merged into CHPAF Holdings, S.A.P.I. de C.V.

(3) On June 18, 2007, Bancomext, as trustee of the trust created under Trust Agreement dated December 18, 1998 and holder of 45,000,000 Series BB shares, informed ASUR of its decision to convert 22,050,000 Series BB shares into 22,050,000 Series B shares.

(4) On July 25, 2007, ITA, as beneficiary of the trust created under Trust Agreement dated December 18, 1998 and holder of 45,000,000 Series BB shares, instructed Bancomext to release from the trust and physically deliver to Agrupación Aeroportuaria Internacional, S.A. de C.V. (following a name change, now known as Servicios de Estrategia Patrimonial, S.A. de C.V.) 22,050,000 Series B shares.

(5) Based on information contained in public reports, from June 2, 2008 until July 3, 2008, Agrupación Aeroportuaria Internacional II, S.A. de C.V., a company indirectly controlled and owned by Fernando Chico Pardo purchased 2,973,052 Series “B” shares, which represent 0.99% of our outstanding capital stock.

(6) Grupo ADO, S.A. de C.V. indirectly owns 50.0% of ITA through its subsidiary, Inversiones Kierke, which in turn owns, directly or indirectly, 36,918,290 of our Series “B” shares.

(7) Amount of shares beneficially owned as of December 31, 2022.

## ITA Trust

The rules governing the sale of our Series BB shares to ITA required that ITA place all of its Series BB shares in trust in order to guarantee ITA's performance of its obligations under the technical assistance agreement and ITA's commitment to maintain its interest in ASUR for a specified period. Accordingly, ITA has placed its shares in trust with Bancomext. This trust, as amended in connection with the conversion of 22,950,000 Series BB shares described above, provides that ITA may instruct Bancomext with respect to the voting of the shares held in trust that currently represent 7.65% of our capital stock, regarding all matters other than capital reductions, payment of dividends, amortization of shares and similar distributions to our shareholders, which are voted by the trustee in accordance with the vote of the majority of the Series B shares.

The term of the trust will be extended for an additional 15 years if, at the end of the initial 15-year term, ITA holds shares representing more than 10.0% of our capital stock. ITA may terminate the trust before the second 15-year term begins if: (i) ITA holds less than 10.0% of our capital stock at the end of the initial term; and (ii) the technical services agreement has been terminated. ITA is required to deposit in the trust any additional shares of our capital stock that it acquires.

## RELATED PARTY TRANSACTIONS

### General

We have engaged in a variety of transactions with our affiliates, including with certain of our shareholders. The transactions with related parties disclosed in this section were carried out under market conditions.

As of December 31, 2020, 2021 and 2022, the accounts pending payment with related parties are as follows:

	At December 31,		
	2020	2021	2022
	(millions of Mexican pesos)		
<b>Accounts Payable:</b>			
Inversiones y Técnicas Aeroportuarias, S.A.P.I. de C.V. <sup>(1)</sup>	53.3	127.4	169.7
Lava Tap de Chiapas S.A De C.V	0.4	0.5	—
Autobuses de Oriente ADO S.A de C.V.	0.1	—	—
<b>Total Accounts Payable</b>	<b>53.8</b>	<b>127.9</b>	<b>169.7</b>

(1) Shareholder

As of December 31, 2020, 2021 and 2022, the accounts pending receipt with related parties are as follows:

	At December 31,		
	2020	2021	2022
	(millions of Mexican pesos)		
<b>Accounts Receivable:</b>			
Autobuses Golfo Pacífico, S. A. de C. V. <sup>(1)</sup>	0.2	0.0	0.0
<b>Total Accounts Receivable</b>	<b>0.2</b>	<b>0.0</b>	<b>0.0</b>

(1) Shareholder

During the years ending December 31, 2020, 2021 and 2022, the following transactions with related parties were carried out:

	Year Ended December 31,					
	2020		2021		2022	
	(millions of Mexican pesos)					
Commercial revenues	Ps.	13.0	Ps.	18.4	Ps.	23.7
Technical assistance		(175.6)		(391.7)		(643.9)
Leases		(6.1)		(5.9)		(4.6)
Cleaning services		(11.8)		(12.3)		—

### Arrangements with ITA

The rules for the sale of the Series BB shares required ITA, ASUR and the Ministry of Infrastructure, Communications and Transportation to enter into a participation agreement, which established the framework for the option agreement, the Technical Assistance Agreement and the Banco Nacional de Comercio Exterior, S.N.C., or Bancomext, Trust Agreement. The participation agreement expired on December 17, 2013.

Pursuant to the Technical Assistance Agreement, ITA and its stockholders agreed to provide management and consulting services and transfer industry “know-how” related to the operation of airports to us. Although Copenhagen Airports ceased to be a shareholder in October 2010, and after the consummation of the sale of a company that owns 49.0% of ITA to Grupo ADO, the Technical Assistance Agreement continues in force and will remain in force. The Technical Assistance Agreement entitles ITA to propose to our board a candidate to be our Chief Executive Officer, to appoint half our other executive officers and two members of our Board of Directors. The agreement also grants us a perpetual and exclusive license in Mexico to use all technical assistance and know-how transferred to us by ITA or its stockholders during the term of the agreement. The agreement had an initial 15-year term which expired in 2013, and was automatically renewed for a successive five-year term on the same conditions on December 18, 2013. We are required under this agreement to pay ITA an annual fee equal to the greater of U.S.\$2.0 million, adjusted for U.S. inflation, or 5.0% of our annual consolidated earnings before comprehensive financing cost, income taxes and depreciation and amortization (determined in accordance with financial reporting standards applicable in Mexico and calculated prior to deducting the technical assistance fee under this agreement). The fixed dollar amount decreases during the initial five years of the agreement in order to create an incentive for ITA to increase our earnings before comprehensive financing cost, income taxes and depreciation and amortization. ITA is also entitled to reimbursement for the out-of-pocket expenses it incurs in its provision of services under the agreement. The agreement allows ITA, its stockholders and their affiliates to render additional services to us only if our Acquisitions and Contracts Committee determines that these related persons have submitted the most favorable bid in a bidding process. This process is described in “Item 6. Directors, Senior Management and Employees—Committees.” In 2020, 2021 and 2022, we recognized expenses of U.S.\$8.8 million, U.S.\$19.1 million and U.S.\$ 33.0 million, respectively, pursuant to the technical assistance agreement. We did not owe ITA additional expenses in 2020, 2021, and 2022.

### Arrangements with Entities Controlled by Fernando Chico Pardo

We rent our executive offices in Mexico City from Gafapa, S.A. de C.V., another entity controlled by Fernando Chico Pardo.

### Compensation to Directors and Officers

In 2020, we provided Ps. 137.2 million in compensation to key management personnel and Ps. 8.6 million in compensation to the Board of Directors and the committees of the Board of Directors. In 2021, we provided Ps. 122.3 million in compensation to key management personnel and Ps.8.1 million in compensation to the Board of Directors and the committees of the Board of Directors. In 2022, we provided Ps. 166.9 million in compensation to key management personnel and Ps. 8.7million in compensation to the Board of Directors and the committees of the Board of Directors.

## Item 8. Financial Information

See “Item 18. Financial Statements” beginning on page F-1.

### Legal Proceedings

We are involved in legal proceedings from time to time that are incidental to the normal conduct of our business. Our transactions are subject to Mexican federal and state law, as well as Puerto Rico and Colombian law due to our subsidiaries outside of Mexico.

We are currently involved in a legal proceeding in connection with the cargo facilities at Mérida Airport, as described in more detail in “Item 4. Information on the Company—Business Overview—Our Airports—Mérida International Airport.”

At present, a number of labor-law claims have been filed against us mainly relating to involuntary terminations. Should those claims result in a negative ruling, they would not have significant effects. We are currently pursuing judicial remedies and no ruling has been handed down at the date of this report. As of December 31, 2022, we have not established a provision for this item.

In addition, Aeropuerto de Cancún is appealing a decision from the Ministry of Finance and Public Credit concerning a tax issue relating to the amortization of its concession for tax purposes. See “Item 5. Operating and Financial Review and Prospects—Recent Developments—We participated in a tax amnesty program implemented by the Mexican federal government.”

On March 17, 2014, PRPA filed a lawsuit against Aerostar and two fuel sellers at the LMM airport. PRPA claimed it, rather than Aerostar, was entitled to a fee charged to the fuel sellers. On November 7, 2018, the court ruled Aerostar was entitled to the fee charged to the fuel sellers, but the court also authorized PRPA to charge two cents per gallon of the fee charged to the fuel sellers. All parties appealed and, on July 31, 2020, the Court of Appeals entered judgement in favor of Aerostar, determining that the two-cent fuel fee was validly transferred to Aerostar by PRPA, and that Aerostar is the only entity entitled to collect said fee. The Court of Appeals also concluded that Act 206-2014 and the PRPA’s corresponding regulations were unconstitutional since they were enacted to the detriment of Aerostar’s contractual rights. The PRPA filed an appeal with the Supreme Court of Puerto Rico and Aerostar filed its response on February 18, 2021. Judicial proceedings are still ongoing.

On June 30, 2022, the Supreme Court of Puerto Rico issued a judgment in favor of Aerostar, determining that Aerostar is the only entity entitled to collect and withhold charges for aviation fuel dispatched from the LMM Airport. As a result of this favorable ruling Aerostar will recover an amount of U.S.\$15.3 million in connection with fuel dispatch charges accrued from 2013 to 2022.

On August 21, 2019, the Board of Commissioners of COFECE in Mexico notified our Aeropuerto de Cancún of a decision issued on July 25, 2019, which provides for: (i) administrative liability for monopolistic practices (as described in Article 56, Section V of the LFCE (refusal of access)) and (ii) a fine of Ps.73 million. The Company believes it has sufficient grounds for defense and on September 12, 2019 it appealed the administrative sanction imposed by the COFECE. The Company does not expect its appeal will be resolved in less than 2 years from the date of filing and the Company is under no obligation to pay the fine before the end of appeal proceeding.

We do not believe that liabilities related to any of these claims and proceedings against us are reasonably likely to have, individually or in the aggregate, a material adverse effect on our consolidated financial condition, results of operations, or cash flows.

## DIVIDENDS

The declaration, amount and payment of dividends are determined by a majority vote of the stockholders present at a stockholders' meeting and generally, but not necessarily, on the recommendation of the Board of Directors. So long as the Series BB shares represent at least 7.65% of our capital stock, the declaration and payment of dividends will require the approval of the holders of a majority of the Series BB shares. Figures included in this subsection are stated in Mexican pesos.

Mexican law requires that at least 5.0% of a company's net income (on a non-consolidated basis) each year (after profit sharing and other deductions required by Mexican law) be allocated to a legal reserve fund until such fund reaches an amount equal to at least 20.0% of its capital stock.

Mexican companies may pay dividends only out of earnings (including retained earnings after all losses have been absorbed or paid up) and only after such allocation to the legal reserve fund. The reserve fund is required to be funded on a stand-alone basis for each company, rather than on a consolidated basis. The level of earnings available for the payment of dividends is determined under IFRS. The legal reserve of our holding company, Grupo Aeroportuario del Sureste, S.A.B. de C.V., as of December 31, 2022, is Ps. 2,285.4 million (which includes the required allocation corresponding to year 2021 net income). Our subsidiaries are required to allocate earnings to their respective legal reserve funds prior to paying dividends to Grupo Aeroportuario del Sureste, S.A.B. de C.V.

Currently, dividends paid to non-resident holders with respect to our Series B shares and ADSs are subject to Mexican withholding tax at the rate of 10.0% on the gross amount of the dividend distributed. Dividends that are paid from a company's distributable earnings that have not been subject to corporate income tax will be subject to a corporate-level dividend tax (payable by us) calculated on a gross-up basis by applying a factor of 1.4286. Corporate tax rates of 30.0% in 2020, 2021 and 2022 are applied to the result. This corporate-level dividend income tax on the distribution of earnings may be applied as a credit against Mexican corporate income tax corresponding to the fiscal year in which the dividend was paid or against the Mexican corporate income tax for the 2022 fiscal year or the Mexican corporate income tax of the two fiscal years following the date in which the dividend was paid. In the case of dividends paid in 2022, the credit would be applicable against the Mexican corporate income tax for the fiscal year ended 2022 or the Mexican corporate income tax corresponding to the following two fiscal years. Dividends paid from a company's distributable earnings that have been subject to corporate income tax are not subject to this corporate-level dividend income tax.

As of December 31, 2022, we had distributable earnings in an amount of Ps. 20,812.9 million which, if paid from our CUFIN, would not be subject to additional corporate income tax, would not be subject to tax withholding if paid in respect of distributable earnings generated prior to 2014 and could be subject to a 10% tax withholding if paid in respect of distributable earnings generated as of 2014. Our CUFIN amounted to Ps. 17,347.5 million, and Ps. 20,812.9, as of December 31, 2021, and 2022, respectively.

At the general stockholders' meeting held on April 23, 2020, our stockholders approved an increase in the legal reserve of the Company of 5% of the accumulated net profits for the year ended December 31, 2019. In that same meeting, our stockholders agreed to delegate to the Board of Directors the power to decree the payment of ordinary dividends of the nominal amount of U.S.\$2.4 million, which will not cause Income Tax (ISR) to arise under CUFIN. The Board of Directors approved the payment of ordinary dividends on June 29, 2021, and dividends were paid on October 1, 2021. Our stockholders also approved setting aside all remaining accumulated net profits for the year ended December 31, 2020, for the Company to repurchase its own shares during the 2020 fiscal year.

At the general stockholders' meeting held on April 22, 2021, our stockholders approved to set aside 5% of the accumulated net profits for the year ended December 31, 2020 to increase our legal reserve, in accordance with Article 20 of the Mexican General Corporations Law (*Ley General de Sociedades Mercantiles*). In that same meeting, our stockholders approved the report submitted by the Board of Directors which contains our principal accounting and reporting policies and criteria followed in the preparation of our financial information. Our stockholders also approved compensations to key management personnel for the year 2021.

At the general stockholders' meeting held on April 20, 2022, our stockholders approved to set aside 5% of the accumulated net profits for the year ended December 31, 2021 to increase our legal reserve, in accordance with Article 20 of the Mexican General Corporations Law (*Ley General de Sociedades Mercantiles*). In that same meeting, our stockholders approved the payment of an ordinary cash dividend from accumulated retained earnings in the amount of Ps. 9.03 per share, as well as an extraordinary cash dividend from accumulated retained earnings in the amount of Ps. 6.00 per share, to be paid on or after June 1, 2022 in a single installment to each of the outstanding, common, Series "B" and "BB". Such dividends were paid on June 1, 2022. Our stockholders also approved to set aside all remaining accumulated net profits for the year ended December 31, 2021 for the repurchase of shares by the Company during the fiscal year 2022, pursuant to Article 56 of the Securities Market Law.

In the absence of attractive investment opportunities, we intend to continue declaring yearly dividends out of our annual net retained earnings. We do not currently intend to implement a stock repurchase program.

We will declare any future dividends in Mexican pesos. In the case of Series B shares represented by ADSs, cash dividends are paid to the depositary and, subject to the terms of the Deposit Agreement, converted into and paid in U.S. dollars at the prevailing exchange rate, net of conversion expenses of the depositary. Fluctuations in exchange rates affect the amount of dividends that ADS holders receive. For a more detailed discussion, see "Item 10. Additional Information."

## **Item 9. The Offer and Listing**

### **TRADING MARKETS**

Our publicly traded share capital consists of our Series B common shares without par value, which are publicly traded in Mexico on the Bolsa Mexicana de Valores, S.A.B. de C.V. ("Mexican Stock Exchange") under the ticker symbol "ASUR B." The Bolsa Institucional de Valores, or the Institutional Stock Exchange, launched operations on July 25, 2018. The Institutional Stock Exchange competes with the Mexican Stock Exchange for trades, and all shares traded on the Mexican Stock Exchange, including our Series B common shares, are now trading on the Institutional Stock Exchange, as well. Both stock exchanges operate a system of automatic suspension of trading in shares of a particular issuer as a means of controlling excessive price volatility, but under current regulations this system does not apply to securities such as the Series B common shares represented by common ADSs that are directly or indirectly quoted on a stock exchange outside of Mexico. Most securities traded on the Mexican Stock Exchange and on the Institutional Stock Exchange, including our Series B common shares, are on deposit with Indeval, a privately owned securities depositary that acts as a clearinghouse, depositary, custodian and registrar for transactions on the Mexican Stock Exchange and on the Institutional Stock Exchange.

Our common ADSs, each representing 10 Series B common shares of our capital stock, are traded on the NYSE under the ticker symbol "ASR." The Bank of New York Mellon serves as the depositary for our common ADSs. On April 13, 2023, there were 8,642,623 common ADSs outstanding, representing 28.8% of our total share capital.

## **Item 10. Additional Information**

### **Bylaws**

This section summarizes certain provisions of Mexican law and our *estatutos sociales* (bylaws).

At our Extraordinary Stockholders' Meeting held on April 27, 2007, our shareholders approved certain amendments to conform our bylaws to the provisions of the Mexican Securities Market Law and the Mexican Business Associations Law (*Ley General de Sociedades Mercantiles*), as well as to clarify and adjust certain provisions thereof.

## ***Purposes***

The purposes of our company include the following:

- to acquire shares, ownership or other interests in companies engaged in the management, operation, including providing airport, complementary and commercial services, construction and/or use of civil aerodromes and in accordance with the Mexican Airport Law and its regulations, as well as to hold capital stock in companies that provide any other type of services and to vote the shares of any such companies; to sell, transfer or dispose of any such shares or ownership interests or other securities allowed by law;
- to receive and to provide the services as required to carry out our corporate purposes, including, without limitation, technical consulting services in the industrial, administrative, accounting, marketing or finance fields, in connection with the management, operation, construction and/or utilization of airports;
- to request and obtain concessions and permits for the management, operation, construction and/or utilization of airports, as well as for providing any other services necessary for the use of such airports and for carrying out any activity which supports and is related with such purpose;
- to request and obtain, under any title, either by itself or through its subsidiaries, concessions and permits for management, operation, construction, and/or use of airports, as well as for providing any other necessary services for the use of such airports and for carrying out any related activity that supports and is related to the main purpose;
- to obtain, acquire, use, license or dispose of all types of patents, certificates of invention, registered trademarks, trade names, copyright or rights with regard thereto, whether in Mexico or abroad;
- to obtain all types of loans or credits, with or without specific guarantee, and to grant loans, in each case, in the ordinary course of business of the Company;
- to grant any kind of guaranty and security on issued negotiable instruments or obligations assumed by the Company or by companies in which the Company may hold ownership interests, in each case, in the ordinary course of business of the Company;
- to issue and subscribe all kinds of negotiable instruments, accept and endorse them, including obligations with or without security interest;
- to issue any unsubscribed shares of our capital stock to be kept in our treasury in order to be delivered upon subscription thereof, as well as to execute option agreements that grant to third parties the right to subscribe and pay for our shares;
- to hold, possess, sell, transfer, dispose of or lease any assets, or real or personal property that may be necessary or convenient to carry out our corporate purposes; and
- generally, to carry out and perform all actions, agreements and related, incidental or ancillary transactions in furtherance of the above-mentioned purposes.

## **Directors**

Our bylaws provide that our Board of Directors will have such odd number of members as determined by the shareholders' meeting, which number shall not be less than seven and shall be subject to the maximum limit set forth by the Mexican Securities Market Law.

Each person (or group of persons acting together) holding 10.0% of our capital stock in the form of Series B shares is entitled to elect one director. The shareholders of Series BB shares will have the right to appoint two members and their respective alternates. The remaining positions on the Board of Directors will be filled based on the vote of all holders of Series B shares, including those Series B holders that were entitled to elect a director by virtue of their owning 10.0% of our capital stock. The candidates to be considered for election as directors by the Series B stockholders will be proposed to the stockholders' meeting by the Nominations and Compensation Committee. All directors are elected based on a simple majority of the votes cast at the relevant stockholders' meeting. Our bylaws do not currently require mandatory retirement of directors after they reach a certain age. The compensation of our directors is proposed by the Nominations and Compensation Committee to all of our stockholders at stockholders' meetings for their approval.

The number of directors to be elected by the holders of Series B shares is to be determined based on the number of directors elected by persons holding Series B shares representing 10% (individually or as a group) of our capital stock and by the holders of the Series BB shares. If less than seven directors are elected by 10.0% stockholders exercising their right to elect one director and by the holders of the Series BB shares, the total number of directors to be elected by the Series B holders will be such number as is required to reach seven. If seven directors are elected by 10.0% stockholders exercising their right to elect one director and by the holders of the Series BB shares, the Series B stockholders will be entitled to elect two directors in addition to those elected by 10.0% stockholders. If more than seven directors are elected by 10.0% stockholders exercising their right to elect one director and the holders of the Series BB shares, the Series B stockholders will be entitled to elect one or two directors in addition to the directors elected by 10.0% stockholders (individually or as a group) (depending on which number will result in an odd number of directors).

#### *Authority of the Board of Directors*

The powers of the board include, without limitation, the power:

- to participate in our strategic planning decisions;
- to authorize changes in our policies regarding financial structure, products, market development and organization;
- to oversee compliance with general corporate practices, our bylaws and the minority rights set forth thereunder;
- to call for stockholders' meetings and act on their resolutions;
- to create special committees and grant them the powers and authority it sees fit, provided that said committees will not be vested with the authorities which by law or under our bylaws are expressly reserved for the stockholders or the Board of Directors;
- to determine how to vote the shares held by us in our subsidiaries;
- to appoint our chief executive officer from among the candidates proposed by the members of the Board of Directors appointed by the Series BB shareholders, and to appoint those officers other than those designated by the Series BB directors or the Operating Committee; and
- to approve, upon proposal by the Operating Committee: (i) our annual budget and that of our subsidiaries; and (ii) the master development plan and any amendments thereto for each of the airports to be submitted to the Ministry of Infrastructure, Communications and Transportation.

Meetings of the Board of Directors will be validly convened and held if a majority of its members are present. Resolutions at said meetings will be valid if approved by a majority of the members of the Board of Directors, unless our bylaws require a higher number. The chairman has a tie-breaking vote.

Resolutions at board meetings with respect to any of the issues listed below will be valid only if approved by the members of the Board of Directors elected by the holders of the Series BB shares:

- approval of our financial statements and those of our subsidiaries and their submission to the stockholders' meeting;
- approval of the five-year master development plans for each of the airports operated by our subsidiaries;
- annual approval of the business plan and the investment budget;
- approval of capital investments not considered in the approved annual budget for each fiscal year;
- approval of any sale of assets having, individually or jointly, a value exceeding the lower of (i) U.S.\$5.0 million, or (ii) 5.0% of the consolidated assets of the Company, but which does not exceed 20.0% of the consolidated assets of the Company;
- incurrence of any indebtedness, whether by means of direct loans or financial leases, in an amount greater than the lower of (i) U.S.\$5.0 million, or (ii) 5.0% of the consolidated assets of the Company, but which does not exceed 20.0% of the consolidated assets of the Company;
- determine the manner in which the Company shall vote its shares at the shareholders meeting of its subsidiaries, taking into consideration the proposal of the Operating Committee;
- proposal to increase our capital or that of our subsidiaries;
- approval of any sale of shares of the capital stock of our subsidiaries;
- approval of any purchase or sale of shares or interests in any company, except for: (a) the acquisition of shares and/or securities issued by investment companies, and (b) the acquisition of securities through investment companies (mutual funds);
- approval or amendment of our management structure;
- creation of new committees, delegation of powers to the same and changes to the powers of any existing committee;
- approval of our dividend policy and the application of the Company's profits and its submission to the stockholders' meeting; and
- appointment of the chief executive officer from among the candidates proposed by the members of the Board of Directors appointed by the Series BB shareholders.

***Powers of Series BB Directors***

The Series BB directors are entitled to:

- present to the Board of Directors the name or names of candidates for appointment as chief executive officer,
- remove the chief executive officer,
- appoint and remove half of our executive officers,
- appoint two members of the Operating Committee and their substitutes, and at least one member of the Acquisitions and Contracts Committee and his or her substitute, and

- determine the composition of the Operating Committee.

## Our Capital Stock

The following table sets forth our authorized capital stock and our issued and outstanding capital stock as of April 17, 2023:

### Capital Stock

	<u>Authorized</u>	<u>Issued and outstanding</u>
<b>Fixed capital stock:</b>		
Series B shares	277,050,000 *	277,050,000 *
Series BB shares	22,950,000 *	22,950,000 *
<b>Variable capital stock:</b>		
Series B shares	—	—
Series BB shares	—	—

\*After giving effect to the conversion by ITA of 22,050,000 Series BB shares into 22,050,000 Series B shares in June 2007.

All ordinary shares confer equal rights and obligations to holders within each series. The Series BB shares have the voting and other rights described below.

Our bylaws provide that our shares have the following characteristics:

- *Series B.* Series B shares currently represent 92.35% of our capital. Series B shares may be held by any Mexican or foreign natural person, company or entity.
- *Series BB.* Series BB shares currently represent 7.65% of our capital. Series BB shares may be held by any Mexican or foreign natural person, company or entity.

Under the Mexican Airport Law and the Mexican Foreign Investments Law, foreign persons may not directly or indirectly own more than 49.0% of the capital stock of a holder of an airport concession unless an authorization from the Mexican Commission of Foreign Investments is obtained. We obtained this authorization in 1999 and as a consequence these restrictions do not apply to our Series B or Series BB shares.

## Voting Rights and Stockholders' Meetings

Each Series B share and Series BB share entitles the holder to one vote at any general meeting of our stockholders. Holders of Series BB shares are entitled to elect two members of our Board of Directors and holders of Series B shares are entitled to name the remaining members of the Board of Directors. Our bylaws provide that our Board of Directors will have such odd number of members as determined by the stockholders' meeting, which number shall not be less than seven and shall be subject to the maximum limit set forth by the Mexican *Ley del Mercado de Valores* (Mexican Securities Market Law). Currently, our Board of Directors consists of eleven members.

Under Mexican law and our bylaws, we may hold three types of stockholders' meetings: ordinary, extraordinary and special. Ordinary stockholders' meetings are those called to discuss any issue not reserved for extraordinary stockholders' meeting. An annual ordinary stockholders' meeting must be convened and held within the first four months following the end of each fiscal year to discuss, among other things, the report prepared by the Board on our financial statements, the appointment of members of the Board and the determination of compensation for members of the Board. In addition, the ordinary stockholders' meeting shall meet for the approval of any transaction representing the equivalent of 20.0% or more of the consolidated assets of the Company.

Extraordinary stockholders' meetings are those called to consider any of the following matters:

- extension of a company's duration or voluntary dissolution,

- an increase or decrease in a company's minimum fixed capital,
- change in corporate purpose or nationality,
- any transformation, merger or spin-off involving the company,
- any stock redemption or issuance of preferred stock or bonds,
- the cancellation of the listing of our shares with the National Registry of Securities or on any stock exchange,
- amendments to a company's bylaws, and
- any other matters for which applicable Mexican law or the bylaws specifically require an extraordinary meeting.

Special stockholders' meetings are those called and held by stockholders of the same series or class to consider any matter particularly affecting the relevant series or class of shares.

Stockholders' meetings are required to be held in our corporate domicile, which is Mexico City. Calls for stockholders' meetings must be made by the Chairman, the Secretary or any two members of the Board of Directors. Any stockholder or group of stockholders representing at least 10.0% of our capital stock has the right to request that the Board of Directors call a stockholders' meeting to discuss the matters indicated in the relevant request. If the Board of Directors fails to call a meeting within 15 calendar days following receipt of the request, the stockholder or group of stockholders representing at least 10.0% of our capital stock may request that the call be made by a competent court.

Calls for stockholders' meetings must be published in the Mexican Official Gazette or in one newspaper of general circulation in Mexico at least 15 calendar days prior to the date of the meeting. Each call must set forth the place, date and time of the meeting and the matters to be addressed. Calls must be signed by whomever makes them, provided that calls made by the Board of Directors must be signed by the Chairman, the Secretary or a special delegate appointed by the Board of Directors for that purpose. Stockholders' meetings will be validly held and convened without the need of a prior call or publication whenever all the shares representing our capital are duly represented.

To be admitted to any stockholders' meeting, stockholders must: (i) be registered in our share registry; and (ii) at least one business day prior to the commencement of the meeting submit (a) an admission ticket issued by us for that purpose, and (b) a certificate of deposit of the relevant stock certificates issued by the Secretary or by a securities deposit institution, a Mexican or foreign bank or securities dealer in accordance with the Mexican Securities Market Law. The share registry will be closed three days prior to the date of the meeting. Stockholders may be represented at any stockholders' meeting by one or more attorneys-in-fact who may not be directors of ASUR. Representation at stockholders' meetings may be substantiated pursuant to general or special powers of attorney or by a proxy executed before two witnesses.

Promptly following the publication of any call for a stockholders' meeting, we will provide copies of the publication to the depository for distribution to the holders of ADSs. Holders of ADSs are entitled to instruct the depository as to the exercise of voting rights pertaining to the Series B shares.

### ***Quorums***

Ordinary meetings are regarded as legally convened pursuant to a first call when at least 50.0% of the shares representing our capital are present or duly represented. Resolutions at ordinary meetings of stockholders are valid when approved by a majority of the shares present at the meeting. Any number of shares represented at an ordinary meeting of stockholders convened pursuant to a second or subsequent call constitutes a quorum. Resolutions at ordinary meetings of stockholders convened in this manner are valid when approved by a majority of the shares present at the meeting.

Extraordinary stockholders' meetings are regarded as legally convened pursuant to a first call when at least 75.0% of the shares representing our capital are present or duly represented. Resolutions at an extraordinary meeting of stockholders pursuant to a first call are valid if taken by the favorable vote of shares representing at least 50.0% of our capital. Extraordinary stockholders' meetings are regarded as legally convened pursuant to a second or subsequent call when at least 50.0% of the shares representing our capital are present or duly represented. Resolutions at an extraordinary meeting of stockholders pursuant to a second or subsequent call are valid if taken by the favorable vote of shares representing at least 50.0% of our capital.

Notwithstanding the foregoing, resolutions at extraordinary meetings of stockholders called to discuss any of the issues listed below are valid only if approved by a vote of shares representing at least 75.0% of our capital:

- any amendment to our bylaws which: (i) changes or eliminates the authorities of our committees or (ii) changes or eliminates the rights of minority stockholders;
- any actions resulting in the cancellation of the concessions granted to us or our subsidiaries by the Mexican government or any assignment of rights arising therefrom;
- a merger by us with an entity the business of which is not related to the business of us or our subsidiaries; and
- a spin-off, dissolution or liquidation of ASUR.

Our bylaws also establish the following voting requirements:

- the amendment of the restrictions on ownership of shares of our capital stock requires the vote of holders of 85.0% of our capital stock;
- a delisting of our shares requires the vote of holders of 95.0% of our capital stock; and
- the amendment of the provisions in our bylaws requiring that a stockholder seeking to obtain control carry out a tender offer requires the vote of holders of 85.0% of our capital stock.

### ***Right of Withdrawal***

Any stockholder having voted against a resolution validly adopted at a meeting of our stockholders with respect to (i) a change in our corporate purpose or nationality, (ii) a change of corporate form, (iii) a merger involving us in which we are not the surviving entity or the dilution of its capital stock by more than 10.0%, or (iv) a spin-off, may request redemption of its shares, provided that the relevant request is filed with us within 15 days following the holding of the relevant stockholders' meeting. The redemption of the stockholders' shares will be effected at the lower of (a) 95.0% of the average trading price determined on the closing prices of our shares over the last thirty days on which trading in our shares took place prior to the date on which the relevant resolution becomes effective, during a period not longer than six months (provided that in the event the number of days on which shares have been traded in the six month period is less than thirty, all days on which the shares were traded shall be taken into consideration in such determination), or (b) the book value of the shares in accordance with our most recent audited financial statements approved by our stockholders' meeting. Pursuant to the Mexican Securities Market Law and our bylaws, our stockholders have waived the right to redeem their variable capital contributions as provided in the Mexican *Ley General de Sociedades Mercantiles* (General Law of Business Corporations).

### ***Special Voting Rights of BB Shares***

Our Series BB shares are held by ITA, our strategic partner. In addition to the right to elect two members of our Board of Directors, Series BB shares are entitled to certain special voting rights. For example, pursuant to our bylaws, ITA is entitled to present the Board of Directors with the name or names of the candidates for appointment as chief executive officer, to remove our chief executive officer and to appoint and remove one half of the executive officers, and to elect two members of our Board of Directors. Our bylaws also provide ITA veto rights with respect to certain corporate actions (including some requiring approval of our stockholders) so long as its Series BB shares represent at least 7.65% of our capital stock. For additional information, see “Additional Information—Voting Rights and Stockholders’ Meetings” in our most recent annual report on Form 20-F incorporated herein by reference.

### **Dividends and Distributions**

Each Series B and Series BB share entitles its holder to equal rights with respect to dividends and distributions. At our annual ordinary general stockholders’ meeting, the Board of Directors submits to the stockholders for their approval our financial statements for the preceding fiscal year. In accordance with the requirements under Mexican law, 5.0% of our net income (after statutory employee profit sharing and other deductions required by Mexican law) must be allocated to a legal reserve fund until the legal reserve fund reaches an amount equal to at least 20.0% of our capital stock (without adjustment for inflation). Additional amounts may be allocated to other reserve funds as the stockholders may from time to time determine, including a reserve to repurchase shares. The remaining balance, if any, of net earnings may be distributed as dividends on both Series B shares and Series BB shares. A full discussion of our dividend policy may be found in “Item 8. Financial Information—Dividends.”

### **Registration and Transfer**

Our shares are registered with the *Registro Nacional de Valores* (Mexican Securities Registry), as required under the Mexican *Ley del Mercado de Valores* (Securities Market Law) and regulations issued by the Mexican *Comisión Nacional Bancaria y de Valores* (Banking and Securities Commission, or CNBV). In the event that the registration of our shares with the Mexican Securities Registry is cancelled, we will be required to make a public offer to purchase all outstanding shares prior to such cancellation. Unless the CNBV authorizes otherwise, the public offer price shall be the higher of the weighted average trading price (based on volume) for our shares for the most recent thirty days on which the price of the shares has been quoted during the six months prior to the commencement of the public offer; provided that in the event the number of days on which shares have been quoted during such six-month period is less than thirty, the days on which the shares were quoted shall be taken into consideration; or if no shares traded during such period, the book value (*valor contable*) of the shares as calculated in accordance with the most recent quarterly report submitted to the CNBV, the Mexican Stock Exchange and the Institutional Stock Exchange. Notwithstanding the foregoing, we may be exempted from making the public offer if (i) at least 95.0% of stockholders express their consent, (ii) the aggregate amount of the public offer is lower than 300,000 investment units (*unidades de inversión* or “UDIs”), and (iii) sufficient resources are transferred to a trust with a minimum term of six months specifically created for purposes of purchasing, at the same price of the offer, the shares of the stockholders that do not tender their shares. Any amendments to the foregoing provisions included in our bylaws require the prior approval of the CNBV and approval by a resolution of an extraordinary stockholders’ meeting adopted by shares representing at least 95.0% of our outstanding capital stock.

Any offering that is undertaken in Mexico by us or any selling stockholder must either (i) comply with the public offering requirements set forth in the Mexican Securities Market Law and applicable rules and regulations issued by the CNBV or (ii) be carried out as a private placement pursuant to Article 8 of the Mexican Securities Market Law.

### ***Transfer and Conversion of Series BB Shares***

Series BB shares may only be transferred after conversion into Series B shares, and are subject to the following rules:

- Except with the prior authorization by the Mexican Ministry of Infrastructure, Communications and Transportation, ITA was required to retain its interest in the Series BB shares through December 18, 2008.
- From December 18, 2008 to December 17, 2013, ITA could sell in any year up to 20.0% of its interest in the Series BB shares.

- After December 18, 2013, ITA may sell any percentage of its interest in the Series BB shares.
- If ITA owns Series BB shares that represent less than 7.65% of our capital stock after December 18, 2013, those remaining Series BB shares must be converted into freely transferable Series B shares.
- If ITA owns Series BB shares representing at least 7.65% of our capital stock after December 18, 2013, those Series BB shares may be converted into Series B shares, provided the holders of at least 51.0% of Series B shares (other than shares held by ITA and any of its “related persons”) approve such conversion and vote against renewal of the technical assistance agreement.

## **Stockholder Ownership Restrictions and Antitakeover Protection**

### ***Ownership Restrictions***

Holders of our shares are subject to the following restrictions:

- subject to the tender offer procedures described below, holders of Series B shares, either individually or together with their related persons, will have no ownership limitation whatsoever with regard to the shares representing such series;
- Series BB shares may represent no more than 15.0% of our outstanding capital stock; and
- subject to the tender offer procedures described below, holders of Series BB shares, either individually or together with their related persons, may also own Series B shares without limitation.

Any amendment to the above provisions requires the vote of shares representing 85.0% of our capital stock.

- no more than 5.0% of our outstanding capital stock may be owned by air carriers; and
- foreign governments acting in a sovereign capacity may not directly or indirectly own any portion of our capital stock.

Air carriers and their subsidiaries and affiliates are not permitted, directly or indirectly, to “control” ASUR or any of our subsidiary concession holders.

### ***Change of Control and Tender Offer Procedures***

Under our bylaws and applicable Mexican law, in the event the company lists its shares on the stock exchange market, and according to the applicable law, a voluntary or tender offer must take place:

1. Any person or group that intends to acquire, directly or indirectly, ownership of 30.0% or more of our ordinary shares of the company through one or more transactions must make the acquisition through a public offer in accordance with applicable law and the following provisions of our bylaws:
  - (a) The offer must include both of our series of shares;
  - (b) The consideration offered per share must be the same, regardless of the class or type of share.
  - (c) If the offeror intends to obtain control of the company, the offer must be for 100.0% of our capital stock, and if the offer does not imply obtaining control, then the offer must be for at least 10.0% of our capital stock.
2. The offer must indicate the maximum number of shares it covers and, if applicable, the minimum number of shares on which the offer is conditioned.

3. The offer may not provide any consideration that implies a bonus or higher price to the amount of the offer in favor of any person or group of persons related to the offeree.

The limitation referred to in item 3 above, shall not include the payment of consideration resulting from the execution of agreements related to the offer (including assignment agreements, termination agreements, or any other type of agreement that the company must enter into with the strategic partner) that would imply a positive or negative obligation for the benefit of the offeror or the company, provided that such agreements have been approved by the company's Board of Directors, taking into account the opinion of the Audit and Corporate Practices Committee, and have been previously disclosed to the investing public).

4. Such public offers referred to in item 1 above, will require prior approval from the majority of the members of our Board of Directors appointed by each one of the series of shares of our capital stock. In case the offeror intends to acquire control of the company, the provisions of the Securities Market Law relative to shareholders' meetings and shareholders' rights, insofar as they do not conflict with the provisions of this section, will apply.

For the purposes of the above, the following rules and procedures will apply under Mexican law and our bylaws:

- (a) The offeror must inform us, through the Board of Directors, of the terms and conditions of the offer it intends to make by sending a notice to our Board of Directors (the "Offer Notice").
  - (b) Immediately after it receives the Offer Notice, our Board of Directors must provide to the Mexican Stock Exchange a notice of applicable legal provisions, and make it available to all our shareholders.
  - (c) Our Board of Directors must prepare, considering the opinion of the Audit and Corporate Practices Committee, its opinion regarding the price or consideration offered, any other terms and conditions of the offer and conflicts of interest, if any, that each member of the Board of Directors may have with respect to the offer.
  - (d) The opinion referred to in subsection (c) above may include the opinion of an independent expert retained by our board.
  - (e) Our Board of Directors will provide the opinion referred to in subsections (c) and (d) above, to the investing public through the Mexican Stock Exchange within three months following receipt of the Offer Notice, at the latest.
  - (f) The members of our Board of Directors and our chief executive officer of the company must disclose to the investing public, along with the opinion referred to in subsections (c) and (d) above, as applicable, the decision they will take in connection with their own shares.
5. If our board approves the terms and conditions of any offer, the offeror must obtain prior authorization from the Ministry of Infrastructure, Communications and Transportation for the "change of control" prior to the commencing the public offer. See "Item 4. Information on the Company—Mexican Regulatory Framework—Reporting, Information and Consent Requirements."

For purposes of the preceding item 5 exclusively, and in accordance with the provisions of Article 23 of the Mexican Airport Law, a person or group of persons shall be deemed to have control when it owns 35.0% or more of the capital stock of the company, has control of the general shareholders' meetings, or is able to appoint the majority of the members in charge of management or otherwise control the company.

6. If the holders of the Series BB shares express their interest in accepting an offer (which does not imply any obligation on their part to participate in such offer), the launching of the offer shall be conditioned upon obtaining prior authorizations from the Ministry of Infrastructure, Communications and Transportation, including those relating to the transfer of the Series BB shares and the replacement of ITA in its capacity as strategic partner under the technical assistance agreement.
7. If our board approves the terms and conditions of an offer, the offeror must complete the other acts that are necessary for the purpose of carrying out the offer. That includes, among other things, obtaining the authorization of the Ministry of Infrastructure, Communications and Transportation, as well as providing the notifications required by applicable law.

## **Changes in Capital Stock**

Increases and reductions of our minimum fixed capital must be approved at an extraordinary stockholders' meeting, subject to the provisions of our bylaws and the Mexican General Law of Business Corporations. Increases or reductions of the variable capital must be approved at an ordinary stockholders' meeting in compliance with the voting requirements of our bylaws.

*We may issue unsubscribed shares that will be kept in the treasury, to be subsequently subscribed by the investing public, provided that (i) the general extraordinary stockholders' meeting approves the maximum amount of the capital increase and the conditions on which the corresponding placement of shares shall be made, (ii) the subscription of issued shares is made through a public offer after registration in the Mexican National Securities Registry, complying, in either case, with the provisions of the Mexican Securities Market Law and other applicable law and (iii) the amount of the subscribed and paid-in capital of the company is announced when the company makes the authorized capital increase public. The preferential subscription right provided under Article 132 of the Mexican General Law of Business Corporations is not applicable to capital increases through public offers of unsubscribed shares issued pursuant to Article 53 of the Mexican Securities Market Law or repurchased shares issued pursuant to Article 56 of the Mexican Securities Market Law.*

The stockholders will have a preferential right to subscribe shares in the event of a capital increase, in proportion to the number of shares held by each at the time the increase is approved pursuant to the provisions of Article 132 of the General Law of Business Corporations, as established hereinafter, unless the subscription offer is made under the provisions of Article 53 or Article 56 of the Mexican Securities Market Law, or in the case of an issuance of shares kept in the Treasury for conversion of debentures in terms of Article 210 of the Mexican *Ley General de Títulos y Operaciones de Crédito* (General Law of Negotiable Instruments and Credit Transactions).

Our capital stock may be reduced by resolution of a stockholders' meeting taken pursuant to the rules applicable to capital increases. Our capital stock may also be reduced by repurchase of our own stock in accordance with the Mexican Securities Market Law. Shares of our capital stock belonging to us may not be represented or voted in stockholders' meetings, nor may corporate or economic rights of any kind be exercised, nor will the shares be considered as outstanding for the purpose of determining the quorum and the votes in stockholders' meetings.

### ***Ownership of Capital Stock by Subsidiaries***

Our subsidiaries may not, directly or indirectly, invest in our shares or shares of any parent company of ASUR, unless such subsidiaries acquired our shares to comply with employee stock option or stock sale plans that are established, granted or designed in favor of the employees or officers of such subsidiaries or through investment companies (*sociedades de inversión*). The number of shares acquired for such purpose may not exceed 15.0% of our outstanding capital stock.

## **Liquidation**

Upon our dissolution, one or more liquidators must be appointed at an extraordinary stockholders' meeting to wind up our affairs. All fully paid and outstanding shares will be entitled to participate equally in any distribution upon liquidation. Partially paid shares participate in any distribution in the same proportion that such shares have been paid at the time of the distribution.

## **Other Provisions**

### ***Liabilities of the Members of the Board of Directors***

As with any other Mexican corporation, under the provisions of the Mexican Securities Market Law, we or any stockholder or group of stockholders holding at least 5.0% of our capital stock may directly file a civil liability action under Mexican law against the members of the Board of Directors.

The Mexican Securities Market Law expressly sets forth the concept of “duty of care” for the members of the Board of Directors; that is, they must act in good faith and in the company’s best interest. From a practical point of view, this means that the members of the Board of Directors must request and review information, require the presence of relevant managers and external advisors in board meetings, postpone board meetings as a result of incomplete information, attend board meetings regularly and disclose relevant information to the board and/or the committees.

The Mexican Securities Market Law expressly sets forth the concept of “duty of loyalty” for the members of the Board of Directors, that is, that they must maintain confidentiality, avoid conflicts of interest and not favor their own interest or the interests of certain groups. From a practical point of view, the members of the Board of Directors must abstain from voting on issues in which they have a conflict of interest, follow guidelines for the approval of transactions with related parties, refrain from using or taking advantage of the assets of the company or its subsidiaries and refrain from using privileged information and from taking advantage of business opportunities. A lack of loyalty may result in criminal penalties of up to 12 years of imprisonment.

In accordance with the provisions of the Securities Market Law, the responsibility to indemnify for the damages and losses caused to the Company due to any lack of diligence of the members of the Board of Directors, or its Secretary or Alternate Secretary, regarding any actions or decisions of the Board of Directors or any failure of the Board to act or make a decision because the Board could not legally meet, and in general for any lack of diligence, shall not, individually or in the aggregate, exceed the amount equivalent to the total of net fees received by such individuals from the Company during the prior 12 months. Notwithstanding the foregoing, the limitation on the indemnification amount as set forth in this paragraph shall not be applicable in the event of fraud, willful misconduct, or illegal acts under the Securities Market Law and other laws.

*The Company, in any case, is required to indemnify and hold the relevant officers, members of the Board of Directors and the Secretary and Alternate Secretary harmless from any liability that they may incur with respect to third parties in the performance of their duties, which shall include (a) the indemnity amount to be paid for the damages caused by their acts to third parties and, (b) the expenses they may incur (including, without limitation, legal and advisory fees) in connection with item (a) of this paragraph, provided that such expenses are reasonable and duly documented, except in cases of fraud, willful misconduct, or illegal acts under the Securities Market Law and other laws.*

### **Information to Stockholders**

The Mexican Securities Market Law establishes that our Board of Directors must present the following reports at the annual stockholders’ meeting:

- the report prepared by the Audit and Corporate Practices Committee;
- the report prepared by our Chief Executive Officer pursuant to the Mexican General Law on Business Corporations which includes (i) a report of the directors on the operations of the company during the preceding year, as well as on the policies followed by the directors and on the principal existing projects, (ii) a statement of the financial condition of the company at the end of the fiscal year, (iii) a statement showing the results of operations of the company during the preceding year, as well as changes in the company’s financial condition and capital stock during the preceding year, and (iv) notes which are required to complete or clarify the above mentioned information;
- the Board’s opinion on the report prepared by our Chief Executive Officer as set forth above; and
- a report explaining the principal accounting and information policies and criteria followed in the preparation of the financial information.

In addition to the foregoing, our bylaws provide that the Board of Directors must also prepare the information referred to above with respect to any subsidiary that represents at least 20.0% of our net worth (based on the financial statements most recently available).

### **Duration**

The duration of our corporate existence is indefinite.

### ***Stockholders' Conflict of Interest***

Under Mexican law, any stockholder that has a conflict of interest with respect to any transaction must abstain from voting on such a transaction at the relevant stockholders' meeting. A stockholder that votes on a transaction in which its interest conflicts with that of ASUR may be liable for damages in the event the relevant transaction would not have been approved without such stockholder's vote as provided under the Mexican Securities Market Law.

### ***Directors' Conflict of Interest***

Under Mexican law, any director who has a conflict of interest with ASUR in any transaction must disclose the conflict to the other directors and abstain from voting. Any director who violates such provision will be liable to us for any resulting damages or losses. Additionally, our directors may not represent stockholders in the stockholders' meetings.

## MATERIAL CONTRACTS

Our subsidiaries are parties to the Mexican airport concessions granted by the Ministry of Infrastructure, Communications and Transportation under which we are required to construct, operate, maintain and develop the airports in exchange for certain benefits. See “—Mexican Sources of Regulation” and “—Scope of Concessions and General Obligations of Concession Holders” under “Item 4. Information on the Company—Mexican Regulatory Framework.”

We have entered into a technical assistance agreement with ITA providing for management and consulting services. See “Item 7. Major Shareholders and Related Party Transactions—Related Party Transactions—Arrangements with ITA.”

We, through our Cancún subsidiary, have entered into a series of agreements with the shareholders of Airplan and Oriente, entities that hold concessions to operate several airports in Colombia. In October 2017, we received the necessary approvals from the Colombian regulatory authorities to conclude the acquisition of the stake in Airplan. We terminated our agreement to purchase Oriente in 2018. See “—Recent Developments” under “Item 5. Operating and Financial Review and Prospects.”

We, through our subsidiary Airplan, are subject to the Colombian airport concession agreement granted by Aerocivil and the Olaya Herrera Airport Public Authority, under which we are required to perform the administration, operation, commercial development, remodeling, maintenance and modernization the airports in exchange for certain benefits. See “—Scope of Colombian Concessions and General Obligations” under “Item 4. Information on the Company—Colombian Regulatory Framework.”

We, through our subsidiary Aerostar, are subject to the LMM Lease granted by the PRPA, under which we are required to operate, manage, maintain, improve, enhance, develop and rehabilitate the LMM Airport to provide general, ancillary and complementary airport services to members of the general public in exchange for certain benefits. See “—Scope of LMM Lease and General Obligations of Aerostar” under “Item 4. Information on the Company—Puerto Rican Regulatory Framework.”

## EXCHANGE CONTROLS

Mexico has had free market for foreign exchange since 1991 and the government has allowed the Mexican peso to float freely against the U.S. dollar since December 1994. There can be no assurance that the government will maintain its current foreign exchange policies.

## TAXATION

The following summary contains a description of the material anticipated U.S. and Mexican federal income tax consequences of the purchase, ownership and disposition of our Series B shares or ADSs by a beneficial holder that is a citizen or resident of the United States or a U.S. domestic corporation or that otherwise will be subject to U.S. federal income tax on a net income basis in respect of our Series B shares or ADSs (a “U.S. holder”) and the Mexican tax consequences of the purchase, ownership and disposition of our Series B Shares or ADSs by a “non-Mexican holder” (as defined below), but it does not purport to be a comprehensive description of all of the tax considerations that may be relevant to a decision to purchase, hold or sell our Series B shares or ADSs. In particular, the summary deals only with U.S. holders that will hold our Series B shares or ADSs as capital assets, and does not address the tax treatment of special classes of U.S. holders such as dealers in securities or currencies, U.S. holders whose functional currency is not the U.S. dollar, tax-exempt organizations, financial institutions, insurance companies, partnerships or other pass-through entities, persons who own or are deemed to own 10.0% or more of our stock by vote or value, U.S. holders liable for the alternative minimum tax, securities traders who elect to account for their investment in Series B shares or ADSs on a mark-to-market basis and persons holding Series B shares or ADSs in a hedging transaction or as part of a straddle, conversion or other integrated transaction for U.S. federal income tax purposes. In addition, the summary does not address any U.S. or Mexican state or local tax considerations that may be relevant to a U.S. holder, nor does it address other tax laws such as the Medicare contribution tax on net investment income.

The summary is based upon the federal income tax laws of the United States and Mexico as in effect on the date of this Form 20-F, including the provisions of the income tax treaty between the United States and Mexico and the additional protocols thereto (the “Tax Treaty”), all of which are subject to change, possibly with retroactive effect in the case of U.S. federal income tax law. In addition, a “Treaty Country” is a jurisdiction which has a treaty for the avoidance of double taxation in force with Mexico. Furthermore, the criteria contained herein may differ from those issued by the tax authorities in Article 33, Section I, Paragraph h of the Mexican Federal Tax Code (*Código Fiscal de la Federación*) or may be contrary to the tax authorities’ interpretation.

Prospective investors in our Series B shares or ADSs should consult their own tax advisors as to the U.S., Mexican or other tax consequences of the purchase, ownership and disposition of the Series B shares or ADSs, including, in particular, the effect of any foreign, state or local tax laws and their entitlement to the benefits, if any, afforded by the Tax Treaty.

For purposes of this summary, the term “non-Mexican holder” shall mean a holder that is not a resident of Mexico for tax purposes and that will not hold the Series B shares or ADSs or a beneficial interest therein in connection with the conduct of a trade or business through a permanent establishment or fixed base in Mexico.

For purposes of Mexican taxation, the definition of residency is highly technical and residency arises in several situations. Generally, an individual is a resident of Mexico if he or she has established his or her home in Mexico or if such individual has his or her home in another country and if his or her “center of vital interests” is located in Mexico and, among other circumstances, more than 50.0% of his or her annual income comes from within Mexico or such individual’s main center of professional activities is located in Mexico. A legal entity is a resident of Mexico if it has either its principal place of business or its place of effective management in Mexico. Therefore, the assessment regarding the residency of an individual or legal entity has to take into account their specific circumstances. In case an individual or legal entity with foreign residency has a permanent establishment in Mexico, for tax purposes, all earnings attributable to such permanent residency shall be subject to Mexican income tax.

In general, for U.S. federal income tax purposes, holders of ADSs will be treated as the beneficial owners of the Series B shares represented by those ADSs.

## **Taxation of Dividends**

### ***Mexican Tax Considerations***

Dividends paid to non-Mexican holders with respect to our Series B shares and, as a consequence, with respect to ADSs, are subject to Mexican withholding tax at the rate of 10.0% on the gross amount of the dividend distributed. This withholding tax might not apply to dividend distributions related to certain retained earnings for years prior to 2014. Such 10.0% tax will be remitted by the payer to the Mexican tax authorities as a definitive payment on behalf of the non-Mexican holders.

Non-Mexican holders that are residents of a Treaty Country may be entitled to a benefit under the provisions of the applicable treaty, such as a reduced tax rate or the elimination of the Mexican withholding rate; therefore, each non-Mexican holder is urged to consult its tax advisor regarding the application requirements of any tax treaty under its particular circumstances.

For Mexican tax purposes, in order to be entitled to the benefits of any tax treaty, non-Mexican holders have to demonstrate that they are tax residents of the corresponding country by means of a tax residency certificate and comply with the procedural provisions set forth in the treaty and in the Mexican Income Tax Law.

## *U.S. Federal Income Tax Considerations*

The gross amount of any distributions paid with respect to the Series B shares or ADSs, to the extent paid out of our current or accumulated earnings and profits, as determined for U.S. federal income tax purposes, generally will be includible in the gross income of a U.S. holder as dividend income on the date on which the distributions are received by the U.S. holder in the case of Series B Shares or by the depository in the case of ADSs. Such distributions will not be eligible for the dividends received deduction allowed to certain corporations under the U.S. Internal Revenue Code of 1986, as amended (the “Code”). To the extent that a distribution exceeds our current and accumulated earnings and profits, it will be treated as a non-taxable return of basis to the extent thereof, and thereafter as capital gain from the sale of Series B shares or ADSs. We do not expect to keep earnings and profits in accordance with U.S. federal income tax principles. Therefore, you should expect that a distribution will generally be treated as a dividend (as discussed below).

Distributions, which will be made in Mexican pesos, will be includible in the income of a U.S. holder in a U.S. dollar amount calculated by reference to the exchange rate in effect on the date they are received by the U.S. holder in the case of shares or by the depository in the case of ADSs, whether or not they are converted into U.S. dollars on that date. If such distributions are converted into U.S. dollars on the date of receipt, a U.S. holder generally should not be required to recognize foreign currency gain or loss in respect of the distributions; otherwise, any gain or loss on a subsequent sale, conversion or other disposition of the Mexican pesos received by such U.S. holder generally will be U.S.-source ordinary income or loss, and will not be eligible for the reduced tax rate applicable to long-term capital gains.

Subject to generally applicable limitations and conditions, Mexican dividend withholding tax paid at the appropriate rate applicable to the U.S. holder may be eligible for a credit against such U.S. holder’s U.S. federal income tax liability. These generally applicable limitations and conditions include new requirements recently adopted by the U.S. Internal Revenue Service (“IRS”) and any Mexican tax will need to satisfy these requirements in order to be eligible to be a creditable tax for a U.S. holder. In the case of a U.S. holder that is eligible for, and properly elects, the benefits of the Tax Treaty, the Mexican tax on dividends will be treated as meeting the new requirements and therefore as a creditable tax. In the case of all other U.S. holders, the application of these requirements to the Mexican tax on dividends is uncertain and we have not determined whether these requirements have been met. If Mexican dividend tax is not a creditable tax for a U.S. holder or the U.S. holder does not elect to claim a foreign tax credit for any foreign income taxes paid or accrued in the same taxable year, the U.S. holder may be able to deduct the Mexican tax in computing such U.S. holder’s taxable income for U.S. federal income tax purposes. Dividend distributions will constitute income from sources without the United States and, for U.S. holders that elect to claim foreign tax credits, generally will constitute “passive category income” for foreign tax credit purposes.

The availability and calculation of foreign tax credits and deductions for foreign taxes depend on a U.S. holder’s particular circumstances and involve the application of complex rules to those circumstances. U.S. holders should consult their own tax advisors regarding the application of these rules to their particular situations.

Subject to certain exceptions for short-term and hedged positions and the application of the passive foreign investment company (“PFIC”) rules discussed further below, the U.S. dollar amount of dividends received by a non-corporate U.S. holder with respect to the Series B shares or ADSs will be subject to tax at a reduced rate if the dividends are “qualified dividends.” Dividends will be treated as qualified dividends if: (i) (A) the dividends are received on Series B shares or ADSs which are readily tradable on an established securities market in the United States, or (B) we are eligible for the benefits of a comprehensive tax treaty with the United States which the U.S. Treasury determines is satisfactory for purposes of this provision and which includes an exchange of information program, and (ii) we were not, in the year prior to the year in which the dividend was paid, and are not, in the year in which the dividend is paid, a PFIC. The ADSs are listed on the New York Stock Exchange and will qualify as readily tradable on an established securities market in the United States so long as they are so listed. In addition, the U.S. Treasury has determined that the Tax Treaty meets the requirements for reduced rates of taxation, and we believe we are eligible for the benefits of the Tax Treaty. Based on our audited financial statements and relevant market and shareholder data, we believe that we were not treated as a PFIC for U.S. federal income tax purposes with respect to our 2021 and 2022 taxable years. Furthermore, based on our audited financial statements and our current expectations regarding the value and nature of our assets, the sources and nature of our income, and relevant market and shareholder data, we do not anticipate becoming a PFIC for our current taxable year or the reasonably foreseeable future, although there can be no assurance in this regard.

Holders of ADSs and Series B shares should consult their own tax advisors regarding the availability of the reduced dividend tax rate in the light of their own particular circumstances.

## **Taxation of Dispositions of Shares or ADSs**

### ***Mexican Tax Considerations***

Non-Mexican holders are liable for income tax in Mexico with respect to income derived from sources of wealth located within the national territory. The Mexican Income Tax Law locates the source of wealth for capital gains within the national territory, among other instances, when the shares that are transferred were issued by a Mexican resident entity.

Deposits and withdrawals of our Series B shares in exchange for ADSs will not give rise to Mexican tax or transfer duties.

The Mexican income taxation of the proceeds of a transfer of our Series B shares or ADSs by a non-Mexican holder differs based on the jurisdiction of the holder, the method of effecting the transfer, and a number of other factors. The various outcomes are summarized as follows:

- Non-Mexican Holder not resident in Treaty Country:

Gain on the sale of our Series B shares or ADSs by a non-Mexican holder who is not resident of a Treaty Country will be subject to Mexican withholding tax at the rate of 10.0% on the gain realized on such sale if the transaction is carried out through the Mexican Stock Exchange or other recognized markets. According to the Mexican Income Tax Law, Mexican stock intermediaries participating in these transactions are obligated to carry out the aforementioned withholding. There are no clear rules in those cases in which a non-Mexican intermediary is involved, thus the non-Mexican holder could be obliged to remit the corresponding income tax to the Mexican tax authorities directly.

- Non-Mexican Holder resident in Treaty Country:

Gain on the sale of our Series B shares or ADSs by a non-Mexican holder who is resident of a Treaty Country will not be subject to any Mexican tax if the transaction is carried out through the Mexican Stock Exchange, or any other recognized market, provided that certain requirements set forth by the Mexican Income Tax Law are complied with. A letter stating under oath that the non-Mexican holder is resident in a Treaty Country, as well as the non-Mexican holder's tax identification or registration number shall be provided to the financial intermediary obligated to make the withholding.

- Sales not subject to the reduced 10.0% withholding rate:

For a non-Mexican holder that carries out the sale or disposition of our Series B shares or ADSs under any of the following cases, a 35.0% rate on the realized gains would apply in the following cases:

- sales of our Series B shares or ADSs which were acquired by the transferor outside of the Mexican Stock Exchange, or other recognized markets set forth in the Mexican Federal Tax Code, unless, if in a period of 24 months, either in simultaneous or successive transactions, a shareholding of our capital stock is sold in a Mexican Stock Exchange;
- sales made by a person or group of persons that, directly or indirectly, holds 10.0% or more of the shares representing our capital stock, or that holds a controlling interest in us, if in a period of 24 months, a sale of 10.0% or more of our fully paid shares, or of a controlling interest in us, is carried out through one or several simultaneous or successive transactions, including those carried out through derivative instruments or other similar transactions;
- pre-negotiated trades executed through the facilities of the Mexican securities Stock Exchange; and
- trades of shares obtained as a result of our merger or spin-off, in certain cases.

In cases in which the 35.0% regime is applicable, if the non-Mexican holder is a resident of a Treaty Country, relief in the form of an exemption or a reduced withholding rate may be applicable if certain requirements are met according to the corresponding Treaty. Each holder is urged to consult its tax advisor regarding the application requirements of any tax treaty under its particular circumstances.

## ***U.S. Federal Income Tax Considerations***

Subject to the discussion below under “Passive Foreign Investment Company Status”, upon the sale or other disposition of the Series B shares or ADSs, a U.S. holder generally will recognize capital gain or loss in an amount equal to the difference between the amount realized on the sale or other disposition and such U.S. holder’s tax basis in the Series B shares or ADSs. Gain or loss recognized by a U.S. holder on such sale or other disposition generally will be long-term capital gain or loss if, at the time of the sale or other disposition, the Series B shares or ADSs have been held for more than one year. Long-term capital gain recognized by a U.S. holder who is an individual is generally subject to lower rates of federal income taxation than ordinary income or short-term capital gain. The deduction of a capital loss is subject to limitations for U.S. federal income tax purposes.

Deposits and withdrawals of Series B shares by U.S. holders in exchange for ADSs will not result in the realization of gain or loss for U.S. federal income tax purposes. A U.S. holder’s tax basis in such shares will be the same as its tax basis in such ADSs, and the holding period in such shares will be the same as the holding period for such ADSs.

Capital gain or loss recognized by a U.S. holder on the sale or other disposition of the Series B shares or ADSs generally will be U.S. source gain or loss for U.S. foreign tax credit purposes. Under the new foreign tax credit requirements recently adopted by the IRS, any Mexican tax imposed on the sale or other disposition of the Series B shares or ADSs generally will not be treated as a creditable tax for U.S. foreign tax credit purposes. If the Mexican tax is not a creditable tax, the tax would reduce the amount realized on the sale or other disposition of the Series B shares or ADSs even if the U.S. holder has elected to claim a foreign tax credit for other taxes in the same year. U.S. holders should consult their own tax advisors regarding the application of the foreign tax credit rules to their investment in, and disposition of, Series B shares or ADSs.

If a U.S. holder sells or otherwise disposes of our Series B shares or ADSs in exchange for currency other than U.S. dollars, the amount realized generally will be the U.S. dollar value of the currency received at the spot rate on the date of sale or other disposition (or, if the shares are traded on an established securities market at such time, in the case of cash basis and electing accrual basis U.S. holders, the settlement date). An accrual basis U.S. holder that does not elect to determine the amount realized using the spot exchange rate on the settlement date will recognize foreign currency gain or loss equal to the difference between the U.S. dollar value of the amount received based on the spot exchange rates in effect on the date of the sale or other disposition and the settlement date. A U.S. holder will have a tax basis in the currency received equal to the U.S. dollar value of the currency received at the spot rate on the settlement date. Any currency gain or loss realized on the settlement date or the subsequent sale, conversion, or other disposition of the non-U.S. currency received for a different U.S. dollar amount generally will be U.S.-source ordinary income or loss, and will not be eligible for the reduced tax rate applicable to long-term capital gains. If an accrual basis U.S. holder makes the election described in the first sentence of this paragraph, it must be applied consistently from year to year and cannot be revoked without the consent of the IRS. A U.S. holder should consult its own tax advisors regarding the treatment of any foreign currency gain or loss realized with respect to any currency received in a sale or other disposition of the Series B shares or ADSs.

## **Other Mexican Taxes**

There are no Mexican inheritance, succession or value added taxes applicable to the ownership, transfer or disposition of the Series B shares or ADSs by non-Mexican holders; provided, however, that gratuitous transfers of the Series B shares or ADSs may in certain circumstances cause Mexican income tax to be imposed upon the recipient. There are no Mexican stamp, issue, registration or similar taxes or duties payable by non-Mexican holders of the Series B shares or ADSs.

## Passive Foreign Investment Company Status

Special U.S. tax rules apply to companies that are considered to be PFICs. We will be classified as a PFIC in a particular taxable year if either

- 75 percent or more of our gross income for the taxable year is passive income; or
- the average percentage of the value of our assets that produce or are held for the production of passive income is at least 50 percent.

Although we believe that we were not a PFIC in 2021 and 2022 and do not anticipate becoming a PFIC in the current year or the reasonably foreseeable future, the determination whether we are a PFIC will be made annually depending on the particular facts and circumstances, such as the valuation of our assets, including goodwill and other intangible assets, at the time. Accordingly, we cannot be certain that we will not be a PFIC in the current year or in future years. Because our belief is based in part on the expected market value of our equity, a decrease in the trading price of our common stock and ADSs may result in our becoming a PFIC.

If we are classified as a PFIC, and you do not make a mark-to-market election, as described in the following paragraph, you will be subject to a special tax at ordinary income tax rates on “excess distributions,” including certain distributions by us and gain that you recognize on the sale of your Series B shares or ADSs. The amount of income tax on any excess distributions will be increased by an interest charge to compensate for tax deferral, calculated as if the excess distributions were earned ratably over the period you hold your Series B shares or ADSs. Classification as a PFIC may also have other adverse tax consequences, including, in the case of individuals, the denial of a step-up in the basis of your Series B shares or ADSs at death.

You may be able to avoid the unfavorable rules described in the preceding paragraph by electing to mark your Series B shares or ADSs to market. Because a mark-to-market election cannot be made for any lower-tier PFICs that a PFIC may own, a U.S. holder who makes a mark-to-market election with respect to our Series B shares or ADSs will generally continue to be subject to the foregoing rules with respect to such U.S. holder’s indirect interest in any investments held by us that are treated as an equity interest in a PFIC for U.S. federal income tax purposes. If you make this mark-to-market election, you will be required in any year in which we are a PFIC to include as ordinary income the excess of the fair market value of your shares at year-end over your basis in those shares. In addition, any gain you recognize upon the sale of your shares will be taxed as ordinary income in the year of sale. The mark-to-market election is available only for “marketable stock,” which is stock that is regularly traded in other than *de minimis* quantities on at least 15 days during each calendar quarter on a qualified exchange or other market, as defined in the applicable Treasury regulations. We expect the ADSs to be “marketable stock” because our ADSs are listed on the NYSE, but it is unclear whether our Series B ordinary shares would be so treated.

The Code provides an alternative “qualified electing fund” election (a “QEF election”) to U.S. holders that may mitigate the adverse U.S. federal income tax consequences to an electing U.S. holder should we be classified as a PFIC. However, we do not intend to provide holders with the information necessary to make a QEF election.

A U.S. holder that owns an equity interest in a PFIC must annually file IRS Form 8621, and may be required to file other IRS forms. A failure to file one or more of these forms as required may toll the running of the statute of limitations in respect of each of the U.S. holder’s taxable years for which such form is required to be filed. As a result, the taxable years with respect to which the U.S. holder fails to file the form may remain open to assessment by the IRS indefinitely, until the form is filed.

A U.S. Holder should consult its tax advisor regarding the potential U.S. federal income tax consequences should we be classified as a PFIC in any taxable year and the desirability of making a mark-to-market election.

## **Foreign Financial Asset Reporting**

Certain U.S. holders that own “specified foreign financial assets” with an aggregate value in excess of U.S.\$50,000 on the last day of the taxable year or U.S.\$75,000 at any time during the taxable year are generally required to file an information statement along with their tax returns, currently on Form 8938, with respect to such assets. “Specified foreign financial assets” include any financial accounts held at a non-U.S. financial institution, as well as securities issued by a non-U.S. issuer (which may include the Series B shares or ADSs) that are not held in accounts maintained by financial institutions. Higher reporting thresholds apply to certain individuals living abroad and to certain married individuals. Regulations extend this reporting requirement to certain entities that are treated as formed to hold, or availed of holding, direct or indirect interests in specified foreign financial assets based on certain objective criteria. U.S. holders that fail to report the required information could be subject to substantial penalties. The understatement of income attributable to “specified foreign financial assets” in excess of U.S.\$5,000 extends the statute of limitations with respect to the tax return to six years after the return was filed. Prospective investors should consult their own tax advisors concerning the application of these rules to their investment in the Series B shares or ADSs, including the application of the rules to their particular circumstances.

## **U.S. Information Reporting and Backup Withholding Requirements**

Dividends paid on, and proceeds from the sale or other disposition of, the Series B shares or ADSs to a U.S. holder generally may be subject to the information reporting requirements of the Code and may be subject to backup withholding unless the U.S. holder provides an accurate taxpayer identification number and makes any other required certification or otherwise establishes an exemption. Backup withholding is not an additional tax. Amounts withheld as backup withholding will be creditable against the U.S. holder’s U.S. federal income tax liability, provided that the required information is furnished to the IRS.

## **U.S. Federal Income Tax Consequences for Non-U.S. holders**

### ***Distributions***

A holder or beneficial owner of Series B shares or ADSs that is not a U.S. holder for U.S. federal income tax purposes (a “non-U.S. holder”) generally will not be subject to U.S. federal income or withholding tax on dividends received on Series B shares or ADSs.

### ***Dispositions***

A non-U.S. holder of Series B shares or ADSs generally will not be subject to U.S. federal income or withholding tax on gain realized on the sale or other disposition of Series B shares or ADSs.

### ***Information Reporting and Backup Withholding***

Although non-U.S. holders generally are exempt from backup withholding, a non-U.S. holder may be required to comply with certification and identification procedures in order to establish its exemption from information reporting and backup withholding.

## DOCUMENTS ON DISPLAY

The materials included in this annual report on Form 20-F, and exhibits hereto, may be viewed at the U.S. Securities and Exchange Commission's public reference room in Washington, D.C. Please call the Commission at 1-800-SEC-0330 for further information on the public reference rooms. The Securities and Exchange Commission maintains a World Wide Web site on the Internet at <http://www.sec.gov> that contains reports and information statements and other information regarding us. The reports and information statements and other information about us can also be downloaded from the Securities and Exchange Commission's website.

### Item 11. Quantitative and Qualitative Disclosures About Market Risk

#### Market Risk

We are principally exposed to market risks from fluctuations in interest rates and foreign currency exchange rates. We use derivative instruments on a selective basis to manage interest rate risk. We do not hold or issue derivatives for speculative purposes and have engaged in trading only with well-known financial institutions.

#### Foreign Currency Exchange Rate Risk

Our principal exchange rate risk involves changes in the value of the Mexican peso relative to the U.S. dollar. Historically, a significant portion of the revenues generated by our airports (principally derived from passenger charges for international passengers) has been denominated in or linked to the U.S. dollar, although such revenues are largely collected in Mexican pesos based on the average exchange rate for the prior month. In 2020, 2021 and 2022, 14.8%, 21.1% and 27.2%, respectively, of our consolidated revenues were derived from passenger charges for international passengers. In addition, a substantial portion of our contracts with providers of commercial services are denominated in U.S. dollars. In 2020, 2021 and 2022, 25.4%, 30.6% and 31.0%, respectively, of our consolidated revenues were derived from contracts from commercial service providers that are denominated in U.S. dollars. Substantially all of our other revenues are denominated in Mexican pesos. Substantially all of our consolidated costs and expenses are denominated in Mexican pesos (other than the salaries of our executive officers and the technical assistance fee, to the extent paid based on the fixed minimum annual payment). Based on a 5.0% depreciation of the Mexican peso compared to the U.S. dollar as of December 31, 2022, we estimate that our revenues for the year ended December 31, 2022 would have increased by Ps.254.6 million.

As of December 31, 2020, 2021 and 2022, 44.7%, 50.3% and 68.56%, respectively, of our cash and cash equivalents were denominated in dollars. Based on a 5.0% depreciation of the Mexican peso compared to the U.S. dollar as of December 31, 2022, we estimate that the value of our cash and cash equivalents as of December 31, 2022 would have increased by Ps.451.64 million.

As of December 31, 2022, 91.6% of our foreign currency indebtedness was denominated in U.S. dollars and 8.4% was denominated in Colombian pesos. A decrease in the value of the Mexican peso relative to the dollar will increase the cost in pesos of servicing our U.S. dollar denominated indebtedness. Based on a 5.0% depreciation of the Mexican peso compared to the U.S. dollar as of December 31, 2022, we estimate that our long term debt as of December 31, 2022 would have increased by Ps.513.46 million.

As of December 31, 2020, 2021 and 2022, we did not have any outstanding forward foreign exchange contracts.

#### Interest Rate Risk

We depend upon bank credit facilities to partially finance our operations. These transactions expose us to interest rate risk, with the primary interest rate risk exposure resulting from changes in the relevant base rates (banks charged interest based on TIEE plus a margin of 1.25% or based on DTF plus a margin of 4.00%) which are used to determine the interest rates that are applicable to borrowings under our credit facilities. All of our interest rate swap agreements expired in 2012. For more information regarding our economic hedging transactions, see "Item 5—Operating and Financial Review and Prospects—Liquidity and Capital Resources—Indebtedness."

Based on a 1.0% increase in TIEE, we estimate that the cost of our debt service for the year ended December 31, 2022 would have increased by Ps. 4.0 in 2022. Based on a 1.0% increase in DTF, we estimate that the cost of our debt service for the year ended December 31, 2022 would have increased by Ps. 0.7 million in 2022.

## **Item 12. Description of Securities Other Than Equity Securities**

### **A. DEBT SECURITIES**

Not applicable.

### **B. WARRANTS AND RIGHTS**

Not applicable.

### **C. OTHER SECURITIES**

Not applicable.

### **D. AMERICAN DEPOSITARY SHARES**

Pursuant to our form F-1 filed with the SEC on September 7, 2000, we registered American Depositary Shares (“ADSs”) which are represented by American Depositary Receipts (“ADRs”) in a sponsored facility. The deposit agreement, dated as of September 28, 2000, is among us, The Bank of New York Mellon, as ADR depository, and all holders from time to time of ADRs issued under the deposit agreement. Copies of the deposit agreement are also on file at the ADR depository’s corporate trust office and the office of the Mexican custodian for the depository, Indeval. They are open to inspection by owners and holders during business hours. The depository’s corporate trust office is located at 101 Barclay Street, New York, New York 10286.

#### **American Depositary Shares**

The Bank of New York, as depository, registers and delivers ADSs. Each ADS represents 10 Series B shares (or a right to receive 10 Series B shares). Each ADS will also represent any other securities, cash or other property which may be held by the depository.

ADS holders may hold ADSs either (A) directly by having an ADR, which is a certificate evidencing a specific number of ADSs, registered in your name, or (B) indirectly by holding a security entitlement in ADSs through your broker or other financial institution. If you hold ADSs directly, you are a registered ADS holder, also referred to as an ADS holder. This description assumes you are an ADS holder. If you hold the ADSs indirectly, you must rely on the procedures of your broker or other financial institution to assert the rights of ADS holders described in this section. You should consult with your broker or financial institution to find out what those procedures are.

The depository will be the holder of the Series B shares underlying your ADSs. As a registered holder of ADSs, you will have ADS holder rights. A deposit agreement sets out ADS holder rights as well as the rights and obligations of the depository. New York law governs the deposit agreement and the ADSs. As an ADS holder, we will not treat you as one of our stockholders and you will not have stockholder rights. Mexican law governs stockholder rights.

The following is a summary of the material provisions of the deposit agreement. For more complete information regarding ADRs, you should read the entire deposit agreement and the form of ADR.

Fees and Expenses payable by holders are as follows:

**Persons depositing or withdrawing shares**

**or**

**ADS holders must pay:**

**For:**

U.S.\$5.00 (or less) per 100 ADSs (or portion of 100 ADSs)	Issuance of ADSs, including issuances resulting from a distribution of shares or rights or other property Cancellation of ADSs for the purpose of withdrawal, including if the deposit agreement terminates
A fee equivalent to the fee that would be payable if securities distributed to you had been shares and the shares had been deposited for issuance of ADSs	Distribution of securities distributed to holders of deposited securities which are distributed by the depositary to ADS holders
Registration or transfer fees	Transfer and registration of shares on our share register to or from the name of the depositary or its agent when you deposit or withdraw shares
Expenses of the depositary	Converting foreign currency to U.S. dollars
Any charges incurred by the depositary or its agents for servicing the deposited securities	As necessary
Taxes and other governmental charges the depositary or the custodian has to pay on any ADS or share underlying an ADS, for example, stock transfer taxes, stamp duty or withholding taxes	As necessary

The depositary collects its fees for delivery and surrender of ADSs directly from investors depositing shares or surrendering ADSs for the purpose of withdrawal or from intermediaries acting for them. The depositary may collect fees for making distributions to investors by deducting those fees from the amounts distributed or by selling a portion of distributable property to pay the fees. The depositary may collect its annual fee for depositary services by deduction from cash distributions or by directly billing investors or by charging the book-entry system accounts of participants acting for them. The depositary may generally refuse to provide fee-attracting services until its fees for those services are paid.

***Dividends and Other Distributions***

The depositary has agreed to pay you the cash dividends or other distributions it or the custodian receives on Series B shares or other deposited securities, after deducting its fees and expenses. You will receive these distributions in proportion to the number of Series B shares your ADSs represent.

- *Cash.* The depositary will convert any cash dividend or other cash distribution we pay on the Series B shares into U.S. dollars, if it can do so on a reasonable basis and can transfer the U.S. dollars to the United States. If that is not possible or if any government approval is needed and cannot be obtained, the deposit agreement allows the depositary to distribute the foreign currency only to those ADS holders to the extent permissible to do so. It will hold the foreign currency it cannot convert for the account of the ADS holders who have not been paid. It will not invest the foreign currency and will not be liable for any interest.

Before making a distribution, the depositary will deduct any withholding taxes that must be paid. It will distribute only whole U.S. dollars and cents and will round fractional cents to the nearest whole cent. If the exchange rates fluctuate during a time when the depositary cannot convert the foreign currency, you may lose some or all of the value of the distribution.

- *Shares.* The depositary may distribute additional ADSs representing any shares we distribute as a dividend or free distribution. The depositary will only distribute whole ADSs. It will try to sell shares that would require it to deliver fractions of ADSs and distribute the net proceeds in the same way as it does with cash. If the depositary does not distribute additional ADSs, the outstanding ADSs will also represent the new shares.
- *Rights to purchase additional shares.* If we offer holders of our securities any rights to subscribe for additional shares or any other rights, the depositary may, after consultation with us, make these rights available to you (including by any means of warrants or otherwise, if the depositary determines it is feasible and lawful to do so) or sell the rights and distribute the proceeds in the same way as it does with cash.

The depositary will not offer rights to holders unless both the rights and the securities to which such rights relate are either exempt from registration under the Securities Act or are registered under the provisions of the Securities Act.

- *Other Distributions.* The depositary will send to you anything else we distribute on deposited securities, in proportion to the number of ADSs you hold, by any means it deems equitable and practicable; provided, however, if it determines the distribution cannot be made proportionately among the holders, or if the distribution is otherwise not feasible, the depositary may adopt such method as it may deem equitable and practicable, including the sale of such property and the distribution of the net proceeds thereof in the same manner as cash distributions.

The depositary is not responsible if it decides that it is unlawful or impractical to make a distribution available to any ADS holders provided that the depositary has not acted negligently or in bad faith.

### ***Deposit and Withdrawal***

The depositary will deliver ADSs upon the deposit of Series B shares with the custodian, subject to your delivery to the depositary or the custodian of any certificates required under the Deposit Agreement and payment of its fees and expenses and of any taxes or charges, such as stamp taxes or stock transfer taxes or fees. The depositary will register the appropriate number of ADSs in the names you request.

### ***Voting Rights***

As a holder of ADSs, you will not be entitled to attend stockholder's meetings, but you may instruct the depositary to vote the Series B shares underlying your ADSs. If we ask for your instructions, the depositary will notify you of the upcoming vote and arrange to deliver our voting materials to you. The materials will describe the matters to be voted on and explain how you may instruct the depositary to vote the Series B shares or other deposited securities underlying your ADSs as you direct by a specified date.

If the depositary does not receive voting instructions from you by the specified date, it will consider you to have authorized and directed it to vote the number of deposited securities represented by your ADSs on any question in the same proportion that all other shares of capital stock of the company are voted on such question at the relevant stockholders' meeting.

We cannot assure you that you will receive the voting materials in time to ensure that you can instruct the depositary to vote your Series B shares. This means that you may not be able to exercise your right to vote and there may be nothing you can do if your Series B shares are not voted as you requested.

### ***Fees and Expenses***

ADS holders must pay (1) taxes and other governmental charges the depository or the custodian have to pay on any ADS or Series B share underlying an ADS; (2) registration or transfer fees for transfer and registration of shares on our share register to or from the name of the depository or its agent when you deposit or withdraw shares; (3) certain cable, telex and facsimile transmission expenses; (4) expenses of the depository in converting foreign currency to U.S. dollars; (5) U.S.\$5.0 (or less) per 100 ADSs (or portion of 100 ADSs) for the execution and delivery or surrender of ADRs pursuant to the deposit agreement, including if the deposit agreement terminates; (6) (to the extent permitted by the rules of any stock exchange on which ADSs are listed for trading) a fee of U.S.\$0.02 or less per ADS for any distribution of proceeds of sales of securities or rights (but not for cash distributions); (7) with respect to distributions of property other than cash, shares or rights to purchase shares, a fee equivalent to the fee that would be payable if such property had been deposited for issuance of ADSs; and (8) any other charges.

### ***Payment of Taxes***

ADS holders will be responsible for any taxes or other governmental charges payable on ADSs or on the deposited securities represented by any ADSs. The depository may refuse to register any transfer of ADSs or allow withdrawal of the deposited securities represented by ADSs until such taxes or other charges are paid. It may apply payments owed to ADS holders or sell deposited securities represented by an ADS holder's ADSs to pay any taxes owed and such holder will remain liable for any deficiency. If the depository sells deposited securities, it will, if appropriate, reduce the number of ADSs to reflect the sale and pay to ADS holders any proceeds, or send to ADS holders any property, remaining after it has paid the taxes.

### ***Reclassifications, Recapitalizations and Mergers***

Upon any change in par value, split-up, consolidation or any other reclassification or deposited securities, or upon any recapitalization, reorganization, merger or consolidation or sale of assets affecting our company or to which we are a party, any securities received by the depository or custodian in exchange for or in conversion of such securities will be treated as additional securities, and the underlying ADSs will represent, in addition to the Series B shares underlying the ADSs, the right to receive such new securities in exchange for conversion, unless, at our request and with our approval, the depository delivers additional ADRs.

### ***Amendment and Termination***

We may agree with the depository to amend the deposit agreement and the ADSs without your consent for any reason. If an amendment adds or increases fees or charges, except for taxes and other governmental charges, or prejudices a substantial right of ADS holders, it will not become effective for outstanding ADSs until 30 days after the depository notifies ADS holders of the amendment. At the time an amendment becomes effective, you are considered, by continuing to hold your ADSs, to agree to the amendment and to be bound by the ADSs and the deposit agreement as amended.

The depository will terminate the deposit agreement if we ask it to do so. The depository may also terminate the deposit agreement if the depository has told us that it would like to resign and we have not appointed a new depository bank within 90 days. In either case, the depository must notify you at least 30 days before termination.

After termination, the depository and its agents will do the following under the deposit agreement but nothing else: (a) collect distributions on the deposited securities, (b) sell rights and other property and (c) deliver Series B shares, dividends and other distributions, proceeds of any sale and other deposited securities upon surrender of ADSs. Two years or more after termination, the depository may sell any remaining deposited securities by public or private sale. After that, the depository will hold the money it received on the sale, as well as any other cash it is holding under the deposit agreement for the *pro rata* benefit of the ADS holders that have not surrendered their ADSs. It will not invest the money and has no liability for interest. The depository's only obligations will be to account for the money and other cash. After termination our only obligations will be to indemnify the depository and to pay fees and expenses of the depository that we agreed to pay.

### ***Limitations on Obligations and Liability***

The deposit agreement expressly limits our obligations and the obligations of the depositary. It also limits our liability and the liability of the depositary. Each of us and the depositary:

- are only obligated to take the actions specifically set forth in the deposit agreement with good faith using reasonable efforts;
- are not liable if it is prevented or delayed by law or circumstances beyond its control from performing its obligations under the deposit agreement;
- are not liable if it exercises discretion permitted under the deposit agreement;
- have no obligation to become involved in a lawsuit or other proceeding related to the ADSs or the deposit agreement unless it receives an indemnity satisfactory to it; and
- may rely upon any advice or information from any person it believes in good faith to be competent to give such advice or information.

In the deposit agreement, we agree to indemnify the depositary for acting as depositary, except for losses caused by the depositary's own negligence or bad faith, and the depositary agrees to indemnify us for losses resulting from its negligence or bad faith.

### ***Requirements for Depositary Actions***

Before the depositary will deliver or register a transfer of ADSs, make a distribution on ADSs, or permit withdrawal of shares or other property, the depositary may require:

- payment of stock transfer or other taxes or other governmental charges and transfer or registration fees charged by third parties for the transfer of any Series B shares or other deposited securities;
- satisfactory proof of the identity and genuineness of any signature or other information it deems necessary; and
- compliance with regulations it may establish, from time to time, consistent with the deposit agreement, including presentation of transfer documents.

The depositary may refuse to deliver ADSs or register transfers of ADSs generally when the transfer books of the depositary or our transfer books are closed or at any time if the depositary or we think it advisable to do so.

### ***Your Right to Receive the Series B Shares Underlying your ADSs***

You have the right to withdraw the Series B shares underlying your ADSs at any time except:

- when the depositary has closed its transfer books or we have closed our transfer books;
- when you owe money to pay fees, taxes and similar charges; or
- when it is deemed necessary or advisable by us or the depositary, for any reason, at any time, to prohibit withdrawals in order to comply with any laws, governmental regulations or requirements of any securities exchange that apply to ADSs or to the withdrawal of Series B shares or other deposited securities.

This right of withdrawal may not be limited by any other provision of the deposit agreement.

### ***Fees payable by the depositary***

From January 1, 2022 through December 31, 2022, the depositary reimbursed or otherwise paid us approximately U.S.\$74.0 thousand in compensation in connection with the ADS program. Such amounts include payments for continuing annual stock exchange listing fees, standard out-of-pocket maintenance costs for the ADRs (consisting of the expenses of postage and envelopes for mailing annual and interim financial reports, printing and distributing dividend checks, electronic filing of U.S. Federal tax information, mailing required tax forms, stationery, postage, facsimile, and telephone calls), and legal fees.

The Bank of New York Mellon, as depositary, has agreed to reimburse us for expenses we incur that are related to establishment and maintenance expenses of the ADS program. The depositary has agreed to reimburse us for its continuing annual stock exchange listing fees. The depositary has also agreed to pay the standard out-of-pocket maintenance costs for the ADRs, which consist of the expenses of postage and envelopes for mailing annual and interim financial reports, printing and distributing dividend checks, electronic filing of U.S. Federal tax information, mailing required tax forms, stationery, postage, facsimile, and telephone calls. It has also agreed to reimburse us annually for certain investor relationship programs or special investor relations promotional activities. There are limits on the amount of expenses for which the depositary will reimburse us, but the amount of reimbursement available to us is not necessarily tied to the amount of fees the depositary collects from investors.

## **PART II**

### **Item 13. Defaults, Dividend Arrearages and Delinquencies**

Not applicable.

### **Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds**

Not applicable.

### **Item 15. Controls and Procedures**

The Company's management has evaluated, with the participation of our Chief Executive Officer and Chief Financial Officer, the effectiveness of our disclosure controls and procedures as of December 31, 2022. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives. Based upon our evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2022 to provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported, within the time periods specified in the applicable rules and forms, and that it is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

### **Management's Annual Report on Internal Control Over Financial Reporting**

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with International Financial Reporting Standards. We conducted an assessment of the effectiveness of our internal control over financial reporting as of December 31, 2022 using the criteria set forth in the "Internal Control – Integrated Framework" published by the Committee of Sponsoring Organizations of the Treadway Commission in 2013.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of the effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, and that the degree of compliance with the policies or procedures may deteriorate.

Based on its assessment and using the criteria discussed above, our management has concluded that the Company’s internal control over financial reporting was effective as of December 31, 2022.

PricewaterhouseCoopers, S.C., the independent registered public accounting firm that has audited our financial statements, has audited the effectiveness of the Company’s internal control over financial reporting as of December 31, 2022, as stated in the report included in Item 18 of this annual report.

***Changes in Internal Control Over Financial Reporting***

There was no change in our internal control over financial reporting during 2022 that materially affected, or was reasonably likely to materially affect, our internal control over financial reporting.

**Item 16. [Reserved]**

**Item 16A. Audit and Corporate Practices Committee Financial Expert**

Our Board of Directors designated Guillermo Ortiz Martinez, an independent director as required by the Mexican Securities Market Law and applicable NYSE listing standards, as an “Audit and Corporate Practices Committee financial expert” within the meaning of this Item 16A at a meeting of our Board of Directors on June 1, 2010. See “Item 6. Directors, Senior Management and Employees—Directors.”

**Item 16B. Code of Ethics**

We have adopted a code of ethics, as defined in Item 16B of Form 20-F under the Securities Exchange Act of 1934, as amended. Our code of ethics applies to our chief executive officer, chief financial officer, chief accounting officer and persons performing similar functions as well as to our Board of Directors, members of our Committees and other officers and employees. Our code of ethics is filed as an exhibit to this Form 20-F and is available on our website at [www.asur.com.mx](http://www.asur.com.mx). If we amend the provisions of our code of ethics that apply to the aforementioned parties, or if we grant any waiver of such provisions, we will disclose such amendment or waiver on our website at the same address.

**Item 16C. Principal Accountant Fees and Services**

**Audit and Non-Audit Fees**

The following table sets forth the fees billed to us by our independent auditors, PricewaterhouseCoopers, during the fiscal years ended December 31, 2021 and 2022:

	<b>Year ended December 31,</b>	
	(thousands of Mexican pesos)	
	<b>2021</b>	<b>2022</b>
Audit fees	34,241	38,073
Audit-related fees	—	—
Tax	1,256	1,495
All others	—	250
<b>Total fees</b>	<b>Ps. 35,497</b>	<b>39,818</b>

Audit fees in the above table are the aggregate fees billed by PricewaterhouseCoopers, in connection with the audit of our annual financial statements and the review of our interim financial statements as well as statutory and regulatory audits.

Tax fees in the above table refer to the aggregate fees billed by PricewaterhouseCoopers, for local tax compliance services and transfer pricing services.

All other fees refer to fees billed by PricewaterhouseCoopers for an online platform membership for training and general updating, on accounting, tax and financial issues.

## Audit and Corporate Practices Committee Pre-Approval Policies and Procedures

Our Audit and Corporate Practices Committee has not established pre-approval policies and procedures for the engagement of our independent auditors for services. Our Audit and Corporate Practices Committee expressly approves on a case-by-case basis any engagement of our independent auditors for audit and non-audit services provided to our subsidiaries or to us.

Our Audit and Corporate Practices Committee prepares an annual report on its activities, which is distributed prior to our annual meeting by our Board of Directors to shareholders as of the record date .

## Item 16D. Exemptions from the Listing Standards for Audit and Corporate Practices Committees

Not applicable.

## Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers

The table below sets forth, for the periods indicated, the total number of shares purchased by us or on our behalf, or by an affiliated purchaser or on behalf of an affiliated purchaser, the average price paid per share, the total number of shares purchased as a part of a publicly announced repurchase plan or program and the maximum number (or approximate dollar value) of shares that may yet be purchased under our plans and programs.

		(a) Total number of shares purchased	(b) Average price paid per share in Pesos	(c) Total number of shares purchased as part of publicly announced plans or programs	(d) Maximum number of shares that may yet be purchased under the plans or programs
2021					
January 1-31		—	—	—	—
February 1-28		—	—	—	—
March 1-31		—	—	—	—
April 1-30		—	—	—	—
May 1-31		—	—	—	—
June 1-30 <sup>(1)</sup>		5,092,418	349.27	—	—
July 1-31		—	—	—	—
August 1-31		—	—	—	—
September 1-30		—	—	—	—
October 1-31		—	—	—	—
November 1-30		—	—	—	—
December 1-31 <sup>(1)</sup>		3,125,276	405	—	—
2021 Total		8,217,694	377.13	—	—

2022	(a) Total number of shares purchased	(b) Average price paid per share in Pesos	(c) Total number of shares purchased as part of publicly announced plans or programs	(d) Maximum number of shares that may yet be purchased under the plans or programs
January 1-31	—	—	—	—
February 1-28	—	—	—	—
March 1-31	—	—	—	—
April 1-30	—	—	—	—
May 1-31	—	—	—	—
June 1-30	—	—	—	—
July 1-31	—	—	—	—
August 1-31	—	—	—	—
September 1-30	—	—	—	—
October 1-31	—	—	—	—
November 1-30	—	—	—	—
December 1-31	—	—	—	—
<b>2022 Total</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>

(1) Our Chairman of the Board of Directors Fernando Chico Pardo owns, directly or indirectly, 99.99% of CHPAF Holdings, S.A.P.I. de C.V., which purchased 8,217,694 Series B shares in the open market in June and December 2021.

**Item 16F. Change in Registrant’s Certifying Accountant.**

Not applicable.

**Item 16G. Corporate Governance**

Pursuant to Section 303A.11 of the Listed Company Manual of the New York Stock Exchange, we are required to provide a summary of the significant ways in which our corporate governance practices differ from those required for U.S. companies under the NYSE listing standards. We are a Mexican corporation with shares listed on the Mexican Stock Exchange. Our corporate governance practices are governed by our bylaws, the Securities Market Law and the regulations issued by the Mexican National Banking and Securities Commission. We also generally comply on a voluntary basis with the Mexican Code of Best Corporate Practices (*Código de Mejores Prácticas Corporativas*) as indicated below, which was created in January 2001 and amended in 2006 by a group of Mexican business leaders and was endorsed by the Mexican Banking and Securities Commission. On an annual basis, we file a report with the Mexican Banking and Securities Commission and the Mexican Stock Exchange regarding our compliance with the Mexican Code of Best Corporate Practices.

The table below discloses the significant differences between our corporate governance practices and the NYSE standards.

**NYSE Standards**

**Our Corporate Governance Practice**

**Director Independence.** *Majority of Board of Directors must be independent. §303A.01*

Pursuant to the Mexican Securities Market Law, we are required to have a board of directors composed of a maximum of twenty-one members, 25.0% of whom must be independent. Stockholders are required to make a determination as to the independence of our directors. Our bylaws provide that our Board of Directors must be composed of such odd number of members as determined by our shareholders at the annual meeting, which shall not be less than seven and shall be subject to the maximum limit set forth by the Mexican Securities Market Law. Currently, our board has eleven members, of which seven are independent under the Sarbanes-Oxley Act of 2002 and as qualified by our shareholders as provided in the Mexican Securities Market Law.

## NYSE Standards

## Our Corporate Governance Practice

The definition of independence applicable to us pursuant to the Mexican Securities Market Law differs in certain respects from the definition applicable to U.S. issuers under the NYSE rules.

**Executive Sessions.** *Non-management directors must meet regularly in executive sessions without management. Independent directors should meet alone in an executive session at least once a year. §303A.03*

Our non-management and independent directors are not required to meet in executive sessions and generally do not do so. Executive sessions are not expressly recommended by the Mexican Code of Best Corporate Practices.

None of our members of management are members of our Board of Directors nor our other committees.

**Audit and Corporate Practices Committee.** *Audit and Corporate Practices Committee satisfying the independence and other requirements of Rule 10A-3 under the Exchange Act and the more stringent requirements under the NYSE standards is required. §§303A.06, 303A.07*

We are in compliance with the independence requirements of Rule 10A-3, but the members of our Audit and Corporate Practices Committee are not required to satisfy the NYSE independence and other Audit and Corporate Practices Committee standards that are not prescribed by Rule 10A-3.

The principal characteristics of our Audit and Corporate Practices Committee are as follows:

- Our Audit and Corporate Practices Committee is composed of three members, all of whom are members of our Board of Directors.
- All of the members of our Audit and Corporate Practices Committee and the committee's Chairman are independent.
- The Chairman of the Audit and Corporate Practices Committee is appointed and/or removed exclusively by the general shareholders' meeting.
- Our Audit and Corporate Practices Committee operates pursuant to provisions in the Mexican Securities Market Law and our bylaws.
- Our Audit and Corporate Practices Committee submits an annual report regarding its activities to our Board of Directors and presents that report at the annual stockholders' meeting.

The duties of our Audit and Corporate Practices Committee include, among others, the following:

- overseeing of our internal auditing and controls systems,
- appointing, removing and supervising our external auditor,
- ensuring compliance with our bylaws by officers and directors of the company and its subsidiaries,
- making recommendations to the Nomination and Compensation Committee with respect to the removal of

**NYSE Standards**

**Our Corporate Governance Practice**

directors and officers for violations of the bylaws or any other applicable legal provision,

- overseeing compliance with the corporate governance provisions as set forth in the General Law of Business Companies (*Ley General de Sociedades Mercantiles*), and the Mexican Securities Market Law and protection of minority shareholder rights,
- overseeing related-party transactions, and
- preparing certain periodic reports for the Board of Directors pursuant to the Mexican Securities Market Law and our bylaws.

***Nominating/corporate governance and compensation committee.*** *Nominating/corporate governance committee of independent directors and compensation committee of independent directors are required. Compensation committee must approve executive officer compensation. Each committee must have a charter specifying the purpose, duties and evaluation procedures of the committee. §303A.04 and §303A.05*

Pursuant to the Mexican Securities Market Law, we are required to have a committee that performs corporate governance functions (*comité de prácticas societarias*). The board has vested all such functions and responsibilities in our Audit and Corporate Practices Committee.

The duties of our Audit and Corporate Practices Committee with regard to corporate practices are, among others, the following:

- evaluating the performance of relevant officers, reviewing related-party transactions, and determining the total compensation package of the chief executive officer.

We are not required to have a nominating or a compensation committee, but the Mexican Code of Best Corporate Practices recommends that companies have an evaluation and compensation committee. Our bylaws provide for a Nominations and Compensation Committee, which we believe carries out the principal duties of an evaluation and compensation committee and a nominating/corporate governance committee.

The duties of our Nomination and Compensation Committee include, among others, the following:

- proposing individuals to serve as directors at the shareholders meeting,
- proposing individuals to serve as officers to the Board of Directors,
- proposing compensation for directors and officers at the shareholders' meeting or to the Board of Directors, as applicable,
- proposing for consideration at the shareholders' meeting the removal of members of the Board of Directors and officers, and

**NYSE Standards**

**Our Corporate Governance Practice**

- submitting an annual report on its activities to the Board of Directors and the shareholders.

The Nomination and Compensation Committee is currently composed of three members who are appointed by the shareholders at the shareholders' meeting. Pursuant to our bylaws, at least one member is appointed by the Series B shareholders and at least one member is appointed by the Series BB shareholders. Our Nomination and Compensation Committee is not required to be composed of independent directors.

***Equity compensation plans.*** *Equity compensation plans require shareholder approval, subject to limited exemptions. §303A.08*

Shareholder approval is not expressly required under our bylaws for the adoption and amendment of an equity-compensation plan. No equity-compensation plans have been approved by our shareholders.

***Code of Ethics.*** *Corporate governance guidelines and a code of business conduct and ethics is required, with disclosure of any waiver for directors or executive officers. §303A.09 and §303A.10*

We have adopted a code of ethics applicable to all of our directors and executive officers, which is available to you free of charge upon request and at [www.asur.com.mx](http://www.asur.com.mx). We are required by Item 16B of Form 20-F to disclose any waivers granted to our chief executive officer, chief financial officer and persons performing similar functions, as well as to our other officers/employees.

**Item 16H. Mine Safety Disclosure**

Not applicable.

**Item 16I. Jurisdictions that Prevent Inspections**

Not applicable.

### PART III

#### Item 17. Financial Statements

Not applicable.

#### Item 18. Financial Statements

See pages F-1 through F-7. The following is an index to the financial statements:

##### **Consolidated Financial Statements for Grupo Aeroportuario del Sureste, S.A.B. de C.V. and Subsidiaries**

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## Item 19. Exhibits

Documents filed as exhibits to this annual report:

<u>Exhibit No.</u>	<u>Description</u>
1.1	An English translation of the Amended and Restated Bylaws ( <i>Estatutos Sociales</i> ) of the Company (incorporated by reference to our Form 20-F/A filed on July 31, 2007).
2.1	Deposit Agreement among the Company, The Bank of New York and all registered holders from time to time of any American Depositary Receipts, including the form of American Depositary Receipt (incorporated by reference to our registration statement on Form F-1 (File No. 333-12486) filed on September 7, 2000).
2.2	Reserved.
2.3	Reserved.
2.4	Note Purchase Agreement among Aerostar Airport Holdings, LLC and the Purchasers listed in Schedule A thereto, dated March 21, 2013, for 5.75% Senior Notes due March 22, 2035 (incorporated by reference to our form 20-F filed on April 26, 2018).
2.5	Agreement to Furnish Debt Instruments.
2.d	Description of the registrant's securities registered pursuant to Section 12 of the Securities Exchange Act of 1934 (incorporated by reference to our Form 20-F filed on April 9, 2020).
3.1	Trust Agreement among the Company, ITA and Bancomext, together with an English translation (incorporated by reference to our registration statement on Form F-1 (File No. 333-12486) filed on September 7, 2000).
3.2	Amendment dated May 15, 2007 to the Trust Agreement dated November 18, 1998 among the Company, ITA and Bancomext, English translation (incorporated by reference to our Form 20-F/A filed on July 31, 2007).
3.3	Reserved.
4.1	Amended and Restated Cancún Airport Concession Agreement and annexes thereto, together with an English translation and a schedule highlighting the differences between this concession and the Company's other concessions (incorporated by reference to our registration statement on Form F-1 (File No. 333-12486) filed on September 7, 2000).
4.2	Reserved.
4.3	Reserved.
4.4	Reserved.
4.5	Technical Assistance and Transfer of Technology Agreement among the Company, Servicios Aeroportuarios del Sureste, S.A. de C.V., Aeropuerto de Cancún, S.A. de C.V., Aeropuerto de Cozumel, S.A. de C.V., Aeropuerto de Huatulco, S.A. de C.V., Aeropuerto de Mérida, S.A. de C.V., Aeropuerto de Minatitlán, S.A. de C.V., Aeropuerto de Oaxaca, S.A. de C.V., Aeropuerto de Tapachula, S.A. de C.V., Aeropuerto de Veracruz, S.A. de C.V., Aeropuerto de Villahermosa, S.A. de C.V., Triturados Basálticos y Derivados, S.A. de C.V., Copenhagen Airports, Cintra Concesiones de Infraestructuras de Transporte, S.A., VINCI, S.A. and ITA, together with an English translation (incorporated by reference to our registration statement on Form F-1 (File No. 333-12486) filed on September 7, 2000).

- 4.6 Amendment, dated January 1, 2008 to the Technical Assistance and Transfer of Technology Agreement among the Company, Grupo Servicios Aeroportuarios del Sureste, S.A. de C.V., Aeropuerto de Cancún, S.A. de C.V., Aeropuerto de Cozumel, S.A. de C.V., Aeropuerto de Huatulco, S.A. de C.V., Aeropuerto de Mérida, S.A. de C.V., Aeropuerto de Minatitlán, S.A. de C.V., Aeropuerto de Oaxaca, S.A. de C.V., Aeropuerto de Tapachula, S.A. de C.V., Aeropuerto de Veracruz, S.A. de C.V., Aeropuerto de Villahermosa, S.A. de C.V., Copenhagen Airports, Fernando Gerardo Chico Pardo and ITA (incorporated by reference to our Form 20-F filed on July 20, 2008).
- 4.7 Share Sale and Purchase Agreement dated as of March 23, 2017 between Aeropuerto de Cancún S.A. de C.V. and Procopal S.A., English translation, and portions of which have been omitted pursuant to a request for confidential treatment (incorporated by reference to our Form 20-F filed on April 28, 2017). Such omitted portions have been filed separately with the Securities and Exchange Commission.
- 4.8 Share and Share Usufruct Rights Purchase Agreement dated as of March 23, 2017 among Aeropuerto de Cancún S.A. de C.V., Jaloy S.A. and IT S.A., English translation, and portions of which have been omitted pursuant to a request for confidential treatment (incorporated by reference to our Form 20-F filed on April 28, 2017). Such omitted portions have been filed separately with the Securities and Exchange Commission.
- 4.9 Share Sale and Purchase Agreement dated as of March 23, 2017 between Aeropuerto de Cancún S.A. de C.V. and Bosanova Finance Development Corp., English translation, and portions of which have been omitted pursuant to a request for confidential treatment (incorporated by reference to our Form 20-F filed on April 28, 2017). Such omitted portions have been filed separately with the Securities and Exchange Commission.
- 4.10 Share Sale and Purchase Agreement dated as of March 23, 2017 among Aeropuerto de Cancún S.A. de C.V., Tamaco Arango y CIA S.C.A., José Roberto Arango Pava and M.R. Londono y CIA S.C.A., English translation, and portions of which have been omitted pursuant to a request for confidential treatment (incorporated by reference to our Form 20-F filed on April 28, 2017). Such omitted portions have been filed separately with the Securities and Exchange Commission.
- 4.11 Share Purchase Agreement dated as of April 6, 2017 between Aeropuerto de Cancún S.A. de C.V. and Fiduciaria Bancolombia S.A. Sociedad Fiduciaria, English translation, and portions of which have been omitted pursuant to a request for confidential treatment (incorporated by reference to our Form 20-F filed on April 28, 2017). Such omitted portions have been filed separately with the Securities and Exchange Commission.
- 4.12 Share Purchase Agreement dated as of April 6, 2017 among Aeropuerto de Cancún S.A. de C.V., Fiduciaria Bancolombia S.A. Sociedad Fiduciaria and Nexus Infraestructura S.A.S., English translation, and portions of which have been omitted pursuant to a request for confidential treatment (incorporated by reference to our Form 20-F filed on April 28, 2017). Such omitted portions have been filed separately with the Securities and Exchange Commission.
- 4.13 Share Purchase Agreement dated as of April 6, 2017 between Aeropuerto de Cancún S.A. de C.V. and Pedro Ramón Emiliani Catinchi., English translation, and portions of which have been omitted pursuant to a request for confidential treatment (incorporated by reference to our Form 20-F filed on April 28, 2017). Such omitted portions have been filed separately with the Securities and Exchange Commission.
- 4.14 Share Purchase Agreement dated as of April 6, 2017 between Aeropuerto de Cancún S.A. de C.V. and Supertiendas y Droguerías Olímpica S.A., English translation, and portions of which have been omitted pursuant to a request for confidential treatment (incorporated by reference to our Form 20-F filed on April 28, 2017). Such omitted portions have been filed separately with the Securities and Exchange Commission.
- 4.15 Share Purchase Agreement dated as of April 6, 2017 among Aeropuerto de Cancún S.A. de C.V., Supertiendas y Droguerías Olímpica S.A., Portales Urbanos S.A. and Sociedad Colombiana de Inversiones Comerciales S.A., English translation, and portions of which have been omitted pursuant to a request for confidential treatment (incorporated by reference to our Form 20-F filed on April 28, 2017). Such omitted portions have been filed separately with the Securities and Exchange Commission.

- 4.16 Luis Muñoz Marín International Airport Lease Agreement dated as of July 24, 2012 by and between the Puerto Rico Ports Authority and Aerostar Airport Holdings LLC and Amendments No. 1 and No. 2 thereto (incorporated by reference to our form 20-F filed on April 26, 2018).
- 4.17 An English translation of the Concession for the Administration, Operation, Commercial Exploitation, Adjustments, Modernization and Maintenance of the Enrique Olaya Herrera Airport, José María Córdova International Airport, Los Garzones Airport, Antonio Roldán Betancourt Airport, El Caraño Airport and Las Brujas Airport (Concession Agreement No. 8000011-OK), by and among the Special Administrative Unit of Civil Aeronautics and Sociedad Operadora de Aeropuertos Centro Norte, S.A., dated March 13, 2008 (incorporated by reference to our form 20-F filed on April 26, 2018).
- 8.1 List of material subsidiaries of the Company.
- 11.1 Code of Ethics (incorporated by reference to our Form 20-F filed on June 16, 2004).
- 12.1 Certification of Chief Financial Officer and Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 13.1 Certifications of Chief Financial Officer and Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101.INS XBRL Instance Document
- 101.SCH XBRL Taxonomy Extension Schema Document
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF XBRL Taxonomy Extension Definition Linkbase Document
- 101.LAB XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document
- 104 Cover Page Interactive Data File. Formatted in Inline XBRL and contained in exhibit 101.

*SIGNATURES*

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

Grupo Aeroportuario del Sureste, S.A.B. de C.V.

By: /s/ Adolfo Castro Rivas

Name: Adolfo Castro Rivas

Title: Chief Executive Officer

Dated: April 17, 2023

**Grupo Aeroportuario del Sureste, S. A. B. de C. V. and subsidiaries**  
Consolidated Financial Statements  
December 31, 2020, 2021 and 2022

**Grupo Aeroportuario del Sureste, S. A. B. de C. V. and subsidiaries**

Index

December 31, 2020, 2021 and 2022

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## **Report of Independent Registered Public Accounting Firm**

To the Board of Directors and Stockholders of  
Grupo Aeroportuario del Sureste, S. A. B. de C. V.

### ***Opinions on the Financial Statements and Internal Control over Financial Reporting***

We have audited the accompanying consolidated statements of financial position of Grupo Aeroportuario del Sureste, S. A. B. de C. V. and its subsidiaries (the “Company”) as of December 31, 2022 and 2021, and the related consolidated statements of comprehensive income, changes in stockholders’ equity and cash flows for each of the three years in the period ended December 31, 2022, including the related notes (collectively referred to as the “consolidated financial statements”). We also have audited the Company’s internal control over financial reporting as of December 31, 2022, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2022 in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2022, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

### ***Basis for Opinions***

The Company’s management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management’s Annual Report on Internal Control Over Financial Reporting appearing under Item 15. Our responsibility is to express opinions on the Company’s consolidated financial statements and on the Company’s internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

### ***Definition and Limitations of Internal Control over Financial Reporting***

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### ***Critical Audit Matters***

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

### ***Regulated Revenues - Compliance with the Price Regulation Maximum Rate Stated in the Mexican Concession Agreements***

As described in Notes 3, 18 and 19 to the consolidated financial statements, the Company recognized total regulated revenues for the year ended December 31, 2022 of Ps.10,358 million, which was derived from airports operated in Mexico. Revenue is measured based on the consideration specified in the tariff regulating system applicable to airports in Mexico for each performance obligation identified. As disclosed by management, the system of price regulation applicable to the Company's Mexican airports establishes an annual maximum rate for each airport for each year through December 31, 2023, which is the maximum annual amount of revenues per workload unit (equal to one passenger or 100 kg (220 pounds) of cargo) that the Company may earn at each airport from services subject to price regulation. If the maximum annual rate is exceeded, the government authorities could revoke one or more of the Company's airport concessions in Mexico. Management monitors and adjusts its income on a regular basis in order for its annual invoicing not to exceed the maximum rate limits at each of the airports operated by the Company in Mexico. Determining whether revenues are in excess of the maximum rates established in the concession is complex and management must obtain specific information, such as passenger traffic and cargo statistics, as well as inputs such as the National Producer Price Index (excluding oil), authorized rates for airport services and the Rate for Airport Use published by the Mexican regulator.

The principal considerations for our determination that performing procedures relating to compliance with the price regulation maximum rate stated in the Mexican concession agreements is a critical audit matter are the significant auditor effort in performing procedures and evaluating the inputs related to the passenger traffic and cargo statistics, authorized rates for airport services and the Rate for Airport Use used by management in determining compliance with the maximum rate limit for each airport in Mexico.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the revenue recognition process for passenger rates at the Company's Mexican airports, including controls over the maximum rate determination and ongoing monitoring of revenues for compliance with the price regulation. These procedures also included, among others (i) testing management's process for determining the Company's compliance with the maximum annual rate limit for each airport in Mexico, and (ii) evaluating the reasonableness of the inputs related to the passenger traffic and cargo statistics, authorized rates for airport services and the Rate for Airport Use. Evaluating the inputs related to passenger traffic and cargo statistics involved evaluating whether the data used by management was reasonable considering consistency with evidence provided by the airlines in the inbound and outbound manifests. Evaluating the inputs related to the authorized rates for airport services and the Rate for Airport Use involved evaluating whether the data used by management was reasonable by comparing the rates to the rates published by the Mexican regulator.

/S/PricewaterhouseCoopers, S. C.

/S/C.P.C. Fabián Mateos Aranda  
Audit Partner  
Mexico City, April 17, 2023

We have served as the Company's auditor since 1998.

**Grupo Aeroportuario del Sureste, S. A. B. de C. V. and subsidiaries**  
Consolidated Statements of Financial Position  
December 31, 2021 and 2022

*Thousands of Mexican pesos*

	<b>December 31,</b>	
	<b>2021</b>	<b>2022</b>
<b>Assets</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents (Note 5)	Ps. 8,770,062	Ps. 13,174,991
Restricted cash (Note 5.1)	123,081	1,420,728
Accounts receivable - Net (Note 6)	1,878,238	2,541,923
Receivable from third parties	105,000	148,618
Recoverable income taxes (Note 13)	142,970	181,619
Creditable value added tax	274,366	262,015
Inventory	57,101	64,716
Other assets	311,282	285,560
<b>Total current assets</b>	<b>11,662,100</b>	<b>18,080,170</b>
<b>NON-CURRENT ASSETS:</b>		
Land, furniture and equipment - Net (Note 7)	184,590	171,004
Intangible assets, airport concessions and goodwill - Net (Note 8)	53,973,349	52,658,081
Investment in joint venture accounted for by the equity method (Note 17.2 f)	10,689	10,266
<b>Total assets</b>	<b>Ps. 65,830,728</b>	<b>Ps. 70,919,521</b>
<b>Liabilities and Stockholders' Equity</b>		
<b>CURRENT LIABILITIES:</b>		
Bank loans (Note 10)	Ps. 224,472	Ps. 1,492,781
Short term debt (Note 11)	353,672	377,215
Income tax payable	719,295	879,473
Accounts payable and accrued expenses (Note 9)	2,488,959	2,814,504
<b>Total current liabilities</b>	<b>3,786,398</b>	<b>5,563,973</b>
<b>NON-CURRENT LIABILITIES:</b>		
Bank loans (Note 10)	6,603,006	3,442,804
Long-term debt (Note 11)	6,598,397	9,891,961
Deferred income tax (Note 13)	3,044,632	2,972,522
Employee benefits obligations	28,239	32,654
<b>Total liabilities</b>	<b>20,060,672</b>	<b>21,903,914</b>
<b>STOCKHOLDERS' EQUITY (Note 12):</b>		
Capital stock	7,767,276	7,767,276
Capital reserves	13,544,107	13,839,964
Other comprehensive income	313,582	(717,910)
Retained earnings	15,551,586	20,731,444
Controlling interest	37,176,551	41,620,774
Non-Controlling interest	8,593,505	7,394,833
<b>Total stockholders' equity</b>	<b>45,770,056</b>	<b>49,015,607</b>
<b>Total liabilities and stockholders' equity</b>	<b>Ps. 65,830,728</b>	<b>Ps. 70,919,521</b>

The accompanying notes are an integral part of these consolidated financial statements.

**Grupo Aeroportuario del Sureste, S. A. B. de C. V. and subsidiaries**  
Consolidated Statements of Comprehensive Income – by Expense Function  
For the periods ended on December 31, 2020, 2021 and 2022

*Thousands of Mexican pesos, except earnings per share*

	<b>For the period ended December 31,</b>		
	<b>2020</b>	<b>2021</b>	<b>2022</b>
Revenue (Notes 3 and 19.1):			
Aeronautical services	Ps. 5,412,418	Ps. 9,408,599	Ps. 14,072,517
Non-aeronautical services	3,555,227	6,229,896	8,548,671
Construction services (Note 3.1.3)	3,657,086	3,146,166	2,692,694
<b>Total revenue</b>	<b>12,624,731</b>	<b>18,784,661</b>	<b>25,313,882</b>
Operating costs and expenses (Note 4):			
Cost of aeronautical and non-aeronautical services	5,617,415	6,717,665	7,982,210
Cost of construction services	3,657,086	3,146,166	2,692,694
Administrative expenses	232,935	263,156	287,061
<b>Total operating costs and expenses</b>	<b>9,507,436</b>	<b>10,126,987</b>	<b>10,961,965</b>
Other Income (Note 3.2)	158,881	—	346,232
Operating profit	3,276,176	8,657,674	14,698,149
Interest income	262,370	202,146	450,261
Interest expense	(926,312)	(842,386)	(855,518)
Exchange income on foreign currency	334,150	373,434	371,228
Exchange loss on foreign currency	(89,074)	(264,833)	(579,387)
	(418,866)	(531,639)	(613,416)
Equity in the results of joint venture accounted for by the equity method	(1,618)	—	—
<b>Net income before income taxes</b>	<b>2,855,692</b>	<b>8,126,035</b>	<b>14,084,733</b>
Income taxes (Note 13):			
Income tax	729,155	1,728,507	3,438,809
<b>Net income for the year</b>	<b>Ps. 2,126,537</b>	<b>Ps. 6,397,528</b>	<b>Ps. 10,645,924</b>
Net income for the year attributable to:			
Controlling interest	Ps. 1,972,319	Ps. 5,983,747	Ps. 9,986,548
Non-Controlling interest	154,218	413,781	659,376
	<b>Ps. 2,126,537</b>	<b>Ps. 6,397,528</b>	<b>Ps. 10,645,924</b>
Other comprehensive income:			
Items that will not be reclassified to income for the period:			
Remeasurement of labor obligations	Ps. (5,146)	Ps. (1,895)	Ps. (1,833)
Items that might be reclassified to income for the period:			
Effect of the foreign currency translation in subsidiaries	800,638	144,217	(1,767,962)
<b>Total comprehensive income for the year</b>	<b>Ps. 2,922,029</b>	<b>Ps. 6,539,850</b>	<b>Ps. 8,876,129</b>
Comprehensive income for the year attributable to:			
Controlling interest	Ps. 2,507,828	Ps. 5,973,567	Ps. 8,953,223
Non-Controlling interest	414,201	566,283	(77,094)
<b>Total comprehensive income for the year</b>	<b>Ps. 2,922,029</b>	<b>Ps. 6,539,850</b>	<b>Ps. 8,876,129</b>
Basic and diluted earnings per share expressed in Mexican Pesos (Note 17.19)	<b>Ps. 6.57</b>	<b>Ps. 19.95</b>	<b>Ps. 33.29</b>

The accompanying notes are an integral part of these consolidated financial statements.

**Grupo Aeroportuario del Sureste, S. A. B. de C. V. and subsidiaries**  
Consolidated Statement of Changes in Stockholders' Equity  
December 31, 2020, 2021 and 2022

*Thousands of Mexican pesos except dividend per share*

	Capital stock	Capital reserves		Other comprehensive income	Retained earnings	Non-controlling interest	Total stockholders' equity
		Legal reserve	Reserve for repurchase of shares				
Balances at January 1, 2020	Ps. 7,767,276	Ps. 1,616,533	Ps. 11,554,572	Ps. (218,788)	Ps. 10,438,563	Ps. 7,613,021	Ps. 38,771,177
Comprehensive income:							
Net profit for the year	—	—	—	—	1,972,319	154,218	2,126,537
Effect of foreign currency translation in subsidiaries	—	—	—	540,655	—	259,983	800,638
Remeasurement of labor obligations	—	—	—	—	(5,146)	—	(5,146)
Total comprehensive income	—	—	—	540,655	1,967,173	414,201	2,922,029
Transfers to legal reserve	—	274,126	—	—	(274,126)	—	—
Balances at December 31, 2020	<u>7,767,276</u>	<u>1,890,659</u>	<u>11,554,572</u>	<u>321,867</u>	<u>12,131,610</u>	<u>8,027,222</u>	<u>41,693,206</u>
Comprehensive income:							
Net profit for the year	—	—	—	—	5,983,747	413,781	6,397,528
Effect of foreign currency translation in subsidiaries	—	—	—	(8,285)	—	152,502	144,217
Remeasurement of labor obligations	—	—	—	—	(1,895)	—	(1,895)
Total comprehensive income	—	—	—	(8,285)	5,981,852	566,283	6,539,850
Transfers to legal reserve	—	98,876	—	—	(98,876)	—	—
Transactions with shareholders:							
Dividends paid on October 1, 2021 (Ps.8.21 per share) (Note 12)	—	—	—	—	(2,463,000)	—	(2,463,000)
Balances at December 31, 2021	<u>7,767,276</u>	<u>1,989,535</u>	<u>11,554,572</u>	<u>313,582</u>	<u>15,551,586</u>	<u>8,593,505</u>	<u>45,770,056</u>
Comprehensive income:							
Net profit for the year	—	—	—	—	9,986,548	659,376	10,645,924
Effect of foreign currency translation in subsidiaries	—	—	—	(1,031,492)	—	(736,470)	(1,767,962)
Remeasurement of labor obligations	—	—	—	—	(1,833)	—	(1,833)
Total comprehensive income	—	—	—	(1,031,492)	9,984,715	(77,094)	8,876,129
Transfers to legal reserve	—	295,857	—	—	(295,857)	—	—
Aerostar's Capital reimbursement, non-controlling interest (Note 17.2)	—	—	—	—	—	(845,245)	(845,245)
Aerostar dividend paid, non-controlling interest (Note 17.2)	—	—	—	—	—	(276,333)	(276,333)
Transactions with shareholders:							
Ordinary and extraordinary dividends paid on June 1, 2022 (Ps.9.03 and Ps.6.00 per share) (Note 12)	—	—	—	—	(4,509,000)	—	(4,509,000)
Balances at December 31, 2022	<u>Ps. 7,767,276</u>	<u>Ps. 2,285,392</u>	<u>Ps. 11,554,572</u>	<u>Ps. (717,910)</u>	<u>Ps. 20,731,444</u>	<u>Ps. 7,394,833</u>	<u>Ps. 49,015,607</u>

The accompanying notes are an integral part of these consolidated financial statements.

**Grupo Aeroportuario del Sureste, S. A. B. de C. V. and subsidiaries**  
Consolidated Statements of Cash Flows  
For the periods ended on December 31, 2020, 2021 and 2022

*Thousands of Mexican pesos*

	<b>For the period ended December 31,</b>		
	<b>2020</b>	<b>2021</b>	<b>2022</b>
<b>Operating activities</b>			
Income before income taxes	Ps. 2,855,692	Ps. 8,126,035	Ps. 14,084,733
Adjustments for:			
Depreciation and amortization (Notes 4, 7 and 8)	1,934,766	1,993,342	2,059,237
Loss on disposal of land	—	15,766	—
Interest income	(262,370)	(202,146)	(450,261)
Interest expense	926,312	842,386	855,518
Exchange loss	89,074	264,833	579,388
Exchange gain	(334,150)	(373,434)	(371,228)
Working capital variations:			
Accounts receivable (Note 6)	(452,636)	(760,499)	(1,016,389)
Recoverable taxes and other current assets	(126,730)	(308,953)	(686,745)
Trade accounts payable and other liabilities (Note 9)	(152,619)	1,619,104	741,374
	<u>4,477,339</u>	<u>11,216,434</u>	<u>15,795,627</u>
Income taxes paid (Note 13)	(1,540,196)	(869,409)	(2,277,190)
Net cash flows generated from operating activities	<u>2,937,143</u>	<u>10,347,025</u>	<u>13,518,437</u>
<b>Investing activities</b>			
Improvements to assets under concession and acquisition of furniture and equipment (Note 8)	(3,328,560)	(3,692,485)	(2,775,773)
Collection for disposal of land	—	286,283	—
Loans granted to third parties	—	(105,000)	(35,100)
Investment in joint venture (Note 17.2 f)	(10,556)	—	—
Interest received	273,642	201,842	385,852
Restricted cash (Note 5.1)	189,474	(118,206)	(122,025)
Net cash flows used in investing activities	<u>(2,876,000)</u>	<u>(3,427,566)</u>	<u>(2,547,046)</u>
<b>Financing activities</b>			
Bank loans received (Note 10)	306,241	4,650,000	—
Restricted cash (Note 5.1)	—	—	(1,175,622)
Obtainment of long-term debt (Note 11)	—	—	3,947,522
Bank loans paid (Note 10)	(245,520)	(4,429,334)	(1,498,076)
Lease payments - Principal portion	(6,113)	(6,216)	(7,078)
Long-term debt paid (Note 11)	(253,925)	(220,961)	(222,568)
Interest paid (Note 20)	(942,993)	(908,698)	(1,079,621)
Dividends paid and capital reimbursement (non-controlling interest) (Note 17.2)	—	—	(1,585,960)
Dividends paid (Note 12)	—	(2,463,000)	(4,509,000)
Net cash flows (used) from financing activities	<u>(1,142,310)</u>	<u>(3,378,209)</u>	<u>(6,130,403)</u>
(Decrease) Increase in cash and cash equivalents	(1,081,167)	3,541,250	4,840,988
Cash and cash equivalents at the beginning of the year	6,192,679	5,192,628	8,770,062
Exchange gain (loss) on cash and cash equivalents	81,116	36,184	(436,059)
Cash and cash equivalents at the end of the year	<u>Ps. 5,192,628</u>	<u>Ps. 8,770,062</u>	<u>Ps. 13,174,991</u>

The accompanying notes are an integral part of these consolidated financial statements.

*Figures expressed in thousands of Mexican pesos (Ps.) and thousands of US dollars (USD),  
except for number of shares, earnings per share and exchange rates where noted*

## **Note 1 - Overview:**

Grupo Aeroportuario del Sureste, S. A. B. de C. V. (ASUR or the Company) is a Mexican company that was incorporated in April 1998 as a wholly-owned entity of the federal public government to administer, operate, maintain and exploit nine airports in the Southeast of Mexico. The nine airports are located in the following cities: Cancún, Cozumel, Mérida, Huatulco, Oaxaca, Veracruz, Villahermosa, Tapachula and Minatitlán. ASUR and its subsidiaries are collectively referred to as “the Company”, “ASUR” or “the Group”.

The Company operated two companies that provide administrative services: Servicios Aeroportuarios del Sureste, S. A. and C. V. and RH Asur, S. A. de C. V. In addition, Aeropuerto de Cancún, S. A. de C. V. (Cancún Airport) has a more than 95% stake in the following subsidiaries: Caribbean Logistic, S. A. de C. V., Cargo RF, S. A. de C. V. and Cancún Airport Services, S. A. de C. V., companies providing storage services, handling services, warehousing and custody of foreign trade merchandise and the related to the premises inspected at airports concessioned to third parties, as well as Cancún Airport Services, S. A. de C. V., whose main activity is to establish and operate shops, establishments and stores for the sale of all kinds of products.

In June 1998, the Mexican Department of Communications and Transportation (SCT by its Spanish initials) granted to the Company’s subsidiaries concessions to administer, operate, exploit and develop the nine Southeast airports over a period of 50 years commencing on November 1, 1998. The term of the concessions may be extended by the parties under certain circumstances, in accordance with Article 15 of the Airports Law that establishes, among other things: 1) it had fulfilled the conditions set out in the respective title; 2) if requested before the five years of the concession’s validity begun, and 3) accept the new conditions.

Notwithstanding the Company’s rights to administer, operate, exploit, develop and, if applicable, build the nine airports pursuant to the Mexican General Law of National Assets; all the land, furniture and permanent fixed assets located in the airports are the property of the Mexican federal government. Upon expiration of the Company’s concessions, these assets, including any improvements made during the term of the concessions, automatically revert to the Mexican federal government.

Through its subsidiary Cancún Airport, the Company holds 60% of the shares of Aerostar Airport Holding, LLC (Aerostar), which operates and manages Aeropuerto Internacional Luis Muñoz Marín (LMM Airport) in San Juan, Puerto Rico, and 100% of the shares of Sociedad Operadora de Aeropuertos Centro Norte, S. A. (Airplan), domiciled in the city of Medellín, Colombia, which operates and administers, through a single concession (contract 8000011-OK), the following six Airports: Enrique Olaya Herrera in Medellín, José María Córdova in Rionegro, El Caraño in Quibdó, Los Garzones in Montería, Antonio Roldán Betancourt in Carepa and Las Brujas in Corozal.

As of December 31, 2020, the Company's outstanding capital stock was held by the investing public (66.54%), and placed in New York (NYSE) and Mexico (BMV), Inversiones and Airport Techniques, SAPI de C.V. (ITA) (7.65%), CHPAF Holdings, S.A.P.I de C. V. (13.51%), and Inversiones Productivas Kierke, S. A. de C. V. (12.31%).

At December 31, 2021 and 2022, the Company’s outstanding capital stock was held by the investing public (60.63% and 66.54%, respectively) and has been paced at securities market in New York (NYSE) and México (BMV), Inversiones y Técnicas Aeroportuarias, S. A. P. I. de C. V. (ITA) (7.65% in both years), CHAPF Holdings, S.A.P.I. de C. V. (13.51% and 19.41%, respectively), and Inversiones Productivas Kierke, S. A. de C. V. (12.31% in both years). Shareholding is divided amongst different shareholders, without there being an individual or a particular group that controls the Company directly. Shareholding is divided amongst different shareholders, without there being an individual or a particular group that controls the Company directly.

### **Recovery from the effects of COVID-19 on the Company.**

Due to the declaration of COVID-19 as a global health emergency, the Company’s daily operations were impacted, mainly in the year 2020, as a consequence of the social distancing requirements, the recommendations of the authorities to stay at home and government travel restrictions. During 2021 and 2022 the Company presented a recovery compared to the previous year, highlighting the following:

- a. Mexico. - In 2021, there was a recovery in passenger traffic compared to 2020. The total increase in passengers in 2021 in Mexico was 76.28% compared to 2020. In 2022, the increase in passenger traffic in Mexico continued. (See Note 3).
- b. Colombia. - In 2021, there was a recovery in passenger traffic compared to 2020. The total increase in passengers in 2021 was 149.82% compared to 2020. In 2022, the increase in passenger traffic in Colombia continued. (See Note 3).

- c. Puerto Rico. - In 2021, there was a recovery in passenger traffic compared to 2020. The total increase in passengers in 2021 was 99.83% compared to 2020. In 2022, the increase in passenger traffic in Puerto Rico continued. (See Note 3).
- d. Clients. - Due to COVID-19 pandemic, the Company entered into agreements with clients to extend the payment term for accounts receivable in Mexico and Airplan. As of December 31, 2021, the balance in Mexico amounted to Ps.4,463 while Airplan's notes receivable were settled by clients. In 2022 the total balance of these agreements was settled. (See Note 6.2).
- e. Impairment of accounts receivable. - The consolidated accounts receivable impairment reserve shows a net decrease in 2021 of Ps.28,519. The impact in the accounts receivable impairment reserve for the year 2021, was reflected in Mexico, with an increase of Ps.9,331, a decrease of Ps.36,275 in Aerostar, while Airplan reflected an increase of Ps.1,575. In 2022 there were no significant movements in the consolidated accounts receivable impairment reserve. (See Note 6.3).
- f. Mexico's concession. - On March 31, 2021, the Federal Civil Aviation Agency in Mexico (AFAC) authorized the reduction and modification of the Capital investments provided for in the Master Development Plan (MDP) for the period 2019-2023. (See Note 15 b).
- g. Bank loans. - a) On June 29, 2020, Mexico obtained BBVA Bancomer's approval for a Ps.1,500,000 credit line, over a term of eighteen months as from that date, which was not used, as of December 31, 2021 and has therefore expired. b) On September 29, 2021, the loan with Santander for Ps.2,000,000 was prepaid and a new loan was obtained for Ps.2,650,000 at the 28-day THIE rate plus 150 basis points maturing on September 28, 2024 and c) On October 13, 2021 the Ps.1,960,000 loan with BBVA Bancomer was repaid and on October 15, 2021, BBVA Mexico granted a credit for the amount of Ps.2,000,000 to be used for corporate expenses with a term of 7 years, ending on October 13, 2028, at an annual interest rate equivalent to the 28-day THIE rate plus an applicable margin. During 2022, while no new bank loans were obtained, Aerostar issued secured bonds. (See Notes 10 and 11).
- h. At the General Meeting of Stockholders held on April 23, 2020, the Company's shareholders agreed to delegate the power to decree and pay ordinary dividends to the Board of Directors, in to amount of Ps.2,463,000 which were approved on June 29, 2021 and paid on October 1, 2021. In 2022 net ordinary dividends of Ps.2,709,000 were declared and paid, as well as an extraordinary dividend of Ps.1,800,000. (See Note 12).
- i. Airplan did not comply with its financial commitments on September 30 and December 31, 2020. In 2021, all the members of the syndicated loan agreement granted waivers to the Company until the first quarter of 2022, however as of December 31, 2021 as well as in each quarter of 2022, the Company complied with its financial commitments. (See Note 10).
- j. Revenue. - During 2021 and 2022, in line with the increase in passenger traffic, there was an increase in consolidated revenues, excluding construction revenues, of 74.4% and 44.7% compared to 2020 and 2021, respectively, and during 2021 and 2022 they present an increase in passenger traffic and as well as an increase in consolidated revenues, excluding construction revenues, of 0.3% and 45.1% respectively compared to the year ended December 31, 2019. Consolidated aeronautical revenues showed an increase in 2021 and 2022 compared to and increase of 73.8% and 49.6% in 2020 and 2021, respectively, and compared to 2019, a decrease of 2.0% and an increase of 46.6%, respectively, while non-aeronautical revenues reflected an increase of 75.2% and 37.2% in 2021 and 2022 compared to 2020 and 2021, respectively, and an increase of 4.0% and 42.8%, respectively, compared to 2019. (See Note 3).
- k. Grants. - In 2020 Aerostar received a grant offer from the Federal Aviation Administration (FAA) under the Federal CARES Act approved by the United States Government for a total amount of USD33,417 (approximately Ps.717,590). During 2020 the subsidiary received USD17,125 (approximately Ps.367,752) and during 2021 the subsidiary received USD16,292 (approximately Ps.333,477). As of December 31, 2021, the Company has requested and obtained all the resources under this program. (See Notes 4.1 and 17.22).

On February 18, 2021, official confirmation was received from the FAA granting Aerostar approval for Federal assistance under the Coronavirus Response and Relief Supplemental Appropriation Act (CRRSA Act) for a total amount of USD10,577 (approximately Ps.210,574). During 2022 and 2021, the Company received the amount of USD9,595 and USD983, respectively (approximately Ps.196,376 and Ps.20,122 in 2022 and 2021, respectively), for reimbursements of verifications presented to the authority, which are presented net of the expense or cost corresponding to 2022 and 2021. As of December 31, 2022 and 2021 there are no unfulfilled conditions or other contingencies related to these grants. (See Notes 4.1 and 17.22).

On November 5, 2021, the FAA provided subsidiary Aerostar an airport rescue grant offer under the American Rescue Plan Act (ARPA) for a total amount of USD35,716 (approximately Ps.731,106). During 2022 the Company received USD17,515 (approximately Ps.350,901). As of December 31, 2022 and 2021, there are no unfulfilled conditions or other contingencies related

to these grants. As of December 31, 2021, the Company has not used these resources and did not directly benefit from any other form of government assistance. (See Notes 4.1 and 17.22).

The most significant effects on the Company's consolidated financial statements have been overcome and during 2022 there were no adverse impacts caused by the COVID-19 pandemic.

## Note 2 - Segment information:

The Company is a Mexican entity that was incorporated in April 1998 as a wholly-owned entity of the federal public government to administrate, operate, maintain and develop nine airports in the Southeast of Mexico. The nine airports are located in the following cities: Cancun, Cozumel, Mérida, Huatulco, Oaxaca, Veracruz, Villahermosa, Tapachula and Minatitlán. The Company operated two companies that provide administrative services: Servicios Aeroportuarios del Sureste, S. A. and C. V. and RH Asur, S. A. de C. V. During 2021 the employees were transferred to the corresponding airport in Mexico where they provide their services. (See Note 4.2).

In addition, Cancun Airport hold an interest in the following subsidiaries: 100% in Caribbean Logistic, S. A. de C. V. and Cargo RF, S. A. de C. V., companies providing storage services, handling services, warehousing and custody of foreign trade merchandise and the related to the premises inspected at airports concessioned to third parties, as well as Cancun Airport Services, S. A. de C. V., whose main activity is to establish and operate shops, for the sale of all type of products.

As mentioned in Note 1, the Company controls Aerostar and Airplan through its equity interest, namely 60% in Aerostar and 100% in Airplan.

See information by segments is shown as follows:

Year ended on December 31, 2020	Cancún	Aerostar (*)	Airplan (**)	Mérida	Villahermosa	Holding & Services	Other	Consolidation adjustments	Total
Revenue from contracts with clients:									
Aeronautical revenue	Ps. 2,218,230	Ps. 1,808,102	Ps. 488,981	Ps. 281,659	Ps. 132,751		Ps. 482,695		Ps. 5,412,418
Non-aeronautical revenue	2,252,157	740,450	296,961	90,431	42,103	Ps. 1,265,920	133,496	Ps. (1,266,291)	3,555,227
Revenue for construction services	1,855,747	353,686	6,918	728,718	154,155		557,862		3,657,086
Operating profit	2,079,965	923,518	(242,234)	95,167	40,020	327,631	52,109		3,276,176
Non-current assets	18,899,582	20,229,990	5,604,037	2,426,454	1,097,864	33,164,914	5,029,721	(33,757,400)	52,695,162
Total assets	22,406,388	21,630,906	6,090,371	2,913,304	1,345,826	33,834,595	5,947,221	(33,757,400)	60,411,211
Total liabilities	5,557,692	8,934,439	3,826,600	49,910	78,198	184,800	86,366		18,718,005
Improvements to assets under concession and acquisition of furniture and equipment in the period									
	1,720,381	400,500	6,918	570,940	118,736		511,085		3,328,560
Amortization and depreciation	(487,333)	(746,524)	(461,563)	(49,427)	(31,897)	(6,976)	(151,046)		(1,934,766)
Revenue recognized At point in time:									
Aeronautical revenue	1,888,076	953,715	459,655	254,210	120,688		439,320		4,115,664
Non-aeronautical revenue	319,367	142,135							461,502
Total	Ps. 2,207,443	Ps. 1,095,850	Ps. 459,655	Ps. 254,210	Ps. 120,688		Ps. 439,320		Ps. 4,577,166
Over a period time:									
Aeronautical revenue	330,154	854,387	29,326	27,449	12,063		43,375		1,296,754
Non-aeronautical revenue	1,932,790	598,315	296,961	90,431	42,103	1,265,920	133,496	(1,266,291)	3,093,725
Revenue for construction services	1,855,747	353,686	6,918	728,718	154,155		557,862		3,657,086
Total	Ps. 4,118,691	Ps. 1,806,388	Ps. 333,205	Ps. 846,598	Ps. 208,321	Ps. 1,265,920	Ps. 734,733	Ps. (1,266,291)	Ps. 8,047,565

(\*) Subsidiary located in Puerto Rico.

(\*\*) Subsidiary located in Colombia.

Year ended on December 31, 2021	Cancún	Aerostar (*)	Airplan (**)	Mérida	Villahermosa	Holding & Services	Other	Consolidation adjustments	Total
Revenue from contracts with clients:									
Aeronautical revenue	Ps. 4,644,489	Ps. 2,027,188	Ps. 1,174,762	Ps. 467,065	Ps. 211,238		Ps. 883,857		Ps. 9,408,599
Non-aeronautical revenue	4,038,222	1,394,346	450,604	129,797	49,410	Ps. 1,191,810	167,517	Ps. (1,191,810)	6,229,896
Revenue for construction services	1,210,514	231,301	6,261	795,208	123,936		778,946		3,146,166
Operating profit	5,406,719	1,526,642	430,817	247,576	95,027	546,457	404,436		8,657,674
Non-current assets	20,142,279	20,330,478	4,526,009	3,220,164	1,246,279	36,791,385	5,754,925	(37,842,891)	54,168,628
Total assets	26,169,097	22,988,431	5,556,098	3,562,271	1,456,118	37,190,823	6,750,781	(37,842,891)	65,830,728
Total liabilities	7,480,794	8,876,260	3,255,579	30,724	101,020	70,852	245,443		20,060,672
Improvements to assets under concession and acquisition of furniture and equipment in the period	1,535,850	230,344	4,537	899,603	179,968		826,417		3,676,719
Amortization and depreciation	(546,795)	(740,075)	(445,236)	(53,733)	(35,601)	(1,677)	(170,225)		(1,993,342)
Revenue recognized									
At point in time:									
Aeronautical revenue	4,009,238	1,588,161	1,142,604	429,884	191,766		814,057		8,175,710
Non-aeronautical revenue	687,390	316,942							1,004,332
Total	Ps. 4,696,628	Ps. 1,905,103	Ps. 1,142,604	Ps. 429,884	Ps. 191,766		Ps. 814,057		Ps. 9,180,042
Over a period time:									
Aeronautical revenue	635,251	439,027	32,158	37,181	19,472		69,800		1,232,889
Non-aeronautical revenue	3,350,832	1,077,404	450,604	129,797	49,410	1,191,810	167,517	(1,191,810)	5,225,564
Revenue for construction services	1,210,514	231,301	6,261	795,208	123,936		778,946		3,146,166
Total	Ps. 5,196,597	Ps. 1,747,732	Ps. 489,023	Ps. 962,186	Ps. 192,818	Ps. 1,191,810	Ps. 1,016,263	Ps. (1,191,810)	Ps. 9,604,619

(\*) Subsidiary located in Puerto Rico.

(\*\*) Subsidiary located in Colombia.

Year ended on December 31, 2022	Cancún	Aerostar (*)	Airplan (**)	Mérida	Villahermosa	Holding & Services	Other	Consolidation adjustments	Total
Revenue from contracts with clients:									
Aeronautical revenue	Ps. 7,515,691	Ps. 2,100,276	Ps. 2,027,061	Ps. 799,661	Ps. 316,367		Ps. 1,313,461		Ps. 14,072,517
Non-aeronautical revenue	5,854,262	1,598,601	652,280	168,802	64,553	Ps. 872,592	210,173	Ps. (872,592)	8,548,671
Revenue for construction services	910,812	411,152	12,922	553,361	105,690		698,757		2,692,694
Operating profit	9,022,518	2,149,776	1,233,502	557,128	193,390	806,419	735,416		14,698,149
Non-current assets	20,397,710	19,071,914	3,396,813	3,593,843	1,250,325	40,386,563	6,217,622	(41,475,439)	52,839,351
Total assets	30,024,926	23,292,857	4,924,236	4,043,180	1,497,541	41,149,776	7,462,444	(41,475,439)	70,919,521
Total liabilities	6,713,813	12,177,362	2,457,168	81,660	125,739	161,001	187,171		21,903,914
Improvements to assets under concession and acquisition of furniture and equipment in the period	1,062,108	440,627	12,695	476,164	50,654		733,525		2,775,773
Amortization and depreciation	(610,864)	(724,294)	(415,829)	(70,397)	(38,317)	906	(200,442)		(2,059,237)
Revenue recognized									
At point in time:									
Aeronautical revenue	6,628,035	1,411,532	1,967,114	745,695	290,593		1,214,455		12,257,424
Non-aeronautical revenue	1,085,461	337,190							1,422,651
Total	Ps. 7,713,496	Ps. 1,748,722	Ps. 1,967,114	Ps. 745,695	Ps. 290,593		Ps. 1,214,455		Ps. 13,680,075
Over a period time:									
Aeronautical revenue	887,656	688,744	59,947	53,966	25,774		99,006		1,815,093
Non-aeronautical revenue	4,768,801	1,261,411	652,280	168,802	64,553	872,592	210,173	(872,592)	7,126,020
Revenue for construction services	910,812	411,152	12,922	553,361	105,690		698,757		2,692,694
Total	Ps. 6,567,269	Ps. 2,361,307	Ps. 725,149	Ps. 776,129	Ps. 196,017	Ps. 872,592	Ps. 1,007,936	Ps. (872,592)	Ps. 11,633,807

(\*) Subsidiary located in Puerto Rico.

(\*\*) Subsidiary located in Colombia.

### Note 3 - Revenue from Contracts with Customers:

#### 3.1) Revenue recognition

Airports operated by the Company receive income from external clients for aeronautical services rendered to airlines and from rendering complementary services. The Company also recognizes income from construction services arising from concession agreements with government entities.

Following is a description of the principal types of service agreements from which the Company receives revenue.

### **3.1.1) Aeronautical services**

The Company operates airports in three countries (Mexico, Puerto Rico and Colombia), providing different aeronautical services involving principally the following performance obligations.

- a. Passenger fee rates (Airport Use Rate – TUA, by its initials in Spanish), which are calculated based on total outgoing passengers (other than diplomats, infants and passengers in transit) making use of air terminals operated by the Company.
- b. Landing rates, which contemplate landing services, the use of runways, taxiing strips, and bands.
- c. Platform use fees, based on the time an aircraft remains at a terminal after landing.
- d. Security services, calculated on the basis of the total number of incoming and outgoing passengers.
- e. Baggage inspection fee, calculated on the basis of total number of outgoing passengers.
- f. Use of passenger walkways, which consists of rendering passenger walkways service connecting an aircraft to the terminal after landing.
- g. Fee for the use of passenger documentation counters; the fee is applied on the basis of the holding of documentation for one-hour periods. After the first hour has elapsed, the fee is charged proportionately for 30-minute increments.

Revenue is measured based on the consideration specified in the tariff regulating system applicable to airports in each country for each performance obligation identified. In Mexico, these are regulated by the Secretariat of Communications and Transport (SCT), in Puerto Rico by the FAA and in Colombia by Aerocivil.

In its capacity as operator of the LMM Airport, Aerostar entered into Airport Use Agreements with the main airlines serving LMM Airport, referred to as “Signing Airlines”. The agreements have a term of 15 years, counted as from February 27, 2013, with an option to be terminated in advance by agreement of the parties. If, upon completion of the effective term, no new use agreements have been entered into, each of the Airport Use Agreements in force at that date will continue to be binding until new use agreements are signed.

Pursuant to the Airport Use Agreements, Aerostar is entitled to receive the following annual contributions from the airlines serving at LMM Airport:

- For the first year of the contract (i.e. the year ended on December 31, 2013), a contribution of USD62,000 (approximately Ps.1,268,966) multiplied by the number of effective days elapsed in that year, divided by the number of days of the year.
- For the following five years of the contract a contribution of USD62,000 per year,
- For the remaining years, the total annual contributions by the previous year, adjusted for inflation based on the non-underlying U.S. Consumer Price Index. As of December 31, 2020, 2021 and 2022, the contribution of the airlines was USD64,495 (Ps.1,391,462), USD65,907 (Ps.1,336,793) and USD67,030 (Ps.1,305,166), respectively.

Passenger, landing and security rates are recorded at a particular point in time, once the aircraft departure manifest has been delivered. Revenue arising from other performance obligations is recorded over time as the services are rendered.

#### Discounts

The Company may apply discounts to its rates, provided they are not discriminatory in the light of the laws in effect in the countries in which the Company operates. Discounts are granted based on the discount policy and conditions negotiated with the National Autotransportation Chamber (CANAERO), and regulated revenue must be delivered within a period of 30 days.

Revenues are recorded net of estimated discounts based on applicable rates.

The prompt-payment discount for regulated income principally TUA is established in each of the contracts signed with the airlines, and is subtracted from the aforementioned income. In 2020, 2021 and 2022, the discount amounted to Ps.44,561, Ps.88,787 and Ps.118,480, respectively.

#### Terms of payment

The airport service contracts stipulate a payment term of 30 days; in the case of fees charged to providers of services such as catering, handling, ground transportation, among others (complementary services), payments must be made on the first day of each month.

#### **3.1.2) Non-aeronautical services**

The Company generates revenue from non-aeronautical services, which involve basically the following performance obligations:

- a. Access rates to nonpermanent overland transportation based on the number of access events experienced by the transportation companies operated by third parties providing passenger transportation services at the terminal.
- b. Car parking, rates based on the time vehicles remain at public parking areas.
- c. Retail sales, recorded when a product is sold to a client and payment on the transaction is made at the time of purchase.

Revenue arising from access rates to overland transportation and retail sales are recorded at a particular point in time, to the extent that the performance obligation is satisfied and the promised goods and services are transferred, while parking area income is recorded over time.

#### Contracts for commercial income

IFRS 15 "Revenue from Contracts with Customers" must be applied to all contracts with clients. However, there are exceptions, such as contracts for the leasing of commercial space, which fall under IFRS 16 "Leases".

Leasing income (non-regulated activities) are considered complementary services to the supply of regulated services so there is no separate infrastructure other than the intangible recognized under Note 8, nor is a right of use to be accounted for separately in the adoption of IFRS 16.

Presently, space leased at airports to airlines and other commercial lessees comprise the most significant source of income related to non-aeronautical services. Leasing income is accrued monthly and is determined by applying a percentage established in the lease contract to income from actual sales of lessees (share of sales), or an agreed minimum fee.

Commercial leasing operations include the leasing of automobiles, the sale of food and beverages, retail sales, sales made at kiosks, graphic advertising, overland transportation, fixed operations and other services rendered. Commercial income is partially recorded on the basis of lessee income and is partially based on minimum lease rates.

At December 31, 2020, 2021 and 2022, variable leasing income was Ps.1,931,965, Ps.3,682,917 and Ps.4,637,247, respectively, and Ps. 612,509, Ps.653,070 and Ps.1,295,167, respectively, for fixed leasing rates.

### 3.1.3) Construction services

As an operator of airport concessions, the Company is required to improve items under concession. Works carried out within the airport are based on development plans authorized by the regulators. Income from construction services are recognized in accordance with the methods prescribed (input method) for measuring progress towards completion approved by the grantor. Improvements made are expected to complement the infrastructure of the airport operated by the Group. IFRS 15 establishes that during the construction period of the infrastructure related to concessions received, they must be shown as “contract assets” in the statement of financial position, regardless of the type of consideration received (financial asset or intangible asset). See Note 8.

Construction services carried out by the Group do not entitle it to a direct cash consideration; rather, it is entitled to charge users for airport services rendered at the terminals during the concession period. Revenue from construction services is measured at fair value of the services rendered, which increased the value of the intangible asset, plus the cost of capitalizable financing.

As of December 31, 2020, 2021 and 2022, revenues from construction services in Mexico were Ps.3,296,482, Ps.2,908,604 and Ps.2,268,620 in Puerto Rico they were Ps.353,686, Ps.231,301, and Ps.411,152, and in Airplan were Ps.6,918, Ps.6,261 and Ps.12,922 respectively.

### 3.1.4) Airports Law and Regulations

#### Mexico

Under the Airports Law and regulations thereto, company revenue is classified as Airport Services, Complementary Services and Commercial Services. Airport Services mainly consist of the use of runways, taxiways and platforms for landings and departures, parking for aircrafts, use of mechanical boarders, security services, hangars, car parking, as well as the general use of the terminals and other infrastructure by the aircrafts, passengers and cargo, including the rental of space that is essential for the operation of airlines and suppliers of complementary services.

Non-regulated Services mainly consist in complementary services consist mainly of ramp services and handling of luggage and cargo, food services, maintenance and repair and related activities that provide support to the airlines.

The Rate Regulation Law provides that the following sources of revenues are regulated under this system:

- Revenues from airport services (as defined under the Mexican Airport Law), other than automobile parking, and
- Access fees earned from third parties providing complementary services, other than those related to the establishment of administrative quarters that the SCT determines to be non-essential.

Non-regulated Services consist of services that are not considered essential for an airport’s operation, such as the rental of spaces to businesses, restaurants and banks. Access fees and revenue from other services are recognized as services are rendered.

The following sets forth the Company revenue at December 31, 2020, 2021, and 2022 using the classification established in the Airport Law and the Regulations thereto and on the basis of performance obligations established under IFRS 15.

	Year ended of December 31,		
	2020	2021	2022
<b>Regulated services:</b>			
Airport services for revenue from contracts with clients (*):			
Passengers fees	Ps. 3,476,804	Ps. 6,767,394	Ps. 10,795,615
Landing fees	983,173	1,075,198	1,277,251
Platform	395,432	592,671	751,464
Security services	46,553	88,758	134,364
Baggage inspection fees	140,502	251,956	353,638
Passengers walkway	333,134	562,192	644,356
Passengers documentation counters	9,383	20,187	29,841
Other airport services	252,777	336,284	499,299
	<u>Ps. 5,637,758</u>	<u>Ps. 9,694,640</u>	<u>Ps. 14,485,828</u>
<b>Non regulated services:</b>			
Non regulated services for revenue from contracts with customers:			
Retail stores	Ps. 461,502	Ps. 1,004,332	Ps. 1,422,651
Access fees on non permanent ground transportation	29,967	59,625	82,857
Car parking and related Access fees	171,193	316,356	416,767
Other services	122,751	187,273	280,671
	785,413	1,567,586	2,202,946
Commercial services	2,544,474	4,376,269	5,932,414
<b>Total non regulated services (**)</b>	<u>3,329,887</u>	<u>5,943,855</u>	<u>8,135,360</u>
<b>Construction services</b>	<u>3,657,086</u>	<u>3,146,166</u>	<u>2,692,694</u>
<b>Total</b>	<u>Ps. 12,624,731</u>	<u>Ps. 18,784,661</u>	<u>Ps. 25,313,882</u>

(\*) For 2020, 2021 and 2022, this amount includes Mexico regulated income of Ps.3,340,674, Ps.6,492,691 and Ps.10,358,492, respectively, Aerostar regulated income of Ps.1,808,102, Ps.2,027,188 and Ps.2,100,275, respectively, Airplan regulated income of Ps.488,982, Ps.1,174,761 and Ps.2,027,061, respectively.

(\*\*) This line item in the consolidated statement of income (non-aeronautical services) includes complementary and airport services totaling Ps.225,340, Ps.286,042 and Ps.413,322 for the 2020, 2021 and 2022 periods, respectively.

#### Puerto Rico

According to the agreement entered into by the Puerto Rico Authority and Aerostar, Aerostar income is classified as either regulated services or non-regulated services. See Notes 3.1.1 and 3.1.2.

#### Colombia

Under resolution 4530 of the Special Administrative Unit of Civil Aeronautics in Colombia, Airplan revenue is classified as either regulated services or non-regulated services. See Notes 3.1.1 and 3.1.2.

The following table sets forth revenue from leasing of commercial spaces by type for the years indicated.

	Year ended of December 31,		
	2020	2021	2022
<b>Commercial revenues:</b>			
Duty free shops	Ps. 991,833	Ps. 1,746,097	Ps. 2,495,826
Food and beverage	449,340	823,883	1,243,576
Advertising revenues	92,683	129,589	151,741
Car rental companies	485,725	953,085	1,110,926
Banking and currency exchange services	72,563	107,228	102,783
Teleservices	15,174	17,539	15,538
Ground transportations	49,721	95,690	131,653
Other services	387,435	503,158	680,371
<b>Total commercial revenues</b>	<b>Ps. 2,544,474</b>	<b>Ps. 4,376,269</b>	<b>Ps. 5,932,414</b>

The following table sets the domestic and international passenger traffic, in thousands, for the years, 2020, 2021 and 2022:

	Year ended of December 31,		
	2020	2021	2022
<b>Domestic passenger traffic:</b>			
Mexico	9,246	15,057	18,701
Puerto Rico	4,548	9,139	9,404
Colombia	3,625	8,984	13,718
<b>Total domestic passengers</b>	<b>17,419</b>	<b>33,180</b>	<b>41,823</b>
<b>International passenger traffic:</b>			
Mexico	7,283	14,081	20,823
Puerto Rico	298	545	907
Colombia	590	1,546	2,788
<b>Total international passengers</b>	<b>8,171</b>	<b>16,172</b>	<b>24,518</b>
<b>Total passengers</b>	<b>25,590</b>	<b>49,352</b>	<b>66,341</b>

The increase in revenue in 2022 and 2021 is shown below respectively, by country, without considering construction services which does not depend directly on passenger traffic:

	Year ended of December 31,			% Change 2022 compared to 2020	% Change 2021 compared to 2021
	2020	2021	2022		
<b>Aeronautical revenue</b>					
Mexico	Ps. 3,115,335	Ps. 6,206,649	Ps. 9,945,180	219.23	60.23
Puerto Rico	1,808,102	2,027,188	2,100,276	16.16	3.61
Colombia	488,981	1,174,762	2,027,061	314.55	72.55
<b>Total aeronautical revenue</b>	<b>Ps. 5,412,418</b>	<b>Ps. 9,408,599</b>	<b>Ps. 14,072,517</b>	<b>160.00</b>	<b>49.57</b>
<b>Non-aeronautical revenue</b>					
Mexico	2,517,816	4,384,946	6,297,790	150.13	43.62
Puerto Rico	740,450	1,394,346	1,598,601	115.90	14.65
Colombia	296,961	450,604	652,280	119.65	44.76
<b>Total non-aeronautical revenue</b>	<b>Ps. 3,555,227</b>	<b>Ps. 6,229,896</b>	<b>Ps. 8,548,671</b>	<b>140.45</b>	<b>37.22</b>
<b>Total without construction revenue</b>	<b>Ps. 8,967,645</b>	<b>Ps. 15,638,495</b>	<b>Ps. 22,621,188</b>	<b>152.25</b>	<b>44.65</b>

Following is the estimated future income for next year's arising from non-cancelable operating leases, considering minimum rent commercial leases.

For the years that will end December 31:

	Year ended December 31,		
	2020	2021	2022
2021	Ps. 2,515,572		
2022	2,315,111	Ps. 3,684,803	
2023	2,184,496	3,415,663	Ps. 4,531,807
2024	1,943,444	2,962,391	4,070,098
2025	1,857,885	2,821,799	3,869,058
2026 a 2030	2,380,113	3,744,757	6,042,832
<b>Total</b>	<b>Ps. 13,196,621</b>	<b>Ps. 16,629,413</b>	<b>Ps. 18,513,795</b>

### 3.2.) Other income

During year 2020, insurance recovery was obtained (due to Hurricane Maria landfall in 2017) for USD7.3 million, approximately Ps.158,906, which are recognized in the comprehensive statement of income.

In 2022, the line of other income is made up of operations from previous years which were in dispute and had favorable resolutions by the authorities in 2022 as follows:

	Year ended December 31, 2022
<b>Other income:</b>	
Income recovery from the fuel distribution fee at the LMM Airport (Note 15 i)	Ps 300,384
Income recovery due to regularization of car rental companies	45,848
	<b>Ps 346,232</b>

This other income corresponds in both cases to income for the years 2014-2022. This recovery is non-recurring and from 2023 the part corresponding to the revenue from fees on fuel distribution at the LMM Airport (USD0.02 cents per gallon or fraction of a gallon of aviation fuel dispatched at the LMM Airport), will be recorded in the aeronautical revenue line from the subsidiary Aerostar. (See Note 15i).

The recovery of income for regularization of car rental companies come from an operational agreement of car rental operation outside the airport reached by Aerostar and car rental companies that operated outside the airport on public roads and for which a favorable resolution was obtained by the Puerto Rico District Court and a collection check was obtained for the amount of USD2,225 (Ps.45,848). This recovery is non-recurring and from 2022, the corresponding part will be recorded in the non-aeronautical revenue line from the subsidiary Aerostar.

#### Note 4 - Costs and expenses by nature:

	Year ended December 31,		
	2020	2021	2022
Short term benefits	Ps. 1,039,883	Ps. 1,167,302	Ps. 1,235,765
Electric power	382,026	419,909	544,397
Maintenance and conservation	447,884	611,274	596,043
Professional fees	251,621	225,321	227,817
Insurance and bonds	127,750	227,342	151,041
Surveillance services	275,206	294,807	329,414
Cleaning services	207,599	209,447	263,177
Technical assistance (Note 14.4)	175,615	391,698	643,891
Right of use of assets under concession (DUAC) (1)	535,379	948,062	1,424,066
Amortization and depreciation of intangible assets, furniture and equipment	1,934,766	1,993,342	2,059,237
Consumption of commercial items	169,298	333,192	489,244
Construction services (Note 3.1.3)	3,657,086	3,146,166	2,692,694
Termination benefits (Note 17.17)	2,382	2,866	4,343
Employees' statutory profit sharing	3,115	84,670	104,731
Impairment of accounts receivable (Note 6)	154,417	9,331	9,681
Other	143,409	62,258	186,424
Total aeronautical and non-aeronautical services costs, costs of construction services and administrative expenses	<u>Ps. 9,507,436</u>	<u>Ps. 10,126,987</u>	<u>Ps. 10,961,965</u>

<sup>(1)</sup> As of December 31, 2020, 2021 and 2022, respectively, Ps.254,337, Ps.476,536 and Ps.733,168, respectively, correspond to the consideration paid for the concessions in Mexico, equivalent to 5% of the gross profits of each concession. Ps.149,602, Ps.308,638 and Ps.504,953 correspond to the consideration of the Airplan concession equivalent to 19% of gross profits. Ps.131,440, Ps.162,888 and Ps.185,945, for the consideration of the Aerostar concession at 5% of the airport's gross profits.

#### 4.1) Grant - Aerostar

##### CARES Act

On May 12, 2020, the United States Government, through the FAA, awarded Aerostar a financial aid grant under the CARES Act amounting to USD33,417 (approximately Ps.717,590) to respond to the impacts of COVID-19. These funds may be used by the Company within a period of four years and for any purpose for which airport revenues may be lawfully used, except for new airport development projects. The funds were received by means of reimbursements once the invoice for the expense incurred has been submitted to the FAA through the established means. These invoices have to include enough details to permit the FAA to verify compliance with its Revenue Use Policy. After receiving reimbursement of the verified expenses, the Company discounts the related verified expenses within the same period, as refunds to the authorities are not possible. At December 31, 2020, 2021 and 2022, the Company is not in breach of conditions nor are there any other contingencies relating to these grants. The Company did not benefit directly in any other way from government assistance.

During 2020, the Company received USD17,125 (approximately Ps.367,752) for reimbursements of invoices submitted to the authority, of which Ps.339,681 are recognized net of the pertinent expense or cost at December 31, 2020. The items to which they relate are the following: Short-term benefits Ps.165,894; Amortization of insurance and bonding Ps.142,274; Others Ps.23,650, which includes sewage services, waste disposal, among others; and Maintenance and preservation Ps.7,863. Advance payments for Insurance and bonding are presented in the Statement of Financial Position as deductions, in accordance with the accounting policy.

During 2021, the Company received the amount of USD16,292 (approximately Ps.33,477), related to the complement of the CARES Act, for reimbursements verifications presented to the authority, thus exhausting the resources of the first CARES Act aid program for USD33,417, which are presented net of the expense or cost corresponding to December 31, 2021. The related items are: Short-term benefits Ps.165,489; amortization of Insurance and bonds Ps.31,909; Other Ps.95,118, which includes sewage services, garbage disposal, among others, and Maintenance and conservation Ps.40,961. Advance payments for insurance and bonds are deducted from the statement of financial position, in accordance with accounting policy.

During 2022, as resources were spent, no amount was received from this program.

## CRRSA Act

On February 18, 2021, official confirmation was received from the FAA granting Aerostar the approval of this Federal assistance under the Coronavirus Response and Relief Supplemental Appropriation Act (CRRSA Act) for a total amount of USD10,577 (approximately Ps.210,574), without any cost, which can be credited by the Company within a period of 4 years and can be used for costs related to operations: personnel, cleaning services, sanitization and even for equipment replacement strictly related to the operation of the Airport, and additionally can be destined for the payment of debt. The funds will be received by means of reimbursements once the invoice for the expense incurred, which must include sufficient details to allow verification of compliance with the policy for the use of the grant, has been submitted to the FAA through the established means. During the years of 2021 and 2022, the Company received the amount of USD983 and USD9,594, respectively (Ps.20,122 and Ps.196,376, respectively, approximately), for reimbursements of verifications presented to the authority, which are presented net of the corresponding expense or cost. as of December 31, 2021 and 2022. The items related to short-term 2021 benefits amounted to Ps.20,122. In 2022 the Company received the amount of Ps.196,376, corresponding to the following: salaries in the amount of Ps.73,503, taxes and duties in the amount Ps.59,297; maintenance and upkeep in the amount of Ps.31,362, and other in the amount of Ps.32,213, which includes ambulance services, security and surveillance, cleaning, among others. And in 2021 for another Ps.20,122. As of December 31, 2021 and 2022, there are no unfulfilled conditions or other contingencies related to these grants.

## ARPA Act

On November 5, 2021, the Federal Aviation Administration awarded subsidiary Aerostar an airport rescue grant offer under the American Rescue Plan Act (ARPA) for a total amount of USD35,716 (approximately Ps.731,106), at no cost, for a period of 4 years and can be used to finance costs related to staff operations, cleaning, disinfection, and even payment of debt service. During the year 2022, the Company received USD17,515 (approximately Ps.350,901) which includes benefits in: Insurance and bond amortization Ps.126,285, salaries Ps.109,241, taxes and duties Ps.74,934, cleaning services Ps.22,937 and other Ps.17,504. As of December 31, 2021, the Company did not use these resources. As of December 31, 2022, there are no unfulfilled conditions or other contingencies related to these grants. (See Note 17.22).

### 4.2) Mexico subcontracting reform

On April 23, 2021, several provisions were published in the Federal Labor Law, Social Security Law, Law of the Institute of the National Housing Fund for Workers, Fiscal Code of the Federation, Income Tax Law and Value Added Tax Law in order to regulate the subcontracting of personnel.

In general terms, the main aspects are: a) prohibit the subcontracting of personnel, b) incorporate rules into the current legislation that allow legal entities and individuals to contract only specialized services or the execution of specialized works, provided that they are not part of the corporate purpose or the predominant economic activity of the beneficiary of the same, c) establish maximum amounts for the payment of PTU, and d) creation of the Registry of Providers of Specialized Services and Specialized Works (REPSE) of the Ministry of Labor and Social Welfare (STPS).

These subcontracting reforms entered into force the day after their publication, except for what refers to the obligations indicated in fiscal matters which entered into force on August 1, 2021 and those of the regulations of Section B), of the Federal Law of Workers to State Service that came into force in the year 2022.

The Company carried out an analysis on the application of these new provisions and did not have a material impact on the consolidated financial statements.

### Note 5 - Cash and cash equivalents:

	December 31,	
	2021	2022
Cash held at banks	Ps. 6,589,294	Ps. 7,667,651
Short term investments	2,180,768	5,507,340
Total cash and cash equivalents	Ps. 8,770,062	Ps. 13,174,991

### 5.1) Restricted cash

Aerostar

In accordance with Aerostar's long-term bond placement contracts, it is required to maintain debt reserves and operating expenses, under two options described in the contract: 1) cash, through a specific bank account or 2) letter qualified credit. Until February 2022, this requirement was covered by the letter of credit issued by Aerostar stockholders in favor of Citibank, which generated commissions (recognized as an expense) thus having the guarantee of a third party. Derived from Aerostar's available liquidity, as of March 2022, the Administration decided to meet these reserves with the cash that was available, for which, through a specific bank account, it maintains the amount that is restricted for reserves. The Company does not have immediate access to these resources because it is required to maintain reserves at all times and the use of these reserves is subject to authorizations in accordance with the bond placement agreements. These deposits are subject to contractual restrictions and therefore are not available for general use. As of December 31, 2022, the restricted cash balance amounts to Ps.1,175,622.

As of December 31, 2021 and 2022, restricted cash include the amounts collected by Aerostar for the concept of "Passenger Facility Charge" (PFC) which are restricted to be used to fund investment projects in airport infrastructure previously authorized by the FAA of Ps.123,081 and Ps.96,485, respectively. (See Notes 15.d and 17.6).

## Mexico

On November 17, 2022, the subsidiary Cancun Airport, as settlor, established an irrevocable trust with the trustee Scotiabank Inverlat, S.A., for the creation of a financial reserve that allows the airport to face their respective investment obligations under the 2022 Master Development Program for the amount of Ps.148,621. The trust will be established until December 31, 2023. The trustee will receive instructions from the Trust's Technical Committee to make the payments pursuant to its investment obligations. These deposits are subject to restrictions established by the contract itself and therefore are not available for general use.

### **Note 6 - Accounts receivable - Net:**

#### **6.1) Accounts receivable**

	<u>December 31,</u>	
	<u>2021</u>	<u>2022</u>
Clients	Ps. 2,191,439	Ps. 2,843,870
Less: impairment provision	(317,664)	(301,947)
	1,873,775	2,541,923
Notes receivable from clients	4,463	—
<b>Total accounts receivable</b>	<b><u>Ps. 1,878,238</u></b>	<b><u>Ps. 2,541,923</u></b>

The expectation for collection of the short-term account receivable is one month in relation to the reporting date. In 2020 the Company signed agreements including collection guarantees with clients facing constraints during the year, whereby it extended the payment term specifically for these clients for a period no longer than one year, which ended during 2022. All related balances were repaid upon conclusion of the extended terms. (See Note 6.2).

Accounts receivable are comprised mainly of TUA paid by passengers (other than diplomats, infants and passengers in transit) who travel using the airport terminals operated by the Company. The balance at December 31, 2021 and 2022 amounted to Ps.1,139,818 and Ps.1,323,005, respectively.

#### **6.2) Notes receivable from clients**

The Company has agreed with several clients, whose income derives from airport services, in view of the economic recession caused by COVID-19, to extend the collection terms from 30 to 180 days guaranteed upon execution of the agreement through the signature of promissory notes, establishing monthly payments and falling due within a term no longer than a year. The maturities of these clients return to 30 days once the term of the agreement settled as from the second quarter of 2021. As of December 31, 2021 the balance amounted to Ps.4,463 and as of December 31, 2022, the balance of the account of notes receivable was settled without any losses.

The documents have the following features:

Mexico - Falling due no later than a year at the interest rate for Federal Treasury Certificates (Cetes) plus 7 points multiplied by 1.5, interest accrued in the period is not material.

Airplan - Falling due before one year at the interest rate of DTF plus four points, interest accrued in the period is not material.

These notes receivables were subject to impairment testing and analysis, and therefore, they have been grouped in the same category of risk. Considering the prospective factors of clients with which notes receivable are recorded, no expected losses were identified as regards notes receivable.

### 6.3) Impairment of accounts receivable

After the assessment made by the Company with respect to its clients, the Company decreased the consolidated impairment allowance for accounts receivable by Ps.28,519 in 2021 with respect to 2020 and decreased by Ps.15,517 in 2022 with respect to 2021.

At December 31, 2021, the total balance of unimpaired accounts receivable was Ps.1,487,553 and at December 31, 2022 was Ps.1,917,501. These accounts refer to clients that have no recent record of noncompliance, and due to their positive performance with the company, no increase the level of credit risk was identified in our prospective assessment.

In Mexico, impairment of accounts receivable for the year 2021 and 2022 amounted to Ps.9,331 and Ps.5,707, respectively. As of December 31, 2021 and 2022, in accordance with our analyses, no future noncompliance is expected, as they were able to access to financing and governmental economic aid, in the case of international airlines, which will enable them to continue meeting their financial commitments. The Company monitors the accounts receivable performance and takes measures in this regard, has the ability to suspend the provision of the services if there are situations outside its policy for maturities exceeding 30 days, which keeps the level of exposure at a low risk.

In Aerostar, applications to the allowance for impairment of accounts receivable were recorded in 2021 and 2022 for Ps.36,275 and Ps.7,997 mainly accounted for by international airlines, which, according to the Company's analysis and current uncertainty, may cease some recurring international operations in the LMM Airport as a result of the decrease in international passenger traffic. traveling directly to the LMM Airport. Passengers at this airport mainly relate to domestic traffic. In 2021 and 2022 domestic traffic represented 94% and 91%, respectively. National airlines in the US benefited from government grants, including accounts receivable at December 31, 2021 and 2022. As international airlines do not benefit from governmental aid in their respective countries and together with other factors described, the Company had considered that their collection could be at risk. However, during 2022 and 2021 there were no significant defaults in payments in connection with international airlines collections.

In Airplan, applications to the estimate for impairment of accounts receivable were recorded in 2021 were of Ps.1,575 and in 2022 applications to the estimate for impairment were of Ps.17,401 as well as an increase of Ps.3,974. According to our analysis, no significant future defaults are expected because Airplan's clients have been able to access refinancing plans and possible government support from the Colombian government. The Company monitors the behavior of accounts receivable and takes measures in this regard, having the ability, where appropriate, to prevent service to its customers, to find situations outside of what is established in its policy for the accounts having maturities greater than 30 days, which keeps the level of exposure at a risk.

The movements in the impairment provision are as follows:

Provision for impairment at January 1, 2021	Ps. 346,183
Mexico's increase	9,331
Application of Aerostar's estimate	(36,275)
Application of Airplan's estimate	(1,575)
Provision for impairment at December 31, 2021	<u>Ps. 317,664</u>
Mexico's increase	Ps. 5,707
Application of Aerostar's estimate	(7,997)
Airplan 's increase	3,974
Application of Airplan's estimate	(17,401)
Provision for impairment at December 31, 2022	<u>Ps. 301,947</u>

Provision for impairment of accounts receivable has been recorded in the consolidated comprehensive income statement under cost of services, and the amounts charged to the provision are written off from accounts receivable when recovery is not expected.

In order to measure expected credit losses, accounts receivable and contract assets have been grouped on the basis of their shared credit risk features and days past due. The Company held no relevant contract assets at January 1 or December 31, 2021 and 2022.

The expected loss rates are based on the profiles for payment of sales in a 12-month period prior to December 31, 2021 and 2022 or January 1, 2021 and 2022, respectively, and on historical credit losses experienced within that period. Historical loss rates are adjusted to reflect current and prospective information on macroeconomic factors affecting client capacity for covering accounts receivable. The Company has determined that the economic situation of a country can have adverse effects on the transportation industry, in addition to the cost of complying with aviation regulations and union pressures on airlines, which are the most relevant factors, and therefore adjusts historical loss rates based on changes expected in those factors.

On this basis, the provision for impairment of accounts receivables as of December 31, 2021 and December 31, 2022 was determined as follows for accounts receivable and contract assets:

	<u>Due to expire</u>	<u>1 to 90</u>	<u>91 to 180</u>	<u>181 to 365</u>	<u>More than 365</u>
<b>Expected loss rate 2021:</b>					
Mexico	0.00 %	0.02 %	19.20 %	100.00 %	100.00 %
Aerostar	5.40 %	5.10 %	43.70 %	87.50 %	100.00 %
Airplan	0.83 %	0.83 %	0.83 %	100.00 %	100.00 %

	<u>Due to expire</u>	<u>1 to 90</u>	<u>91 to 180</u>	<u>181 to 365</u>	<u>More than 365</u>	<u>Total estimate 12/31/2020</u>
<b>At December 31, 2021</b>						
Mexico's accounts receivables	Ps. 1,487,553	Ps. 44,571	Ps. 6,429	Ps. 78,432	Ps. 129,056	—
Mexico's provision impairment		9	1,234	78,432	129,056	Ps. 208,731
Aerostar's account receivables	140,588	98,868	63,952	772	10,734	—
Aerostar's provision impairment	7,657	5,042	27,947	676	10,734	52,056
Airplan's accounts receivables	—	82,638	561	22,807	24,478	—
Airplan's provision impairment	—	9,030	561	22,807	24,478	56,877
Total estimate						<u>Ps. 317,664</u>

	<u>Due to expire</u>	<u>1 to 90</u>	<u>91 to 180</u>	<u>181 to 365</u>	<u>More than 365</u>
<b>Expected loss rate 2022:</b>					
Mexico	0.00 %	0.02 %	19.20 %	100.00 %	100.00 %
Aerostar	5.40 %	5.10 %	43.70 %	87.50 %	100.00 %
Airplan	0.83 %	0.83 %	0.83 %	100.00 %	100.00 %

	<u>Due to expire</u>	<u>1 to 90</u>	<u>91 to 180</u>	<u>181 to 365</u>	<u>More than 365</u>	<u>Total estimate 12/31/2021</u>
<b>At December 31, 2022</b>						
Mexico's accounts receivables	Ps. 1,917,501	Ps. 66,618	Ps. 10,212	Ps. 81,836	Ps. 129,056	—
Mexico's provision impairment		1,586	1,960	81,836	129,056	Ps. 214,438
Aerostar's account receivables	441,967	52,014	1,118	264	50	—
Aerostar's provision impairment	40,637	2,653	489	230	50	44,059
Airplan's accounts receivables	64,761	36,943	183	16,869	24,478	—
Airplan's provision impairment		4,027	183	14,762	24,478	43,450
Total estimate						<u>Ps. 301,947</u>

The Group limits its exposure to credit risk of accounts receivable establishing a maximum payment term of 30 days for clients. In the fiscal years ended December 31, 2021 and 2022, the accounts receivable past due not impaired within the range from 1 to 90 days amounted to Ps.211,995 and Ps.147,309, respectively. The total amount of all accounts receivable past due not impaired within a range from 1 to more than 365 days, at December 31, 2021 and 2022, amounted to Ps.253,291 and Ps.158,331, respectively.

## Note 7 - Land, furniture and equipment - Net:

At December 31, 2021, and 2022, the land furniture and equipment are made up as follows:

	<u>1/1/2021</u>	<u>Foreign currency translation</u>	<u>Additions</u>	<u>Disposals transfers</u>	<u>12/31/2021</u>
Land	Ps. 302,323	Ps. (35)		Ps. (302,049)	Ps. 239
Furniture & equipment	117,062	131	Ps. 6,201	(2,029)	121,365
Machinery & equipment	143,618	3,916	11,515		159,049
Computer equipment	71,571	2,303	12,806		86,680
Transport equipment	33,269	917	1,882		36,068
Improvements to leased premises	63,450	1,943	19,268	(1,173)	83,488
Accumulated depreciation	(226,908)	757	(78,053)	1,905	(302,299)
	<u>Ps. 504,385</u>	<u>Ps. 9,932</u>	<u>Ps. (26,381)</u>	<u>Ps. (303,346)</u>	<u>Ps. 184,590</u>

  

	<u>1/1/2022</u>	<u>Foreign currency translation</u>	<u>Additions</u>	<u>Disposals transfers</u>	<u>12/31/2022</u>
Land	Ps. 239	Ps. (46)			Ps. 193
Furniture & equipment	121,365	(1,051)	Ps. 14,578	Ps. (3,133)	131,759
Machinery & equipment	159,049	(7,345)	9,082		160,786
Computer equipment	86,680	(4,754)	16,845		98,771
Transport equipment	36,068	(1,931)	5,292		39,429
Improvements to leased premises	83,488	(3,500)	13,012		93,000
Accumulated depreciation	(302,299)	13,703	(64,338)		(352,934)
	<u>Ps. 184,590</u>	<u>Ps. (4,924)</u>	<u>Ps. (5,529)</u>	<u>Ps. (3,133)</u>	<u>Ps. 171,004</u>

The consolidated depreciation expense for 2020, 2021 and 2022 was Ps.84,895, Ps.78.053 and Ps.67,548, respectively. This includes the depreciation of Aerostar for Ps.72,474, Ps.66,930 and Ps.57,693 and the depreciation of Airplan for Ps.1,834, Ps.909 and Ps.424 for the years ended December 31, 2020, 2021 and 2022, respectively, and which has been charged in aeronautical and non-aeronautical services costs, and administrative expenses.

The depreciation expense for 2021 and 2022 for the right-of-use assets for consolidated leasing was Ps.6,467 and Ps.5,457 in Mexico, there was no recognition of right-of-use assets for leasing in Aerostar and Airplan.

During the second quarter of 2021, FONATUR and the Company entered into an agreement to terminate the sales contract for the land of Huatulco, FONATUR paid the Company Ps.286,283 which was the price that the Company initially paid for the land.

### 7.1) Right-of-use assets of leasing assets

As of December 31, 2021 and 2022, right-of-use assets associated with property leases, amounted to Ps.18,879 and Ps.24,451, respectively, and the associated liability amounted to approximately Ps.24,510 and Ps.23,547 respectively, which are not significant.

Lease liabilities are measured at the present value of remaining lease payments, discounted at the interest rate of the lessee. The weighted average interest rates of the lessee applied to lease liabilities at January 1, 2022 were 9.2% and 9.7% for the new contracts of the year during 2021.

The Company has executed a contract for the lease of corporate offices and commercial vehicles. The general terms of the lease contracts are shown below:

Corporate offices in Mexico:

Separate contract including the following terms and conditions: i) 5-year term; ii) monthly lease payments of USD28 (Ps.573 approximately); iii) a security deposit equivalent to 2-month rent; iv) the monthly base rent will be increased annually after the first year of the contract, in line with the increase in the US National Consumer Price Index; and v) in the event of nonpayment of principal,

default interest will accrue at the most recent interest rate in US dollars published by the Wall Street Journal, with the Prime Rate in US dollars plus ten basis points.

Lease of commercial vehicles in Mexico:

A framework contract, governs our lease of commercial vehicles in Mexico, with separate contracts by vehicle, which includes the following terms and conditions: i) minimum term of 48 months; ii) monthly fixed payments and an extraordinary one-off rent payable in the first month; iii) cash value to be settled at the end of the minimum term; iv) the lessee shall have a preferential right to acquire the underlying assets at the end of the contractual term; and v) in the event of nonpayment of lease payments, default interest shall accrue at a monthly rate of 3%.

The lease agreements and service contracts for which lease assets identified in accordance with IFRS 16 were not significant for the Company and they recognized each other within the Land, furniture and equipment, net. (See Note 17.8).

## Note 8 - Intangible assets, airport concessions and goodwill - Net:

The movements of intangible assets of airport concessions in the periods presented in the consolidated financial statements are as follows:

	<u>1/1/2021</u>	<u>Foreign currency translation</u>	<u>Additions (**)</u>	<u>Transfers</u>	<u>12/31/2021</u>
Concessions (Regulated Activity)	Ps. 52,685,526	Ps. (284,573)	Ps. 219,336	Ps. 2,113,556	Ps. 54,733,845
Contracts assets	3,704,065	8,403	3,146,143	(2,113,556)	4,745,055
Contractor advance	431,805	(104)	278,496		710,197
Licences and ODC	364,727		27,685		392,412
Commercial Right's (Unregulated Activity)	6,490,236	182,071			6,672,307
Goodwill	2,567,365	35,877			2,603,242
Accumulated amortization	(14,061,413)	92,993	(1,915,289)		(15,883,709)
	<u>Ps. 52,182,311</u>	<u>Ps. 34,667</u>	<u>Ps. 1,756,371</u>	<u>Ps. —</u>	<u>Ps. 53,973,349</u>

  

	<u>1/1/2022</u>	<u>Foreign currency translation</u>	<u>Additions (*)</u>	<u>Transfers</u>	<u>12/31/2022</u>
Concessions (Regulated Activity)	Ps. 54,733,845	Ps. (1,850,332)	Ps. 134,622	Ps. 3,424,706	Ps. 56,442,841
Contracts assets	4,745,055	(19,605)	2,692,694	(3,424,706)	3,993,438
Contractor advance	710,197	(67)	(332,033)		378,097
Licences and ODC	392,412		27,027		419,439
Commercial Right's (Unregulated Activity)	6,672,307	(324,598)			6,347,709
Goodwill	2,603,242	(133,864)			2,469,378
Accumulated amortization	(15,883,709)	485,787	(1,994,899)		(17,392,821)
	<u>Ps. 53,973,349</u>	<u>Ps. (1,842,679)</u>	<u>Ps. 527,411</u>	<u>Ps. —</u>	<u>Ps. 52,658,081</u>

(\*) Within the most significant additions in 2021 are: In Mexico a) the continuation of the expansion works of the terminal building, commercial platform and roads at the Merida Airport; b) the continuation of the expansion works of terminal 3 and expansion works of terminal 4, expansion of taxiways, expansion of platforms and roads at Cancun Airport, c) New terminal in Tapachula Airport. At Aerostar, the most significant addition is the expansion works of Terminal D at the LMM Airport.

(\*\*) Within the most significant additions in 2022 are: In Mexico a) the continuation of the expansion works of the terminal building, commercial platform and roads at the Merida Airport; b) the continuation of the expansion works of terminal 3 and expansion works of terminal 4, expansion of taxiways, expansion of platforms and roads at Cancun Airport. At Aerostar, the most significant addition is the expansion works of Terminal D at the LMM Airport.

The consolidated expense for amortization of intangibles related to concessions were Ps.1,820,239, Ps.1,877,315 and Ps.1,945,184 in 2020, 2021 and 2022 and has been charged to the cost of aeronautical and non-aeronautical services, this amount includes the amortization of commercial rights of Ps.181,545, Ps.186,638 and Ps.177,558 for 2020, 2021 and 2022 respectively, recognized by the valuation of its investment in accordance with IFRS 3 "Business combinations", and the amortization of the intangible assets of Airplan for Ps.101,795, Ps.104,651 and Ps.99,560 for 2020, 2021 and 2022, respectively.

The amortization expense of the Mexican concession by Ps.686,460 in 2020, Ps.759,798 in 2021 and Ps.863,183 in 2022 has been charged to the cost of the aeronautical and non-aeronautical services.

The amortization expense of the Aerostar concessions by Ps.492,505 in 2020, Ps.486,507 in 2021 and Ps.489,041 in 2022 has been charged to the cost of aeronautical and non-aeronautical services.

The amortization expense of the Airplan concessions by Ps.357,934 in 2020, Ps.339,676 in 2021 and Ps.315,848 in 2022 has been charged to the cost of aeronautical and non-aeronautical services.

The expense for amortizing licenses and ODC by Ps.29,632 in 2020, Ps.37,974 in 2021 and Ps.49,715 in 2022 has been charged to administrative expenses.

## 8.1) Impairment testing of intangible assets, airport concessions and goodwill

The Company reviews the performance of business in the countries where subsidiaries operate, considering three CGUs per country of operation.

During 2021 and 2022 there was a significant passenger recovery due to the easing of measures that were taken in 2020 as consequence of COVID-19. CGUs had growth of 76.3% and 35% in Mexico, 99.9% and 6.5% in Aerostar and, 149.8% and 56.8% in Airplan, compared to 2020 and 2021 respectively. This situation meant that during the year there were no events that constituted indications of impairment in any of the 3 countries, so that the Administration was not obliged to perform impairment tests on all intangible assets and airport concessions. In the Aerostar and Airplan CGUs, the required annual impairment tests were carried out at the value of goodwill, which as of December 31, 2022 is Ps.2,469,378.

Goodwill is assigned to the operating segments that are expected to benefit from the synergies of the business combination, regardless of whether other assets or liabilities of the acquired entities are assigned.

The following is a summary of the allocation of goodwill:

	December 31,	
	2021	2022
Aerostar	Ps. 997,644	Ps. 930,231
Airplan	1,605,598	1,539,147
	<u>Ps. 2,603,242</u>	<u>Ps. 2,469,378</u>

Methodology:

Pursuant to IAS 36 methods applied to the 2021 and 2022 calculation, Management determines the recoverable value by the fair value less costs of disposal. The Company used this method for all its CGUs. To determine the fair value less costs of disposal the discounted cash flow projections approved by Management are used covering a period of 31 years in 2021 and 30 years in 2022, respectively, in the case of Aerostar and 11 years in 2021 and 10 years in 2022, respectively, in the case of Airplan, which correspond to the remaining years of the airport concessions.

As of December 31, 2021 and 2022, the Company uses as a valuation technique to estimate the recoverable amount, which uses a single cash flow scenario, the expected cash flow approach, which uses multiple probability-weighted flow scenarios.

This approach uses several cash flow projections considering the probabilities assumed of different events and/or scenarios instead of a single cash flow scenario. Although there may be several scenarios and probabilities, the Company considered that the three scenarios detailed below (base, positive and negative) reflect a representative sample of possible outcomes.

The calculations use cash flow projections that are based on financial budgets and business plans prepared by management and approved by the board of directors. Budgets and business plans are updated to reflect the most recent developments as of the reporting date. Management's expectations reflect performance to date and are based on its experience in times of recession and are consistent with the assumptions a market participant would make. The calculations are based on studies carried out by independent third parties specialized in the aeronautical industry. For the year ending December 31, 2021, the aforementioned calculations were prepared in conjunction with studies published by the International Civil Aviation Organization (ICAO). For the year ending December 31, 2021 and for the CGU, Airplan, which had not yet recovered the passenger levels it had in 2019, the aforementioned calculations were made based on studies published by the International Civil Aviation Organization (ICAO), which contemplated the economic impacts of COVID-19 and presented different recovery curve scenarios.

Due to specific circumstances of each market in which the Company operates, the following scenarios were considered appropriate:

Positive - For the development of the positive scenario of each of the CGUs, a greater growth in passenger traffic was contemplated based on the historical results of the Company as well as the prompt recovery that it had after COVID-19, that is, the Administration considered increasing within these scenarios a percentage applied to passenger traffic in each of the remaining years of the life of each of the concessions, in the case of Airplan and Aerostar for the year 2021 was 10% and 5% respectively, for the year 2022 it was 5% for both CGU on the number of passengers of the base scenario.

Base - To construct the base scenario of each CGU, current effects on the industry impacting on each CGU were considered as well as the recovery and growth obtained from the studies performed by Management through specialized third parties of the industry.

Negative - For the development of the negative scenario of each of the CGUs, a lower flow in passenger traffic was considered, that is, the Administration considered reducing the base scenario by a percentage applied to passenger traffic in each of the remaining years of the period of life of each one of the concessions. In the case of Airplan and Aerostar for 2021 it was -10% and -5% respectively, and for 2022 it was -5% for both CGUs, over the number of passengers in the base scenario.

The expected probability-weighted cash flow determined by the Company consisted of assigning a probability to the 3 scenarios mentioned above. The Company estimated a weighing for each of the scenario as follows:

	2021		2022	
	Airplan	Aerostar	Airplan	Aerostar
Negative scenario	20.00 %	15.00 %	15.00 %	15.00 %
Base scenario	70.00 %	75.00 %	75.00 %	75.00 %
Positive scenario	10.00 %	10.00 %	10.00 %	10.00 %
	<u>100.00 %</u>	<u>100.00 %</u>	<u>100.00 %</u>	<u>100.00 %</u>

No impairment was recorded in any of the CGUs under any of these 3 scenarios or under that of expected probability-weighted cash flows.

The assumptions used to estimate the recoverable amount are consistent with assumptions made by a market participant. For each CGU, the key assumptions for the base scenario were the following during 2021 and 2022:

	2021	
	Airplan	Aerostar
Discount rate	8.57 %	9.26 %
Operating costs and expenses annual average	3.00 %	3.00 %
Passenger growth rate in the recovery period of each CGU	18.96 %	— *
Recovery period(years)	1	— *
Average growth rate of passengers in the period after the recovery of passengers for each CGU	4.90 %	1.70 %
Hierarchy level of the fair value of the recoverable of the CGU	3	3

\* This CGU recovered its passenger levels during 2021, taking into account 2019.

	2022	
	Airplan	Aerostar
Discount rate	15.31 %	10.21 %
Operating costs and expenses annual average	4.00 %	3.90 %
Passenger growth rate in the recovery period of each CGU	— **	—
Recovery period(years)	— **	—
Average growth rate of passengers in the period after the recovery of passengers for each CGU	4.79 %	2.50 %
Hierarchy level of the fair value of the recoverable of the CGU	3	3

\*\* This CGU recovered its passenger levels during 2022, taking into account 2019.

Management has determined the values assigned to each of the above key assumptions as follows:

### **2021 and 2022**

<u>Assumption</u>	<u>Approach used to determine values</u>
Discount rates	The after-tax discount rates were used from information of listed companies of the industry where each CGU operates.
Average growth rate for operating costs and expenses.	Average growth rate during the concession period, which is based on the latest period and projected inflation trends.
Growth rate of passengers (during the recovery period of each CGU).(assumption applicable in 2021 for the Airplan CGU, in 2022 no longer applies to any CGU)	Weighted average growth rate of departing passengers during the recovery period aligned with industry growth.
Growth rate of departing passengers (after the recovery period of each CGU).	Weighted average growth rate of departing passengers during the concession period aligned with operating and financial growth under a recovered economic environment in terms of passenger traffic.

For the year 2022, sensitivity analyses were applied to projections of each CGU as shown below.

Taking the base scenario and applying a sensitivity analysis to the discount rate by +1% or -1% in each CGU, cash flow projections would have generated an effect of recognizing an impairment of Ps.843,424 and an excess of Ps.3,725,218, in Aerostar, respectively, and an excess of Ps.235,889 and Ps.424,719 in Airplan, respectively. When making a sensitivity analysis on the discount rate of the expected probability-weighted cash flow, there are no significant variations compared with the base scenario.

Further, if the variables of the three scenarios remain constant, including the discount rate, and after the sensitivity analysis performed by the Company on the weighing allocated to each scenario, even considering the negative scenario at 100%, no impairment would be recorded in any of the CGUs.

For the year 2021, sensitivity analyses were applied to projections of each CGU as shown below.

Taking the base scenario and applying a sensitivity analysis to the discount rate by +1% or -1% in each CGU, cash flow projections would have generated an effect of an excess of Ps.61,088 and Ps.4,120,188, in Aerostar, respectively, and Ps.258,900 and Ps.620,260 in Airplan, respectively. When making a sensitivity analysis on the discount rate of the expected probability-weighted cash flow, there are no significant variations compared with the base scenario.

Further, if the variables of the three scenarios remain constant, including the discount rate, and after the sensitivity analysis performed by the Company on the weighing allocated to each scenario, even considering the negative scenario at 100%, no impairment would be recorded in any of the CGUs.

### **8.2) Basic terms and conditions of the concessions**

Mexico:

The basic terms and conditions of each concession are the following:

- a. The concession holder must undertake the construction, improvement and maintenance of the facilities in accordance with its Master Development Plan (MDP) and is required to update the plan every five years. (See Note 15.b).
- b. The concession holder may only use the airport facilities for the purposes specified in the concession and must provide services in accordance with all applicable laws and regulations, and is subject to statutory oversight by the SCT. The concession holder shall pay a DUAC (currently 5% of the gross income of the concession holder, resulting from the use of public assets in accordance with the terms of the concessions) as required by the applicable law. DUAC is presented in the consolidated statement of income under "Cost of aeronautical services". (See Note 4).

- c. Fuel services and fuel supply are to be provided by the Mexican Airport and Auxiliary Services Agency, a Decentralized Public Entity.
- d. The concession holder must grant access to and the use of specific areas of the airport to government agencies to perform their activities inside the airports.
- e. The concession may be terminated if the concession holder fails to comply with certain of the obligations imposed by the concession as established in Article 27 or for the reasons specified in Article 26 of the Airport Law.
- f. Revenues resulting from the concession are regulated and subject to a review process. See (Note 18.1.3).
- g. The terms and conditions of the regulations governing the operations of the Company may be modified by the SCT.

**Aerostar:**

The purpose of the Aerostar concession (Agreement) is to operate the public airport safely by maintaining the highest possible levels of safety and protection at the LMM Airport, and promoting, facilitating and improving commerce, tourism and economic development. The Puerto Rico authorities, Aerostar and the other airlines have agreed to the terms and conditions of the LMM Airport Facility Contract. The concession period is 40 years as of the closing of the agreement assigning the Airport's operating rights (February 27, 2013).

Under the Agreement, Aerostar has no rights to control in full the use of the Airport facilities, for example, airport facilities that are under the supervision of the Authority or internal or external security in certain areas and it is required to provide certain maintenance services within the airport.

As part of the Agreement, the authorities granted Aerostar the right to sublease the LMM Airport non-aeronautical areas and to collect and retain the fees, charges and payments and income arising from all subleased facilities.

According to the provisions of the Agreement, the Company has the right to collect the annual contributions of all airlines, which will be equal to the sum of the: a) platform use fees; b) landing fees; c) other leases, and d) international and domestic airport use fees.

The Agreement requires Aerostar to make a cash payment of USD2,500 per year for the first five years after the first five years, the authority establishes a payment of "Annual Authority Income Share", consisting of 5 % of the gross revenues of the airport obtained by Aerostar from the sixth year to the thirtieth year. From year 31 to 40, this amount will increase to 10% of the airport's gross revenues.

**Airplan:**

The object of the concession contract is the granting by the Civil Aeronautics of Colombia and in favor of Airplan of the concession for the administration, operation, commercial exploitation, adaptation, modernization and maintenance of the airports Antonio Roldán Betancourt, El Caraño, José María Córdova, Las Brujas, Los Garzones, and Olaya Herrera.

The term of execution of the contract extends from the date of signing of the act of commencement of execution (May 15, 2008) and until the date on which one of any of the following events occurs:

- That the regulated revenues generated are equal to the expected regulated revenues, provided that by that time 15 years have elapsed from the date of execution of the certificate of commencement of execution.
- That 25 years have elapsed since the date of the execution start certificate regardless of whether, for the time being, regulated revenues generated have not matched the value of the expected regulated revenues.
- If the regulated income generated equals the expected regulated revenue before 15 years have elapsed from the date of execution of the certificate of commencement of execution, the duration of execution of the certificate of commencement of execution and during this term the Concessionaire must execute all the obligations under his charge under the Concession Contract.

For purposes of the regulated revenue expected as defined in the concession contract, it must be taken into consideration that the expected regulated revenue will increase once each of the complementary works (mandatory or voluntary) is delivered to the grantor.

The Grantors agree to assign the regulated and unregulated revenues corresponding to each of the airports to Airplan.

The Concessionaire is obligated, with the grantor to pay, during the term of the contract, a consideration equivalent to 19% of the gross income of the concessionaire.

The Concession granted by virtue of this contract imposes on the concessionaire the general obligation to administer, make commercial use and operate the airports in accordance with the minimum specifications set forth in the contract and at their own risk.

The determination of the economic useful life of the intangible is subject to the percentage of execution of the revenues with respect to the total expected income of the financial model that the Company has.

#### Contract of Trustee

For the administration of the resources of the Concession and the payment of the obligations in charge of the Concessionaire Airplan, it was forced to constitute a trust, to which it transfers all of its gross income received and all the resources of debt and capital that it obtains for the execution of the Concession.

The Trustee will maintain, in accordance with current accounting standards, a record of each and every one of the payments and transfers that are made to third parties or to the Concessionaire itself with charge to any of the accounts of the trust. The foregoing without prejudice to understand that the assignment of regulated income and non - regulated income that this agreement makes the Concession is made in favor of the Concessionaire and not the trust and that the debt and capital resources obtained by the Concessionaire should be adequately recorded as such in its own accounting and not in the Trust, since it is constituted solely for purposes of the administration of resources.

The constitution of the trust was made through the execution of an irrevocable mercantile trust and administration contract whose term will be the maximum authorized by Colombian commercial laws.

### 8.3) Subsequent measurement of the intangible asset

The Company will subsequently measure the intangible asset over its economic useful life at cost, less accumulated amortization and impairment loss.

#### Note 9 - Accounts payable and accrued expenses:

At December 31, 2021 and 2022, the balances are as follows:

	December 31,	
	2021	2022
Suppliers	Ps. 290,687	Ps. 307,068
Taxes payable	311,847	574,311
Use rights of assets under concession	337,087	575,598
Accounts payable to related parties (Note 14.1)	127,901	169,696
Lease payable (Note 7.1)	24,510	23,547
Salaries payable	166,089	187,209
Sundry creditors for services provided	959,376	915,873
Accounts payable to contractors	271,462	61,202
Total	<u>Ps. 2,488,959</u>	<u>Ps. 2,814,504</u>

Since these accounts mature at a term of under one year, their fair value is considered to approximate their carrying value.

## Note 10 - Bank loans:

At December 31, 2021, the Company has used the total amount of these credits as shown below:

Bank	Credit line used in foreign currency at 12/31/2021*	Credit line used in pesos	Principal amortization in pesos	Commissions and interests - Net	Term		Fair value
					Short	Long	
Santander, S. A.		Ps. 2,000,000	Ps. (2,000,000)				
Santander, S. A.		2,650,000		Ps. (10,716)	Ps. 1,062	Ps. 2,638,222	Ps. 2,660,990
BBVA Bancomer, S. A.		2,000,000		(8,562)	5,902	1,985,536	2,019,432
BBVA Bancomer, S. A.		Ps. 1,980,000	Ps. (1,980,000)		Ps.		
Total México		Ps. 8,630,000	Ps. (3,980,000)	Ps. (19,278)	Ps. 6,964	Ps. 4,623,758	Ps. 4,680,422
Banco Popular de Puerto Rico	USD 10,000	Ps. 208,623	Ps. (208,623)				
Total Aerostar	USD 10,000	Ps. 208,623	Ps. (208,623)				
Bancolombia, S. A.	COP 111,750,000	Ps. 801,230	Ps. (68,086)	Ps. 16,673	Ps. 74,704	Ps. 675,113	Ps. 560,472
Corpbanca Colombia, S. A.	75,990,000	545,168	(46,298)	11,718	50,191	460,397	381,121
Banco Davivienda, S. A.	67,049,985	480,881	(40,851)	10,081	44,471	405,640	336,283
Banco de Bogotá, S. A.	27,564,211	197,490	(16,794)	3,613	18,350	165,959	138,250
Banco de Occidente, S. A.	27,564,228	197,487	(16,794)	3,497	18,240	165,949	138,250
Banco Popular, S. A.	5,959,029	42,485	(3,631)	(57)	3,755	35,041	29,892
Banco AV Villas, S. A.	5,960,000	42,759	(3,631)	937	3,954	36,110	29,892
Servicios Financieros, S. A.	5,960,000	42,490	(3,631)	23	3,843	35,039	29,892
Bancolombia, S. A.	8,128,400	40,995	(40,995)				
Total Airplan	COP 335,925,853	Ps. 2,390,983	Ps. (240,711)	Ps. 46,485	Ps. 217,508	Ps. 1,979,248	Ps. 1,644,052
		Ps. 11,229,606	Ps. (4,429,334)	Ps. 27,207	Ps. 224,472	Ps. 6,603,006	Ps. 6,324,474

\* Foreign currency in thousands

At December 31, 2022, the Company has used the total amount of these credit lines as shown below:

Bank	Credit line used in foreign currency at 12/31/2022*	Credit line used in pesos	Principal amortization in pesos	Commissions and interests - Net	Term		Fair value
					Short	Long	
Santander, S. A.		Ps. 2,650,000	Ps. (650,000)	Ps. (5,999)	Ps. 1,326,362	Ps. 667,639	Ps. 2,098,793
BBVA Bancomer, S. A.		2,000,000	—	(1,866)	160,455	1,837,679	2,061,906
Total México		Ps. 4,650,000	Ps. (650,000)	Ps. (7,865)	Ps. 1,486,817	Ps. 2,505,318	Ps. 4,160,699
Bancolombia, S. A.	COP 57,238,256	Ps. 602,121	Ps. (289,119)	Ps. 8,922	Ps. 2,035	Ps. 319,889	Ps. 230,399
Corpbanca Colombia, S. A.	38,922,014	409,717	(196,601)	6,858	1,383	218,591	156,671
Banco Davivienda, S. A.	34,342,946	361,391	(173,471)	5,697	1,220	192,397	138,239
Banco de Bogotá, S. A.	14,118,353	148,402	(71,314)	1,864	501	78,451	56,830
Banco de Occidente, S. A.	14,118,362	148,400	(71,314)	1,859	501	78,444	56,830
Banco Popular, S. A.	3,052,194	31,909	(15,417)	(97)	108	16,287	12,286
Banco AV Villas, S. A.	3,052,707	32,135	(15,420)	539	108	17,146	12,288
Servicios Financieros, S. A.	3,052,707	31,911	(15,420)	(102)	108	16,281	12,288
Total Airplan	COP 167,897,539	Ps. 1,765,986	Ps. (848,076)	Ps. 25,540	Ps. 5,964	Ps. 937,486	Ps. 675,831
		Ps. 6,415,986	Ps. (1,498,076)	Ps. 17,675	Ps. 1,492,781	Ps. 3,442,804	Ps. 4,836,530

\* Foreign currency in thousands

As a result of the business combination in Airplan on October 19, 2017, the Company determined a fair value of the syndicated loan, valued at its amortized cost, increasing its value by Ps. 605,382. The debt contracted in the original currency (the Colombian peso) plus this adjustment to fair value will result in COP.535,125,402 (Ps.3,408,442).

The variables used to determine the fair values of loans at December 31, 2021 and 2022 are as follows:

Mexico:

2021 and 2022:

- TIEE 28 days Discount Rate as of December 31, 2021 and 2022.
- Probability of default of ASUR as of December 31, 2021 and 2022

- Default Swaps (CDS) of Mexico as of December 31, 2021 and 2022

Level 2 of fair value hierarchy at December 31, 2021 and 2022.

Aerostar:

2021 and 2022:

- Yield Spreads to Maturity through the BB-rating curve by industrial sector at December 31, 2021 and 2022.

Level 2 of fair value hierarchy at December 31, 2021 and 2022.

Airplan:

2021 and 2022:

- Reference Discount Rate in Colombia as of December 31, 2021 and 2022.
- Probability of default of ASUR as of December 31, 2021 and 2022.
- Credit Default Swaps (CDS) of Colombia as of December 31, 2021 and 2022.

Level 2 of fair value hierarchy at December 31, 2021 and 2022.

Methodology:

The following methodology was used to determine fair value in the terms of IFRS 13: The valuation technique used, which is recognized in the financial environment (estimated future cash flows discounted at their present value) using market information available at the valuation date.

Mexico:

In October 2017, the Company acquired a new loan with BBVA Bancomer of Ps.2,000,000, with a term of seven years, which will be amortized in nine semiannual payments from October 2020 to October 2024 at the TIIE rate of 28 days plus 1.25 points. On April 26, 2021, the Company made a principal payment of Ps.20,000 in accordance with the payment schedule. On October 13, 2021, the Company prepaid the loan amount that amounted to Ps.1,960,000 on that date, without any prepayment penalty.

On October 15, 2021, BBVA Mexico granted a loan for the amount of Ps.2,000,000 which proceeds are expected to be used for corporate expenses with a term of 7 years, maturing in October 2028, at an annual interest rate equivalent to the TIIE rate to 28 days plus an applicable margin.

Applicable margin. If the net leverage index  $x$  is a) Less than 1.5X, the applicable margin will be 140 basis points, b) Between 1.5X and 2.5X, the applicable margin will be 165 basis points and c) greater than 2.5x, the applicable margin will be 190 basis points.

In October 2017, the Company acquired a loan with Banco Santander for Ps.2,000,000. The loan has a term of five years, maturing on October 27, 2022 at the 28-day TIIE rate plus 125 basis points. On September 29, 2021, the Company prepaid, without penalty, the Ps.2,000,000 balance of the Santander loan, and concurrently obtained a three-year term loan from Santander for a principal amount of Ps.2,650,000 maturing on September 28, 2024, at a 28-day TIIE rate plus 150 basis points. On November 29, 2022, The Company prepaid Ps. 650,000 in principal amounts in connection with the Santander loan with no penalty.

In terms of the credits in pesos granted by BBVA Bancomer, the Company is obliged to maintain a consolidated leverage level not exceeding 3.5x calculated as a total financial debt between the (operating profit calculated before taxes, interest expenses, plus depreciation plus amortization at consolidated level) EBITDA for the twelve months prior to the end of each quarter and a minimum interest coverage of 3.0x, calculated as EBITDA between the financial expenses associated with the total financial debt for the 12 months before the end of each quarter. During the year the Company fulfilled these financial obligations, on each quarterly measurement date. At December 31, 2021 and 2022, the Consolidated Leverage Ratio calculated under the contract was 1.3x and 0.12x, respectively, which does not exceed the 3.5x established. In turn, the Debt Coverage Ratio at December 31, 2021 and 2022 was 12.2x and 19.3x, respectively, covering the minimum required of 3.0x as stated in the contract.

In terms of the credit in pesos granted by Santander, the Company is obliged to maintain a leverage level on the last day of each fiscal quarter of no more than 3.5x and a minimum interest coverage ratio of 3.0x, both reasons calculated by the 12 months before each quarter. The calculation for the Leverage Ratio and Interest Coverage Ratio will be performed considering the Company's share in the income/loss of its subsidiaries and other companies in which it holds interest. During the year 2021 and 2022, the Company fulfilled these financial obligations, on each quarterly measurement date. At December 31, 2021 and 2022, the Leverage Ratio calculated under the contract was 0.3x and 0.12x, respectively, which does not exceed the 3.5x set. In turn, the Debt Coverage Ratio at December 31, 2021 and 2022 was 12.2x and 19.3x covering the minimum required of 3.0x as stated in the contract.

The Company must refrain from creating, incurring, assuming or generating the existence of any lien on its assets and rights, as well as refraining from assuming obligations of third-party accounts, becoming jointly bound or granting a type of personal real guarantee or fiduciary to guarantee its own or third party obligations that are relevant or may have a significant adverse effect on the payment of the credit. During the year the Company fulfilled these financial obligations.

On June 29, 2020, the Company entered into a line of credit with BBVA Bancomer for Ps.1,500,000, for a term of eighteen months counted as from that date, thus falling due on December 29, 2021. The loan is subject to 28-Day Interbank Equilibrium Interest Rate (28 Day TIIE) plus 1.5%. Funds arising from this line of credit may be used for general corporate purposes, expenses and commissions relating to the loan. The Company did not use the funds arising from the credit line.

Airplan:

On June 1, 2015, the Company incurred a new long-term syndicated loan of COP440,000,000 Colombian pesos (Ps.2,897,404) payable in 2027 with a three-year grace period for the payment of principal.

The participants of this syndicated loan are:

Entity	<u>Amount (thousand of COP)</u>
Bancolombia, S. A.	COP. 150,000,000
Corpbanca Colombia, S. A.	102,000,000
Banco Davivienda, S. A.	90,000,000
Banco de Bogotá, S. A.	37,000,000
Banco de Occidente, S. A.	37,000,000
Banco Popular, S. A.	8,000,000
Banco AV Villas, S. A.	8,000,000
Servicios Financieros, S. A.	8,000,000
	<u>COP. 440,000,000</u>

On April 2022, the Company prepaid COP149,999,914 (Ps.794,510) as follows:

Financial entity	<u>Amount (thousand COP)</u>
Bancolombia, S. A.	COP. 51,136,744
Corpbanca Colombia, S. A.	34,772,986
Banco Davivienda, S. A.	30,682,039
Banco de Bogotá, S. A.	12,613,358
Banco de Occidente, S. A.	12,613,366
Banco Popular, S. A.	2,726,835
Banco AV Villas, S. A.	2,727,293
Servicios Financieros, S. A.	2,727,293
	<u>COP. 149,999,914</u>

Financial obligations

Airplan is obligated throughout the term of the credit to comply with the following financial commitments:

Maintain long-term financial indebtedness limited to this syndicated loan operation: This consists of the sum of the balances payable by the debtor during the term of the syndicated loan, as a result of long- and short-term financial indebtedness, the amount of which may not exceed the sum of COP440,000,000 (Ps.2,897,404).

Maintain the capital structure: This addresses the relationship between capital and debt that the debtor must meet in relation to the project throughout the term of the loan, in such a way that the result of the financial indicator Capital 1 (Capital + debt) is equal to or higher than 16%.

Maintain the index of debt coverage: This refers to the indicator that the debtor must maintain during the entire term of the loan, defined as: EBITDA - Taxes / Debt service 2: 1.2.

In August 2020, Airplan obtained a waiver for non-compliance with the obligation referring to the indicator of the debt coverage index covering the measurement date as of September 30, at December 31, 2020, and until the measurement date of the second quarter of June 30, 2021. Airplan obtained from all the banking institutions participating in the syndicated loan, the necessary waivers to comply with the coverage index indicator, until the date of measurement of the first quarter of 2021 and subsequently extended them until the first quarter of 2022. These waivers do not derive in any sanction nor did they represent an expense or penalty to the entity. With these exemptions described, the Company is covered for possible non-compliance and is exempt from this non-compliance resulting in any sanction or any negative effect in the event of non-compliance with the debt coverage indicator until the measurement date of March 31, 2022. As of December 31, 2021 and 2022, the Company has complied with the debt coverage indicator, which was 2.5x and 5.7x, respectively.

#### Aerostar

On April 1, 2020, the Company disposed of a revolving credit line with Banco Popular de Puerto Rico, approved as from December 18, 2015, for USD10,000 (approximately Ps.239,200) and, through amendment dated October 22, 2018 it received an extension for a maximum term of three years falling due on December 18, 2021, at a Prime or Fed Funds Rate less 0.50%, and whose prepayment can be made at any moment. The resources of this credit line can be used for working capital purposes and for investment projects. As of December 31, 2021 this loan was settled.

Aerostar was financially obligated to keep a Debt Coverage Ratio higher than 1.0x on the measurement date of each quarterly closing. During 2021, it complied with this debt coverage in each measurement period.

On December 30, 2020, Aerostar obtained an unsecured revolving credit line with Banco Popular de Puerto Rico for USD20,000 (approximately Ps.399,010), for a term of three years and the possibility of making prepayments at any moment during the term of the contract, with interest at Prime rate plus 0.50%. The Company will pay 0.15% for unused credit line, which will be calculated on the average amount of unused principal during the year. As of December 31, 2021, the Company did not use the credit line and as of December 31, 2022 this credit line was no longer available.

#### Note 11 — Short and long-term documents:

As a result of including Aerostar in the consolidation, as from May 31, 2017, the following long-term debt is recorded.

To finance a portion of the agreement payment to the Puerto Rico Authority, and certain other costs and expenditures associated with it, Aerostar entered into a Note Purchase Agreement in March 22, 2013 where Aerostar authorized the issue of subordinated bonds and sale of an aggregate principal of Ps.4,471 million pesos (USD350 million) maturing on March 22, 2035 in accordance with the following conditions:

Performance	2.39 %
Spread credit (bps)	+336
Coupon	5.75 %

On June 24, 2015, Aerostar signed an agreement for private placement of bonds in the original amount of Ps.737 million pesos (USD50 million), maturing on March 22, 2035, based on the following conditions:

Performance	6.75 %
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In May 2022, Aerostar modified the payment method of the agreement signed for the placement of bonds for USD50 million, which stipulated payments on a semi-annual basis and was modified to a single payment due on March 22, 2035, which did not represent any penalty for the Company and qualified as a renegotiation.

In May 2022, Aerostar authorized the private placement of USD200 million (Ps.3,947,522) principal amount of secured bonds guaranteed with a quoted yield of 4.92% maturing on March 22, 2035. The disposition of the resource was in July 2022. Aerostar is financially obligated throughout the term of the bond, to maintain a debt coverage ratio greater than 1.0x with the measurement date of each quarterly closing. As of December 31, 2022, the debt coverage ratio was 1.7x.

At December 31, 2021 the integration of the debt is shown as follows:

	Original debt used in thousand USD	Interest in thousand USD	Credit line in pesos	Principal amortization in pesos	Interest in pesos	Term		Fair value
						Short	Long	
Bond	\$ 400,000	\$ 11,102	Ps. 7,207,061	Ps. (220,961)	Ps. (34,031)	Ps. 353,672	Ps. 6,598,397	Ps. 7,619,720

At December 31, 2022 the integration of the debt is shown as follows:

	Original debt used in thousand USD	Interest in thousand USD	Credit line in pesos	Principal amortization in pesos	Interest in pesos	Term		Fair value
						Short	Long	
Bond	\$ 400,000	\$ 255	Ps. 6,602,407	Ps. (222,568)	Ps. (58,185)	Ps. 323,993	Ps. 5,997,661	Ps. 6,039,845
Bond	200,000	2,733	3,947,522			53,222	3,894,300	3,148,566
	<u>\$ 600,000</u>	<u>\$ 2,988</u>	<u>Ps. 10,549,929</u>	<u>Ps. (222,568)</u>	<u>Ps. (58,185)</u>	<u>Ps. 377,215</u>	<u>Ps. 9,891,961</u>	<u>Ps. 9,188,411</u>

Inputs:

2021:

Corporate risk through Yield Spreads to Maturity of comparable bonds of the “Transportations and Logistics” sector at December 31, 2021.

Level 2 of fair value hierarchy.

2022:

Corporate risk through Yield Spreads to Maturity of comparable bonds of the “Transportations and Logistics” sector at December 31, 2022.

Level 2 of fair value hierarchy.

Methodology:

The following methodology was used to determine fair value in the terms of IFRS 13 the valuation technique used is one recognized in the financial environment (estimated future cash flows discounted at their present value) using market information available at the valuation date.

#### Note 12 - Stockholders' equity:

At December 31, 2021 and 2022, the minimum fixed capital with no withdrawal rights is of Ps.1,000 and the variable portion is of Ps.7,766,276, (nominal figure) comprised of 300,000,000 common, nominative Class I shares no par value, wholly subscribed and paid in. The variable portion of capital stock is comprised of Class II common, nominative shares. At December 31, 2021 and 2022, no Class II shares have been issued. Both classes of shares will have the characteristics determined at the Shareholders' meeting where issuance is approved and they are integrated as shown as follows:

Description	Total shares		Capital stock as of December 31,	
	2021	2022	2021	2022
“B” Series	277,050,000	277,050,000	Ps. 7,173,079	Ps. 7,173,079
“BB” Series	22,950,000	22,950,000	594,197	594,197
<b>Total</b>	<b>300,000,000</b>	<b>300,000,000</b>	<b>Ps. 7,767,276</b>	<b>Ps. 7,767,276</b>

All ordinary shares confer the same rights and obligations on the holders of each series of shares. Series BB shares have voting shares and other rights, such as the right to elect two members of the Board of Directors, and Series B shareholders are entitled to appoint the remaining members of the Board of Directors. Series BB may not represent more than 15% of the Company’s capital stock.

#### Legal reserve

The Company is legally required to allocate at least 5% of its unconsolidated annual net income to a legal reserve fund. This allocation must continue until the reserve is equal to 20% of the issued and outstanding capital stock of the Company. Mexican corporations may only pay dividends on retained earnings after the reserve fund for the year has been set up.

#### Reserve for acquisition of shares

The reserve for acquisition of shares represents the reservation authorized by the stockholders for the Company to purchase its own shares subject to certain criteria set forth in the bylaws and the Securities Market Law. At December 31, 2021 and 2022, the reserve for repurchase of shares totals Ps.11,554,572, respectively.

#### Dividends

At the Ordinary General Stockholders' Meeting held on April 20, 2022, the Company's Stockholders agreed to delegate to the Board of Directors the proposal to pay an ordinary dividend in cash of Ps.2,709,000, as well as the approval of the payment of an extraordinary dividend of Ps.1,800,000 nominal, both cases they will not give rise to Income Tax (ISR) because they arise from the CUFIN (the “Net Tax Profit Account”) and their payment was on June 1, 2022.

At the Ordinary General Stockholders' Meeting held on April 23, 2020, the Company’s Stockholders agreed to delegate the power to decree and pay an ordinary dividend for Ps.2,463,000 (nominal) to the Administrative Board, which will not accrue Income Tax as they arise from the CUFIN (Net Tax Income Account). In case of approval, the dividend would be paid, in accordance with the decree of the Board as from May 11, 2021. On June 29, 2021, the Board of Directors approved the decree of dividends and their payment for October 1, 2021.

Dividends are tax free if paid from the CUFIN. Dividends paid in excess of the CUFIN balances are subject to tax equivalent to 42.86%. Tax due is payable by the Company and may be credited against income tax for the year or income tax for the two immediately following fiscal years. Dividends paid from previously taxed earnings are not subject to tax withholding or payment. Dividends paid that come from profits previously taxed by the ISR will not be subject to any withholding or additional tax payment. The Income Tax Law (LISR or ITL) establishes the obligation to maintain the CUFIN with the profits generated until December 31, 2013 and start another CUFIN with the profits generated as of January 1, 2014. At December 31, 2021 and 2022, the companies CUFIN lump sum is Ps.17,347,482 and Ps.20,812,899, respectively, whereas the combined contribution capital account (CUCA, by its initials in Spanish) amounts to Ps.48,586,919 and Ps.53,329,606, respectively.

In the event of a capital reduction, any excess of stockholders’ equity over paid-in capital contribution account balances is accorded the same tax treatment as dividends, in accordance with the procedures provided for in the Income Tax Law.

#### Retained earnings

Substantially, all consolidated Company earnings were generated by its subsidiaries. Retained earnings can be distributed to the Company’s shareholders to the extent that the subsidiaries have distributed earnings to the Company.

#### **Note 13 - Income tax incurred and deferred:**

The Company does not consolidate its results for tax purposes.

a. Income Tax (IT)

Mexico:

In 2020, 2021 and 2022, the Company determined tax profits in its subsidiaries in the amounts of Ps.2,163,740, Ps.6,045,955 and Ps.9,997,669, respectively. In 2020, 2021 and 2022, the tax profits were partially offset with the amortization of tax losses in the amounts of Ps.3,196, Ps.192,040 and Ps.127,046, respectively.

The subsidiaries that at December 31, 2020, 2021 and 2022, have not assessed IT due to the tax loss carryforwards, are Cozumel, Minatitlán and Tapachula Airports.

Taxable income differs from the book income due to temporary and permanent differences arising from the different bases for the recognition of the effects of inflation for tax purposes and from the permanent effects of items affecting only the book or tax results.

The ITL establishes the applicable income tax rate of 30% on taxable income.

The Company has performed the evaluation of the Preferential Tax Regimes and has determined at December 31, 2021 and 2022, it is not applicable because it does carry out a business activity, in the case of the investment in the airport of Puerto Rico, and that passive income does not represent more than 20% of its total income.

Aerostar:

In 2020 the Company determined tax losses for Ps.660,404 and determined in 2021 and 2022 tax profit for Ps.88,577 and Ps.370,213, respectively, which partially compensated by amortization of tax losses for Ps.79,720 and Ps.333,191, respectively. Aerostar maintains an agreement with the Department of the Treasury of Puerto Rico in which its operations are subject to income taxes of Puerto Rico of 10% under the provisions of Section 12 (a) of the Public Private Partnership Law (Law) enacted in June 2009.

Airplan:

The Company determined taxable income (liquid income) in accordance with the tax law of Colombia for the fiscal year, 2020, 2021 and 2022 of Ps.9,133, Ps.241,490 and Ps.1,078,391, respectively.

The Company is subject to income taxes in Colombia of 32% in 2020, 31% 2021 and 35% in 2022. The company determined an income tax of Ps.2,916 in 2020, Ps.74,862 in 2021 and Ps.377,437 in 2022, respectively.

According to Article 188 of the Colombian Tax Code, for income tax purposes, it is assumed that the taxpayer's net income is not less than 3.5% of his net worth, on the last day of the immediately preceding taxable year. The percentage of presumptive taxable income referred to in this article will be reduced to 0.5% in taxable year 2020; and reduced to 0%, as of taxable year 2021.

Tax Reform Law No. 1943, dated December 28, 2018, sets forth the following rates applicable to corporate taxable income: 32% for fiscal year 2020, and 31% for fiscal year 2021. The Tax Reform Law 2155 of September 14, 2021 article 7 determined that as of the year 2022 it will be 35% on the net taxable income.

The IT provision at December 31, 2020, 2021 and 2022 is as follows:

	December 31,		
	2020	2021	2022
<u>Mexico:</u>			
Current IT	Ps. 631,471	Ps. 1,749,031	Ps. 2,961,187
Deferred IT	117,924	(128,254)	(169,080)
IT provision Mexico	<u>Ps. 749,395</u>	<u>Ps. 1,620,777</u>	<u>Ps. 2,792,107</u>
<u>Aerostar:</u>			
Current Income Tax	Ps. (16)	Ps. 886	Ps. 3,703
Deferred Income Tax	42,546	37,979	38,160
IT provision Aerostar	<u>Ps. 42,530</u>	<u>Ps. 38,865</u>	<u>Ps. 41,863</u>
<u>Airplan:</u>			
Current IT	Ps. 2,916	Ps. 74,862	Ps. 377,437
Deferred IT	(65,686)	(5,997)	227,402
IT provision Airplan	<u>Ps. (62,770)</u>	<u>Ps. 68,865</u>	<u>Ps. 604,839</u>
Total IT provision	<u>Ps. 729,155</u>	<u>Ps. 1,728,507</u>	<u>Ps. 3,438,809</u>

The reconciliation between the statutory and effective income tax rates is shown as follows:

	December 31,		
	2020	2021	2022
Consolidated income before provision for IT	Ps. 2,855,692	Ps. 8,126,035	Ps. 14,084,733
Plus (less):			
Net (loss) income before taxes of Airplan and Aerostar	(65,672)	(1,418,186)	(3,183,555)
Net (loss) income before taxes of subsidiaries in Mexico not subject to IT	4,337	(170,247)	(140,921)
Income before provisions for income taxes	<u>2,794,357</u>	<u>6,537,602</u>	<u>10,760,257</u>
Statutory IT rate	30 %	30 %	30 %
IT that would result from applying the IT rate to book profit before income taxes	838,307	1,961,281	3,228,077
Non-deductible items and other permanent differences	10,496	7,853	14,133
Annual adjustment for tax inflation	(18,958)	(33,603)	(82,517)
Accounting disconnect inflation	(80,450)	(314,754)	(367,587)
Effect by difference in rate of IT Aerostar	42,530	38,865	41,863
Effect by difference in rate of IT Airplan	(62,770)	68,865	604,839
IT provision	<u>Ps. 729,155</u>	<u>Ps. 1,728,507</u>	<u>Ps. 3,438,809</u>
Effective IT rate	<u>26 %</u>	<u>26 %</u>	<u>32 %</u>

The following are the principal temporary differences with respect to deferred tax:

	Year ended December 31,	
	2021	2022
<u>Deferred income tax asset:</u>		
Temporary liabilities	Ps. 57,201	Ps. 72,439
Fair value of long-term debt (Bank loan)	149,120	84,774
Allowance for doubtful accounts	57,962	60,775
	<u>264,283</u>	<u>217,988</u>
<u>Deferred income tax payable:</u>		
Fixed and intangible assets (*)	(3,111,403)	(2,898,475)
Temporary assets	(197,104)	(291,829)
Amortization of expenses	(408)	(206)
	<u>(3,308,915)</u>	<u>(3,190,510)</u>
Deferred income tax liability - Net	<u>Ps. (3,044,632)</u>	<u>Ps. (2,972,522)</u>

(\*) Includes Ps. 1,100,265 and Ps.1,083,114 from Aerostar from the periods 2021 and 2022, and Ps.587,845 and Ps.701,966 from Airplan in 2021 and 2022, respectively.

The net movements of the deferred tax asset and liability for the year are as follows:

	<b>Impairment provision of loan portfolio</b>	<b>Concession Assets</b>	<b>Foreign Currency Conversion</b>	<b>Others</b>	<b>Total</b>
Balances as of January 1, 2021	Ps. (66,609)	Ps. 3,101,892	Ps. 96,740	Ps. 33,122	Ps. 3,165,145
Conversion revaluation effect					
Airplan and Aerostar			(61,018)	36,777	(24,241)
Consolidated income statement:					
Airplan	11,390	28,642	(1,089)	(44,940)	(5,997)
Aerostar		39,709	(1,730)		37,979
México	(2,743)	(91,743)		(33,768)	(128,254)
	8,647	(23,392)	(2,819)	(78,708)	(96,272)
Balances as of December 31, 2021	Ps. (57,962)	Ps. 3,078,500	Ps. 32,903	Ps. (8,809)	Ps. 3,044,632
Conversion revaluation effect					
Airplan and Aerostar			(117,978)	(50,614)	(168,592)
Consolidated income statement:					
Airplan	(1,123)	9,298	2,648	216,579	227,402
Aerostar		38,982	(822)		38,160
México	(1,690)	(145,056)		(22,334)	(169,080)
	(2,813)	(96,776)	1,826	194,245	96,482
Balances as of December 31, 2022	Ps. (60,775)	Ps. 2,981,724	Ps. (83,249)	Ps. 134,822	Ps. 2,972,522

b. Return of Asset Tax (AT) in accordance with the Law on Flat Rate Business Tax (Flat Tax Law or LIETU) in Mexico.

AT in excess of IT effectively paid until December 31, 2007, (date on which AT was repealed) is subject to refund in accordance with the procedure established in the Flat Tax Law in the following ten periods up to 10% of the total AT paid and not yet recovered, without it exceeding the difference between the IT paid in the period and the AT paid in the previous three years, whichever is lower, in accordance with the Flat Tax Law, when IT incurred is higher than AT in any of those years, and it is subject to restatement through the application of "National Consumer Price Index" Mexican factors. The last year that the AT can be recovered is 2017.

During fiscal year 2022 the Company did not obtain recovery and on 2021, the Company obtained the recovery of AT for Ps.416, with recognition in the results as revenue.

Recoverable taxes

At December 31, 2021 and 2022, the tax credits are as of Ps.142,970 and Ps.181,619, respectively.

Aerostar Tax loss Carry forwards:

Aerostar had cumulative tax loss carry forwards for which deferred tax has not been recognized and whose right to be amortized against future taxable income expires as shown below:

<b>Year of loss</b>	<b>USD thousand Amount</b>	<b>Year of expiration</b>
2013	Ps. 22,832	2023
2014	24,189	2024
2015	28,532	2025
2016	27,736	2026
2017	22,247	2027
2018	10,600	2028
2020	30,725	2030
Total	Ps. 166,861	

Temporary differences not recognized

Temporary difference related to investments in subsidiaries for which no liabilities have been recognized for deferred income tax shown as follows:

	December 31,	
	2021	2022
Undistributed utilities	Ps. 4,903,164	Ps. 4,911,412
Tax rate	30 %	30 %
Deferred income tax liabilities unrecognized with the previous temporary differences	Ps. 1,470,949	Ps. 1,473,424

This tax could be subject to the application of tax treaties existing in the countries of origin.

#### Note 14 - Balances and transactions with related parties:

##### 14.1) Balances payable

At December 31, 2021 and 2022, respectively, the balances payable to related parties shown in the consolidated statement of financial position are comprised as follows:

	December 31,	
	2021	2022
Accounts payable and accumulated expenses (Note 9):(*)		
Inversiones y Técnicas Aeroportuarias, S. A. de C. V. (Shareholder/technical assistance)	Ps. 127,446	Ps. 169,696
Lava Tap de Chiapas, S. A. de C. V. (Key management personnel/services)	455	
	Ps. 127,901	Ps. 169,696

(\*) These are accounts with terms of less than one year under similar market conditions.

##### 14.2) Transactions with related parties

At December 31, 2020, 2021 and 2022, the transactions shown as follows were held with related parties, which were set at the same prices and conditions as those that would have been used in comparable operations by third parties.

	December 31,		
	2020	2021	2022
<b>Commercial income:</b>			
Autobuses de Oriente, S. A. de C. V. (Stockholder)	Ps. 7,968	Ps. 11,800	Ps. 15,899
Autobuses Golfo Pacífico, S. A. de C. V. (Stockholder)	4,862	6,468	7,616
Coordinados de México de Oriente, S. A. de C. V. (Stockholder)	164	162	189
<b>Expenses:</b>			
Technical assistance (Note 14.4)	Ps. (175,615)	Ps. (391,698)	Ps. (643,891)
<b>Related parties:</b>			
Administrative services			
Leasing	Ps. (6,061)	Ps. (5,863)	Ps. (4,610)
Cleaning services	(11,848)	(12,307)	

### 14.3) Compensation of key personnel

Key personnel include directors, members of the Steering Committee, and Committees. In the years ended on December 31, 2020, 2021 and 2022, the Company granted the following benefits to the key management personnel, the Board of Directors and the different Company Committees:

	December 31,		
	2020	2021	2022
Short term salaries and other benefits paid to key personnel (Note 17.17)	Ps. 137,272	Ps. 122,271	Ps. 166,922
Fees paid to the Board of Directors and Committees	8,571	8,144	8,671

### 14.4) Technical assistance agreement

With regard to the sale of series “BB” shares to ITA held in 1998, the Company signed a technical assistance agreement with ITA, whereby the latter company and its stockholders agreed to provide management and consulting services and transfer knowledge and experience in the industry and technology to the Company in exchange for compensation.

The agreement is for an initial term of 15 years and renews automatically for subsequent five year periods, unless one of the parts issues the other a cancellation notice within a determined term prior to the programmed expiration date. The Company can only exercise its termination right through a resolution of the shareholders. ITA began to provide its services under said contract on April 19, 1999.

In accordance with the contract, the Company agreed to pay an annual compensation equivalent to the higher of a fixed amount or 5% of the consolidated income of the Company before deducting the compensation for technical assistance and before the comprehensive financial result, IT, depreciation and amortization, determined in accordance with financial reporting standards applicable in Mexico. Beginning in 2003, the minimum fixed amount is of USD2 million (approximately Ps.37.7 million).

The minimum fixed amount will increase annually by the inflation rate of the United States plus the added value tax over the amount of the payment. The Company entered into an amendment agreement for technical assistance and transfer of knowledge, which establishes that the compensation will be paid on a quarterly basis beginning in January 1, 2008, and that such payments are to be deducted from the annual compensation.

At December 31, 2020, 2021 and 2022, the expenses for technical assistance amounted to Ps.175,615, Ps.391,698 and Ps.643,891, respectively which are recorded in the consolidated comprehensive income statement within the aeronautical and non-aeronautical service cost line. ITA also has the right to refund the expenses incurred during the provision of the services specified in the agreement. The ITA series “BB” shares were put in a trust in order to ensure compliance with the technical assistance agreement, among other things.

### Note 15 - Commitments and contingencies:

#### Commitments

- a. The Company began leasing office space on May 21, 2015, under a lease agreement. This agreement includes an available extension of 60 months. The monthly rent due is USD30 (Ps.582 approximately).

The total minimum future payments derived from the non-cancellable lease agreement that shall be covered in the future are as follows:

Up to one year	Ps. 7,472
Between one and three years	9,963
Total	<u>Ps. 17,435</u>

As of December 31, 2021 and 2022, the amortization per right-of-use assets within the aeronautical and non-aeronautical service cost in the statement of income, was approximately Ps.6,467 and Ps.5,457, respectively. (See Note 17.8.).

- b. On June 22, 2018, the Company received SCT approval for the MDP for the five-year period from 2019 to 2023 in which the Company committed to carry out improvements.

On August 19, 2020, the Federal Civil Aviation Agency approved the Company's request for rescheduling (the deferral of) certain investments corresponding to 2020 for a total amount of Ps.2,292,355, to be fulfilled in 2021, due to contingencies due to COVID-19, which affected the conditions of the production and construction industry, interrupting the continuation of works and signing of new contracts that are indicated in the MDP 2019-2033.

On March 31, 2021, the AFAC authorized the reduction and modification of the Capital investments foreseen in the Master Development Plan (MDP), for the period of 2019-2023, regarding the review of maximum rates, without any penalty.

As of December 31, 2022, investment commitments for that MDP are as of Ps.572,716 in thousands pesos adjusted at December 31, 2022 based on the Construction Price Index (IPCO) in the terms of the MDP.

- c. Pursuant to the terms for the purchase of the land in Huatulco that occurred in October 2008, the Company had the obligation to build 450 hotel rooms. As of December 31, 2020, there was an indefinite extension for this commitment issued by the National Fund for the Promotion of Tourism (FONATUR). During the second quarter of 2021, FONATUR paid the Company Ps.286,283 for the repurchase of the land in Huatulco, an amount that was the price that the Company initially paid for the land. As of December 31, 2021, there are no longer any obligations to be fulfilled by the Company in relation to this matter.
- d. As part of the Agreement, Aerostar has committed to fund and complete certain capital and repair projects with respect to the LMM Airport Facilities. The Company has no time restrictions to complete these projects, except that they must be made at any time during the term of the Agreement. As these projects are carried out, repairs will be recorded as expenses incurred or capitalized and depreciated according to their nature; consistent with the Company's accounting policies. Capital projects will be capitalized as part of an intangible concession improvement asset and will be amortized over their useful lives or the remaining life of the concession contract, whichever is less. Some commitments were excluded from the liability for initial obligations assumed due to factors of uncertainty, the variability of future costs and the extended period of time in which commitments can be fulfilled. As of December 31, 2021 and 2022, Aerostar fulfilled the agreed commitments.

#### Contingencies

As of December 31, 2021 and 2022, the Company has confirmed that the results of its lawsuits cannot be accurately predicted as their due processes are currently ongoing and there are not enough elements to determine whether they could largely affect the Company's financial position in the case of an adverse ruling.

- e. The Company's transactions are subject to Mexican federal and state laws as well as Puerto Rico and Colombian law due to its subsidiaries outside of Mexico.
- f. At the time that the Company was carrying out the competitive bidding process (1998) for the sale of shares of the Airport Groups, the SCT established and communicated that concessionaires could amortize for tax purposes the value of the concession up to 15% a year. In February 2012, the SCT estimated an amount due payable by Cancún in the amount of Ps.865 million pesos against the ruling in question, because it considered that the determination of the 15% amortization was not valid in 2006 and 2007. The Company disagreed with the decision and filed an appeal to overturn this determination. However, in order to adhere to the amnesty program set forth in Transitory Article Three of the new Income Law of 2013, the Company partially desisted from the appeal as it relates to the income tax obligation, but not in regards to the determination of the additional distribution related to employees' statutory profit sharing, which the Company continues to appeal. The risk is that if a judge does not rule in favor of Cancún the amount payable would be Ps.116,000.
- g. There are currently a number of labor suits in progress against the Company, mainly in relation to involuntary termination. Any sentences that might be handed down not favoring the interest of the Company do not represent significant amounts. The Company is in legal proceedings at the date of this report and a resolution has not been issued yet.
- h. On August 21, 2019, the Board of Commissioners of the COFECE (Federal Economic Competition Commission) notified Aeropuerto de Cancún, S. A. de C. V. of the resolution issued on July 25, 2019, which provides for the following: (i) administrative liability for having exercised the monopolistic practices described in article 56, section V of the Mexican Federal Economic Competition Law ("LFCE") (refusal of access); (ii) the imposition of a fine to the Company of Ps.73 million. On the understanding that there is sufficient grounds for defense, the Company has contested the administrative sanction imposed by the COFECE by filing amparo proceedings. The Company considers that the amparo proceedings will not be resolved in a term lower than 2 years from the date of filing, and, therefore, it is under no obligation to pay the fine before the end of such proceedings.

- i. On March 17, 2014, the Port Authority of Puerto Rico filed a lawsuit against Aerostar and two fuel sellers at the LMM Airport claiming to be entitled to a fee charged to the fuel sellers of the airport and not to Aerostar. On November 7, 2018 the court ruled in favor of Aerostar and declared that all revenues from the fuel sales fee were to be assigned to Aerostar, but authorized the Ports Authority to charge two cents of the fee per gallon charged to the fuel sellers. The parties appealed the judgement and, on July 31, 2020, the Court of Appeals ruled in favor of Aerostar, determining, among other things, that Aerostar was the only entity entitled to collect and withhold the charge for each gallon of jet fuel, which is dispatched at the LMM airport. On August 31, 2020, the Ports Authority appealed before the Supreme Court. On June 30, 2022, the Supreme Court of Puerto Rico issued a ruling in favor of Aerostar determining, among other things, that Aerostar is the only entity with the right to collect and withhold the fee charge for each gallon of fuel that is dispatched at the LMM Airport. On December 22, 2022, Aerostar filed a joint motion with the Ports Authority to collect consigned funds held by the Supreme Court of Puerto Rico, which, through a declaratory judgment, granted Aerostar the right to collect a total amount of USD15,641 (approximately Ps.300,384) deposited by the oil sellers to the Accounts Unit of the Honorable Court.

#### **Note 16 - Basis for preparation:**

The accompanying consolidated financial statements at December 31, 2021 and 2022 and for the years ended 2020, 2021 and 2022 have been prepared in accordance with the International Financial Reporting Standards (IFRS) as issued by the International Accounting Standard Board (IASB ) and its interpretations issued by the IFRS Interpretations Committee (IFRS IC).

##### **16.1) Basis of measurement**

The consolidated financial statements have been prepared on the historical cost basis. Except for certain financial instruments measured at amortized cost or at their fair value as explained in the accounting policies described below.

The consolidated financial statements have been prepared under the going concern basis.

##### **16.2) Use of estimates and judgments**

The preparation of consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenues and expenses. The areas involving a higher degree of judgment or complexity, or the areas where assumptions and estimates are significant to the consolidated financial statements, are described in Note 19.

Critical estimates and assumptions are reviewed regularly. Adjustments to the accounting estimates are recognized in the period in which the estimate is reviewed and in any future period affected.

#### **Note 17 - Summary of the main accounting policies:**

##### **17.1) New standards and amendments**

Some of the modifications and improvements that came into effect as of January 1, 2022 were:

- Amendments to IFRS 3 - Minor amendments were made to IFRS 3 Business Combinations to update references to Conceptual framework for financial information and add an exception for the recognition of liabilities and contingent liabilities within the scope of IAS 37 Provisions, contingent liabilities and contingent assets and to Interpretation 21 Levies. Effective as of January 1, 2022.
- Amendments to IAS 37 Onerous contracts: cost of fulfilling a contract. Effective as of January 1, 2022.
- Annual improvements to IFRS 2018–2020 standards - The following improvements were completed in May 2020 and were effective as of January 1, 2022:
  - a) IFRS 9 Financial Instruments: clarifies what commissions and fees must be included in the 10% test for the de recognition of financial liabilities.
  - b) IFRS 16 Leases: modification of illustrative example 13 to eliminate the illustration of the lessor's payments in relation to lease improvements, to eliminate any confusion on the treatment of lease incentives.

These modifications and improvements did not have a significant impact for the Company.

The Company considered in the preparation of the consolidated financial statements the agenda decision issued by the IFRS IC "Demand deposits with restrictions on use derived from a contract with a third party (IAS 7)" in April 2022.

The modifications and improvements to the standards that have been issued after, and are not effective for the annual periods ending on December 31, 2022 are the following:

- Amendments to IAS 1 - Non-current liabilities with covenant. Clarifies how the conditions that an entity must meet within twelve months after the reporting period affect the classification of the liability. Effective as of January 1, 2024.
- Amendments to IAS 1 and Practice Statement No.2 of the IFRS - Disclosure of Accounting Policies. Effective as of January 1, 2023.
- Amendments to IAS 8 - Definition of accounting estimates. Effective as of January 1, 2023.
- Amendments to IAS 12 - Deferred Tax related to assets and liabilities arising from a single transaction. Effective as of January 1, 2023.

These modifications are not expected to have a significant impact on the Company.

## 17.2) Consolidation and equity method

The consolidated subsidiaries of the Company, for which it has a shareholding as of December 31, 2021 and 2022, are shown as follows:

	<b>Shareholding percentage (%)</b>	<b>Main activity</b>
Aeropuerto de Cancún, S. A. de C. V.	100 %	Airport services
Aeropuerto de Cozumel, S. A. de C. V.	100 %	Airport services
Aeropuerto de Mérida, S. A. de C. V.	100 %	Airport services
Aeropuerto de Huatulco, S. A. de C. V.	100 %	Airport services
Aeropuerto de Oaxaca, S. A. de C. V.	100 %	Airport services
Aeropuerto de Veracruz, S. A. de C. V.	100 %	Airport services
Aeropuerto de Villahermosa, S. A. de C. V.	100 %	Airport services
Aeropuerto de Tapachula, S. A. de C. V.	100 %	Airport services
Aeropuerto de Minatitlán, S. A. de C. V.	100 %	Airport services
Cancun Airport Services, S. A. de C. V. (*)	100 %	Airport services
Aerostar Airport Holdings, LLC	60 %	Airport services
Sociedad Operadora de Aeropuertos Centro Norte, S.A.	100 %	Airport services
RH Asur, S. A. de C. V.	100 %	Administrative services
Servicios Aeroportuarios del Sureste, S. A. de C. V.	100 %	Administrative services
Asur FBO, S. A. de C. V. (*)	100 %	Administrative services
Caribbean Logistics, S. A. de C. V. (*)	100 %	Cargo services
Cargo RF, S. A. de C. V. (*)	100 %	Cargo services

(\*) These subsidiaries sub-consolidate at Cancún Airport.

## Aerostar information

Aerostar reports its financial information in IFRS, for purposes of consolidating in the Company and in USD. The exchange rate used at 2021 and 2022 year end was Ps.20.47 and Ps.19.47 Mexican Pesos per Dollar, respectively.

### Relevant information about Aerostar and its significant non-controlling interest

As of December 31, 2020, 2021 and 2022, the condensed financial information of Aerostar, where there is a significant non-controlling interest, is presented as follows:

	December, 31		
	2020	2021	2022
<b>Condensed statement of financial position</b>			
Cash and cash equivalents	Ps. 804,634	Ps. 2,295,087	Ps. 2,334,403
Restricted cash	5,055	123,081	1,272,106
Other current assets	566,031	183,284	528,297
Total current assets	1,375,720	2,601,452	4,134,806
Financial liabilities:			
Current liabilities	(606,433)	(804,548)	(1,184,023)
Working capital	769,287	1,796,904	2,950,783
Land, furniture and equipment	151,971	126,494	115,798
Intangible assets, airport concessions - Net	13,535,370	13,656,912	12,920,453
Other long term assets	32,578	64,442	90,777
Long term debt	(7,171,278)	(6,952,068)	(9,891,961)
Accounts payable to the Company	(104,065)		
Other long term liabilities	(19,864)	(19,378)	(18,265)
Deferred income tax - Net	(448,829)	(518,578)	(547,480)
Shareholders' equity	Ps. 6,745,170	Ps. 8,154,728	Ps. 5,620,105
	Year ended December, 31		
	2020	2021	2022
<b>Condensed statements of comprehensive income</b>			
Revenue	Ps. 2,902,238	Ps. 3,652,835	Ps. 4,110,028
Operating cost and expenses	(1,956,081)	(1,939,555)	(2,146,680)
Other income	158,906		346,232
Comprehensive financial cost - Net	(495,443)	(453,326)	(459,471)
Net income tax	(60,684)	(57,529)	(41,863)
Income tax provision	548,936	1,202,425	1,808,246
Foreign currency translation	(301,695)	(207,132)	(95,881)
Total comprehensive income	Ps. 247,241	Ps. 995,293	Ps. 1,712,365

On October 20, 2022, Aerostar's Board of Directors approved a reimbursement of contributed capital for USD165,625 (Ps.2,113,113), and a dividend payment for USD34,375 (Ps.690,833), corresponding to profits for the year 2022, of which 60% corresponds to the Company and 40% to the Avialliance partner. The Company did not change its proportional shareholding in Aerostar, maintaining control with 60% of the capital stock. These payments were not considered a partial disposal of the Company's interest and the cumulative effects of changes in foreign exchange rates (CTA) were not reclassified to comprehensive income.

As regards the non-controlling interest in Aerostar's subsidiary, there are no significant restrictions on the possibility of gaining access to files or using them for the payment of liabilities.

## Airplan information

Airplan reports its financial information in IFRS for purposes of consolidating in the Company and in Colombian pesos. The exchange rate used at 2021 and 2022 year end was Ps.198.28 and Ps.248.48 Colombian Peso per Mexican Peso, respectively.

### a. Subsidiaries

Subsidiaries are all entities over which the Company has control. The Company controls an entity when the Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Company. They are deconsolidated from the date that control ceases.

Intercompany transactions, balances, revenues and expenses due to transactions between the group companies were eliminated. The non-realized results were also eliminated. The subsidiaries' accounting policies are consistent with the policies adopted by the Company. The Company uses the purchase method to recognize business acquisitions. The consideration for the acquisition of a subsidiary is determined based on the fair value of the net assets transferred, the liabilities assumed and the capital issued by the Company. The Company defines a business combination as a transaction in which it obtains control of a business, through which it has the power to govern and manage the relevant activities of the of assets and liabilities of said business with the purpose of providing return in the form of dividends, lower costs or other economic benefits directly to investors.

The consideration transferred in the acquisition of a subsidiary is the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Company. The consideration transferred includes the fair value of any asset or liability that results from a contingent consideration agreement. The identifiable assets acquired, the liabilities and contingent liabilities assumed in a business combination are initially measured at their fair value on the date of acquisition. The Company recognizes any non-controlling interest in the acquired entity based on the proportional part of the non-controlling interest in the net identifiable assets of the acquired entity.

Costs related to the acquisition are recognized as expenses in the consolidated statement of income as incurred.

Goodwill is initially measured as the excess of the consideration paid and the fair value of the non-controlling interest in the acquired subsidiary over the fair value of the identifiable net assets and the liabilities acquired. If the consideration transferred is less than the fair value of the net assets of the acquired subsidiary in the case of a purchase at a bargain price, the difference is recognized directly in the consolidated statement of income. If the business combination is reached in stages, the book value at the date of acquisition of the participation previously held by the Company in the acquired entity, is remeasured at its fair value at the acquisition date. Any loss or gain resulting from such remeasurement is recognized in the results of the year.

### b. Changes in the interests of subsidiaries without loss of control

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions, which are transactions with shareholders in their capacity as owners. The difference between the fair value of the consideration paid and the interest acquired in the carrying value of the net assets of the subsidiary is recorded in stockholders' equity. Gains or losses on the sale of non-controlling interests are also recorded in stockholders' equity.

### c. Disposal of subsidiaries

When the Company loses control over one entity, any retained interest in the entity is measured at fair value, recognizing the effect in profit or losses. Subsequently, the fair value is the initial carrying amount for the purpose of determining the retained interest as an associate, joint venture or financial asset, as appropriate. Additionally, the amounts previously recognized in Other Comprehensive Income (OCI) relating to those entities are canceled as though the Company had directly disposed of the related assets or liabilities. This means that the amounts previously recognized in OCI are reclassified to profit or losses of the period.

d. Acquisition in stages

The additional acquisition in joint ventures accounted under the equity method is considered a business combination conducted in stages, which means that the fair value of interest previously acquired was also revalued.

e. Joint Arrangements

Under IFRS 11 investments in joint arrangements are classified as either a joint operation or a joint venture depending on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement.

f. Joint ventures

Interest in joint ventures is accounted for under the equity method, after being initially recognized at cost in the consolidated statement of financial position.

On February 20, 2020, our subsidiary Aeropuerto de Cancún entered into a contractual agreement with Aviation Investments, LLC, to set up a joint venture through a separate legal entity called Airport Development Group, LLC, with each Company holding an interest of 50%. Initial investment amounted to USD500 (Ps.10,556). According to the agreement, decisions on the relevant activities of the entity require unanimous consent of both parties. The Company assessed the nature of the transaction and determined it was a joint venture. Joint ventures are recognized through the equity method.

g. Equity method

Under the equity method, investments are initially recognized at cost and are subsequently adjusted to recognize equity in post-acquisition results, as well as movements in other comprehensive income. Dividends received or receivable from joint ventures are recognized as a reduction in the amount of the investment.

When the Company's share in the losses of a joint venture equals or exceeds its share in the joint venture (which includes any long-term interest that is in substance part of the Company's net investment in the joint venture), the Company does not recognize additional losses, unless it has incurred obligations or made payments on behalf of or on behalf of the joint venture.

Unrealized income on transactions between Group Companies and their joint ventures are eliminated up to the amount of the Group's interest in the joint venture. Unrealized losses are also eliminated unless the transaction provides some evidence of impairment of the transferred asset. The accounting policies of the investments accounted for under the equity method have changed when necessary to ensure consistency with the policies adopted by the Company.

h. Capital reduction in foreign subsidiaries

The capital reductions without changing the parent's proportional percentage interest holding, is not considered a partial disposition. Since the Group maintains the same ownership percentage and continues to control the subsidiary abroad, the cumulative effects of the translation effect are not reclassified to the statement of comprehensive income.

### 17.3) Conversion of foreign currencies

#### Functional currency and reporting currency

Items included in the consolidated financial statements of each of the companies of the Company are measured in the currency of the primary economic environment in which the entity operates, i.e., its "functional currency" which is also the reporting currency. The consolidated financial statements are presented in thousands of Mexican pesos, which is the Company's reporting currency.

#### 17.3.1) Consolidation of subsidiaries with a functional currency different from the reporting currency

The results and financial position of Aerostar and Airplan (none of which handle a currency that corresponds to a hyperinflationary economy) expressed in a functional currency other than the reporting currency are converted to the reporting currency as follows:

- i. The assets and liabilities recognized in the consolidated statement of financial position are translated at the exchange rate on the balance sheet date.

- ii. The stockholders' equity in the consolidated statement of financial position is translated using the historical exchange rates.
- iii. Income and expenses recognized in the consolidated statement of income are translated at the average exchange rate for each year (unless that average is not a reasonable approximation of the effect of translating the results derived from the exchange rates prevailing at transaction dates, in which case the Company uses the respective rates).
- iv. The resulting exchange differences are recognized within OCI.

Goodwill and fair value adjustments that arise on the date of acquisition of a foreign operation to measure them at fair value are recognized as assets and liabilities of the foreign entity and are converted at the closing exchange rate.

### **17.3.2) Transactions in foreign currency and results from exchange fluctuations**

Operations carried out in foreign currency are recorded in the functional currency applying the exchange rates in effect at the transaction date or the exchange rate at the date of the valuation when the items are revalued.

Exchange differences arising from fluctuations in the exchange rates between the transactions and settlement dates, or the consolidated statement of financial position date, are recognized in the consolidated comprehensive income statement.

### **17.4) Cash and cash equivalents**

Cash and cash equivalents include cash, bank deposits and other highly liquid investments with low risk of changes in value and maturing within three months or earlier. As of December 31, 2021 and 2022, cash and cash equivalents consisted primarily of peso and dollar denominated bank deposits and peso denominated investment bonds issued by the Mexican Federal Government.

### **17.5) Fiduciary rights**

In accordance with the requirements of the concession agreement, Airplan was required to constitute a trust, with Fiduciaria Bancolombia as trustee, to administer the concession's resources and to oversee the payment of the concession's obligations by the concessionaire. Airplan transfers all of the gross income it receives and all of the debt and capital resources it obtains from the administrations of the concession.

### **17.6) Restricted cash**

Restricted cash is presented as current if it is expected to be used within 12 months from the reporting date. Any funds restricted beyond 12 months are recorded as non-current. Restricted cash includes cash that is restricted in access and use. The nature of the restrictions includes pre-use approvals and restrictions imposed by bond placement contracts and federal agency funds related to capital expenditures.

Aerostar maintains cash restricted by a requirement of the debt instruments in the amount of Ps.1,175,622 as of December 31, 2022 and has restricted cash for PFC in the amount of Ps.96,485 and Ps.123,081 as of December 31, 2022 and 2021, respectively. Mexico maintains restricted cash of Ps.148,621 as of December 31, 2022 held as part of the fulfillment of its infrastructure investment commitments described in the MDP. (See Note 5.1.)

Restricted cash is presented in the statement of cash flows within financing activities in relation to the reserves to which it is obligated in accordance with the bond placement agreements and in investment activities, which are related to the investment in airport infrastructure. (See Note 5.1.)

### **17.7) Financial assets**

- a. Classification. - the Company classifies its financial assets into the following measurement categories: a) financial assets measured at amortized cost; and b) financial assets subsequently measured at fair value (either through other comprehensive income or through profit or loss). At present, the Company does not hold any financial assets. This classification depends on the business model of the Company to manage its financial instruments and the terms of the instrument's contractual cash flows. The Company reclassifies financial assets when, and only when, it changes its business model for the management of those assets. The Company's financial assets are measured at amortized cost, since contractual terms comply with the SPPI (solely payment of principal and interest) requirement, and the Company's business model is achieved by collecting cash flows.

- b. **Measurement.** - At initial recognition, financial assets at amortized cost are measured at fair value plus transaction costs that are directly attributable to their acquisition. Transaction costs of financial assets measured at fair value (through profit or loss or through other comprehensive income) are recognized in profit or loss as incurred. Gains and losses on assets measured at fair value are recorded in profit or loss or in other comprehensive income. Financial assets with embedded derivatives are considered as a whole if it is determined that the cash flows correspond exclusively to the payment of principal and interest. Accounts receivable are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included as current assets, except for maturities greater than 12 months following the date of the Statement of Financial Position. These are classified as non-current assets. Loans and accounts receivable are initially recognized at fair value plus directly attributable transaction costs, and subsequently measured at amortized cost.
- c. **Impairment.** - Impairment losses are presented as net impairment losses within the operating result. Subsequent recoveries of previously canceled amounts are credited against the same line. For accounts receivable, the Company applies the simplified approach allowed by IFRS 9, which requires that the expected losses over the life of the instrument be recognized from the initial recognition of accounts receivable. (See Note 6.)

## **17.8) Leasing**

### **17.8.1) As lessor**

The leasing of terminal space made by the Company in its capacity as lessor at the terminals is documented by contracts with either fixed income or monthly fees based on the higher amount of a minimum monthly fee or a percentage of the lessee's monthly revenue.

Since the leased assets are part of the concession assets and thus do not belong to the Company, there is no transfer of the risks and rewards of ownership and therefore are classified as operating leases.

Revenues from operating leases are recognized as non-aeronautical revenues on a straight line basis over the lease term.

### **17.8.2) As lessee**

Leases are recognized as right-of-use assets and lease liabilities on the date the leased assets are available for use by the Company.

Right-of-use assets and liabilities arising from a lease under IFRS 16 "Leases" are initially measured at the present value. Lease liabilities include the present value, net of the following lease payments: i) fixed lease payments, less any lease incentive receivable; ii) variable lease payments that depend on an index or a rate, initially measured using the index or rate at the commencement date; and iii) the amounts that the Company expects to pay under residual value guarantees.

Lease payments must be discounted at the rate implicit in the lease. In the case of the Company, the interest rate cannot be readily determined. Thus, the lessee's incremental borrowing rate is used, which is the rate of interest that a lessee would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

To determine the borrowing incremental rate, the Company:

- Uses, whenever possible, recent third-party financing received by lessee as a starting point, adjusted to reflect changes in financing conditions since third-party financing was received;
- Uses other approaches, starting with a risk-free rate, adjusted for the credit risk of leases held that have not obtained recent third-party financing; and
- Applies specific adjustments to the lease, e.g. term, country, currency and guarantees.

Lease payments are distributed among principal and interest expense. Interest expense is charged to profit or loss over the lease term to produce a constant periodic interest rate on the remaining liability for each period.

Right-of-use assets are measured:

- Lease initial measurement amount.

- Any lease payment made on or before the commencement date less any lease incentive received.
- Any initial direct cost.

Right-of-use assets are generally depreciated on a straight-line basis over the shorter period of the asset useful life and the lease term, and the depreciation expense is recognized in the Statement of profit or loss.

Payments of short-term leases and leases of low-price assets are expensed by applying the straight-line method. Short-term leases are leases with a term of 12 months or less.

To determine the lease term, the Company considers all facts and circumstances creating an economic incentive to exercise an extension option. The reasonable certainty assessment is only reviewed when there is a significant event or a significant change in circumstances that affect such assessment and that are within lessee's control. At December 31, 2022, there are no contracts regarding which there is a reasonable certainty to extend lease terms.

### 17.9) Land, furniture and equipment

Furniture and equipment are recorded at cost less accumulated depreciation and impairment loss. The cost includes expenses directly attributable to the acquisition of those assets and all costs associated with placing the assets in the location and in the condition necessary for them to operate as intended by management.

Land is recorded at cost and it is not depreciated. Depreciation of other items of plant and equipment is calculated on the straight-line method based on the residual values over their estimated useful lives. The percentage of depreciation taken per year according to the useful lives at the acquisition date of the furniture and equipment are as shown as follows:

	<u>December 31,</u>	
	<u>2021</u>	<u>2022</u>
Furniture equipment	10 to 20 %	10 to 20 %
Machinery	10 to 20 %	10 to 20 %
Computer equipment	20 to 33 %	20 to 33 %
Transportation equipment	20 to 25 %	20 to 25 %
Improvements to leased premises	10 %	10 %

The residual values, useful life and depreciation method are reviewed and adjusted, if necessary, on an annual basis.

#### 17.9.1) Land

Land represents, mainly, a territorial extension for which the Company had an obligation of constructing 450 hotel rooms along with FONATUR in Huatulco which were recorded at its cost and are not subject to depreciation. During the second quarter of 2021, FONATUR and the Company entered into an agreement to terminate the sales contract for the land of Huatulco, and FONATUR paid the Company Ps.286,283 which was the price that the Company initially paid for the land. (See Note 15.c).

### 17.10) Intangible assets

#### 17.10.1) Concessions

The airports that are part of the Company performed the analysis of the following criteria that must be taken into account to know if they are within the scope of IFRIC 12:

- The grantor controls or regulates what services the operator must provide with the infrastructure, to whom it must provide them at what price.
  - The grantor does not need to have full price control; it is sufficient that the price is regulated by the grantor, the contract or the regulator.
  - The grantor can control the price through a limit mechanism.

- The price can vary from fixed price arrangements to those based on a formula up to a maximum price.
- b. The grantor controls, through ownership, the right of benefits or otherwise, any significant residual interest in the infrastructure at the end of the term of the agreement.

Taking into consideration the foregoing, these criteria are applicable to each of the concessions that the Company has, which is why their measurement and determination will be considered within the scope of IFRIC 12. In addition, at the end of all the concessions, all assets become the property of the nation in which the concession is located.

Within the scope of IFRIC 12, the respective assets can be classified as:

**Financial assets:** when the licensor establishes an unconditional right to receive cash flows and other financial assets independently of the use of the public service by the users.

**Intangible assets:** only when the licensor agreements do not establish a contractual right to receive cash flows and other financial assets from the licensor, independently of the use of the public service by the users. Airport concessions have been considered within the scope of IFRIC 12 as an intangible asset because they comply with the above provisions and no financial assets have been recognized in that regard.

**Mexico:**

Rights-to-use airport facilities and airport concessions include the acquisition of the nine airport concessions and the rights acquired.

Amortization is computed using the straight-line method over the estimated useful life of the concessions, (original term of 50 years as of November 1, 1998); 26 years as of December 31, 2022.

**Aerostar:**

Aerostar's airport concession, which includes the obligation to make certain capital expenditures in improvement projects, is considered an intangible asset and is recognized at cost less accumulated amortization and impairment losses.

Amortization is calculated using the straight-line method during the term of the agreement (40 years); 30 years as of December 31, 2022.

**Airplan:**

In the case of Airplan, the right granted by the Concession Contract No.8000011-OK and Public Tender No. 10000001OL2010, respectively, is recorded as an intangible asset, through which the grantors assign to the Company the regulated and unregulated income corresponding to each of the airports subject to the concession.

In turn, the costs per loan that are related to the works in execution are part of the intangible.

The intangible asset resulting from the recognition and updating of the estimated income of the contract is amortized based on the proportion of the accumulated income of the contract and the total income. Amortization is recognized in the results of the period.

The useful life for the amortization was determined as the duration of the concession and the amortization rate is calculated based on the percentage of execution of the revenues with respect to the total expected income of the financial model of the Company. The concession had a minimum term that ended 2015, however, in accordance with the complementary works carried out and the measurement of the expected income against the income generated, the concession will have a useful life until the year 2032, 10 years as of December 31, 2022.

#### **17.10.2 Licenses and commercial direct operation (ODC, by its initials in Spanish)**

These items are recognized at their cost less the accrued amortization and any recognized impairment losses. They are amortized on a straight line basis using their estimated useful life, determined based on the expected future economic benefits, and are subject to testing when indication of impairment is identified. The useful lives are linked to the useful life of the concessions (See Note 17.10.1).

The estimated useful lives at December 31, 2022 are as follows:

Licenses Mexico	26 years
ODC Mexico	26 years
Commercial Rights of Aerostar	30 years
Commercial Rights of Airplan	10 years

### **17.10.3) Goodwill**

Goodwill represents the acquisition cost of a subsidiary in excess of the Company's interest in the fair value of the identifiable net assets acquired, determined at the acquisition date, and it is not subject to amortization. Goodwill is shown separately in the consolidated statement of financial position and is recorded at cost less accumulated impairment losses, which are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

### **17.10.4) Intangible assets acquired as part of a business combination**

When an intangible asset is acquired as part of a business combination, it is recognized at fair value at acquisition date. Subsequently, intangible assets acquired in a business combination, such as commercial rights, are recognized at cost less the accumulated amortization and the accrued amount of impairment losses. See useful lives of these rights in Note 17.10.2.

### **17.11) Impairment of long-term non-financial assets**

The long-term non-financial assets subject to amortization or depreciation are subject to annual impairment tests or more frequently if there are events or circumstances that indicate that they might be affected. Other assets are subject to impairment tests when events or circumstances arise that indicate that their book value might not be recovered. Impairment losses correspond to the amounts where the book value of the asset exceeds their recoverable amount. The recoverable amount of assets is the higher of the fair value of the asset less the costs incurred for its sale and value in use. For impairment assessment purposes, assets are grouped at the lowest levels at which they generate identifiable cash flows separately which are largely independent of the cash flows of other assets or the Company's assets (cash-generating units). Non-financial assets are assessed at every reporting date in order to identify potential reversals of such impairment.

### **17.12) Accounts payable**

Accounts payable are liabilities with creditors for purchases of goods or services acquired during the regular course of the Company's operations. When payment is expected over a period of one year or less from the closing date, they are presented under current liabilities. If the foregoing is not complied with, they are presented under non-current liabilities.

Accounts payable are initially recognized at their fair value and are subsequently measured at amortized cost using the effective interest method.

### **17.13) Bank loans and long-term debt**

Loans from financial institutions are initially recognized at their fair value, net of transaction costs. Those funds are subsequently recorded at their amortized cost; any difference between the funds received (net of transaction costs) and the redemption value is recognized in the statement of income during the funding period using the effective interest method.

#### **17.13.1) Debt renegotiation**

If the renegotiation results in the cancellation of the original liability because the 10% test is exceeded, as established in IFRS 9, the original liability is canceled and any difference is recognized in results when the renegotiation occurs.

If the renegotiation does not result in the cancellation of the financial liability, then (i) the value of the new cash flows of the financial liability is discounted at the original effective interest rate, (ii) any difference between the discounted value and the carrying amount is recognized in results and (iii) the effective interest rate is prospectively adjusted to include the new costs and commissions.

### **17.13.2) Costs for loans**

Costs of specific and general loans directly attributable to the construction of qualifying assets are capitalized during the period of construction and preparation of the asset for its use. Qualifying assets are those that require a substantial period to be ready and able to be used (usually greater than one year). Financial revenues obtained from temporary investments made with money coming from specific loans that will be used for the construction of qualifying assets are decreased of financial costs eligible for capitalization.

The capitalization of costs for loans in foreign currency that generates interests and losses due to foreign exchange fluctuations, are only capitalized up to the amount of interest that would have been generated by loan in national currency, with similar conditions of time.

### **17.14) Derecognition of financial liabilities**

The Company derecognizes its financial liabilities if, and only if, the obligations of the Company are met, are cancelled or if they expire.

### **17.15) Provisions**

Liability provisions represent a present legal obligation or an assumed obligation as a result of past events, when the use of economic resources is likely in order to settle the obligation and when the amount can be reasonably estimated. Provisions are not recognized for future operating losses.

Provisions are measured at the present value of expenses expected to cover the related obligation, using a pretax rate that reflects the actual considerations of the value of money market over time and the specific risks inherent in the obligation. The increase in the provision over time is recognized as an interest expense.

When there are similar obligations, the likelihood of the outflow of economic resources for settling those obligations is determined considering them as a whole. In these cases, the provision thereby estimated is recorded, provided the likelihood of the outflow of cash with respect to a specific item considered as a whole is remote.

### **17.16) Deferred IT, and tax on dividends**

The expense for IT includes both the current tax and deferred taxes. Tax is recognized in the statement of income, except when it relates to items recognized directly in OCI or in stockholders' equity in which case, the tax is also recognized in OCI items or directly in stockholders' equity, respectively.

Deferred IT were recorded based on the comprehensive method of liabilities, which consists of recognizing deferred taxes on all temporary differences between the book and tax values of assets and liabilities to be materialized in the future at the enacted or substantially enacted tax rates in effect at the consolidated financial statement date. (See Note 13.)

Deferred tax assets are only recognized if future tax profits are expected to be incurred against which temporary differences can be offset.

The balances of deferred IT assets and liabilities are offset when there is an enforceable legal right for each entity to offset current tax assets against current tax liabilities and when deferred IT assets and liabilities are related to the same tax authority.

Current IT is made up of IT, which is recorded under income for the year in which they are incurred. The tax is based on taxable income.

To determine the IT the applicable rate in Mexico for 2020, 2021 and 2022 was 30%, the applicable rate for Airplan, according to Colombian legislation for 2020, 2021 and 2022 was 32%, 31% and 35% respectively, and the applicable rate for Aerostar, in accordance with Puerto Rico law, for 2020, 2021 and 2022 was 10%.

Deferred tax assets and liabilities from the temporary differences arising from the investments in subsidiaries and joint businesses are recognized, except when the Company controls the reversal period for such temporary differences and it is likely that the temporary differences will not be reverted in a near future.

Aerostar and Airplan hold undistributed profits which, if paid as dividends, would require the beneficiaries to pay tax. There is a temporary taxable difference, but no deferred tax liability is recognized, as the Company as the controlling entity is capable of deciding the point at which the subsidiary should make distributions. It is not expected to distribute those benefits in the foreseeable future, because both companies would first have to pay off their bank or private debts before they can declare dividends.

### **17.17) Employee benefits**

The present value of the defined benefit obligations is determined by discounting the estimated future cash flows using the interest rates of high-quality corporate bonds denominated in the same currency in which the benefits will be paid and that have expiration terms that are approximate the terms of the pension obligation. In those countries where there is no deep market for such bonds, interest rates on government bonds are used.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of the plan assets. This cost is included in the expense for employee benefits in the consolidated statement of income.

Gains and losses for remeasurements derived from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur directly in OCI. They are included in the accumulated results in the statement of changes in stockholders' equity and in the consolidated statement of financial position.

Variations in the present value of the defined benefit obligation that result from modifications or reductions of the plan are recognized immediately in results as past service costs.

#### Termination benefits

Termination benefits are paid when the employment relationship ends before the normal retirement date or when an employee voluntarily accepts the termination in exchange for these benefits. The Company recognizes termination benefits on the first of the following dates: (a) it is committed to terminate the employment relationship of employees in accordance with a detailed formal plan without having the possibility of evading its obligation, and (b) when the entity recognizes restructuring costs in accordance with IAS 37 and involves payment of termination benefits. In the case of an offer that promotes voluntary termination, termination benefits are valued based on the expected number of employees accepting the offer. Benefits that mature 12 months after the reporting date are discounted to their present value. The charge to income for the years ended December 31, 2021 and 2022 was Ps.2,866 and Ps.4,343, respectively. See Note 4.

#### Short-term obligations

Salaries for wages and salaries, including non-monetary benefits and accumulated sick leave, which are expected to be fully settled within 12 months after the end of the period in which the employees provide the related service, are recognized in connection with the service of employees until the end of the period and are measured by the amounts that are expected to be paid when the liabilities are settled. Liabilities are presented as current obligations for employee benefits in the consolidated statement of financial position.

#### Share in profits

The Group recognizes a liability and an expense for profit sharing based on a calculation that takes into account the profit attributable to the shareholders of the Company after certain adjustments. The Group recognizes a provision when it is contractually bound or when there is a past practice that generates an implicit obligation.

### **17.18) Stockholders' equity**

Capital stock, capital reserves and retained earnings are expressed at their historical cost. The capital reserves consist of the legal reserve, the reserve to repurchase own shares.

### **17.19) Basic and diluted earnings per share**

Basic earnings per share were computed by dividing the net income for the year attributable to controlling interest (Ps.1,972,319 in 2020, Ps.5,983,747 in 2021 and Ps.9,986,548 in 2022) by the weighted average number of shares outstanding in 2020, 2021 and 2022. The number of shares outstanding for the periods from January 1 to December 31, 2020, 2021 and 2022 were 300 million. The basic ordinary earnings share for the year ended as of December 31, 2020, 2021 and 2022 was Ps.6.57, Ps.19.95 and Ps.33.29, respectively, are expressed in pesos, the diluted earnings per share is equal to the basic earnings per share.

## **17.20) Financial reporting by segments**

The segment financial information is presented in a manner that is consistent with the internal reporting provided to the General Directors in charge of making operational decisions, allocating resources and assessing the performance of the operating segments.

The Company determines and evaluates the performance of its airports on an individual basis, after allocating personnel costs and other costs of services, which are incurred by a Company's subsidiary which hires some of the Company's employees. The performance of these services is determined and assessed separately by management. All the airports provide substantially the same services to their clients. The performance of (Services) is determined and evaluated separately by management. All airports provide substantially the same services to their customers. Note 2 includes the financial information related to the Company's different segments, which includes Cancún Airport and subsidiaries (Cancún Airport), showing separately, due to their importance, Aerostar, Airplan, Villahermosa Airport (Villahermosa), Mérida Airport (Mérida) and Servicios Aeroportuarios del Sureste (Servicios). The financial information of the remaining six airports, of RH Asur, S. A. de C. V. and of the holding company (including the investment of the Company in its subsidiaries) has been grouped and is included in the "Others" column. The elimination of the investment of the Company in its subsidiaries is included in the "Consolidation Adjustments" column.

Resources are assigned to the segments based on the significance of each one to the Company's operations. Transactions among operating segments are recorded at their fair value.

## **17.21) Revenue recognition**

The accounting policies for the Company's revenue from contracts with customers are explained in Note 3.

## **17.22) Government grants**

Government grants are recognized at their fair value when there is reasonable guarantee that the grant will be received, and the Company will comply with all the conditions set.

Government grants associated with income are presented in the period's income/loss as deductions of the related expenses. Grants received as compensation for expenses or to provide immediate financial support to the entity, with no related subsequent costs, are recognized in income/loss for the period in which they become payable.

Government grants associated with assets are presented in the Statement of Financial Position as deductions of the carrying amount of related assets. They are recognized in income/loss throughout the life of the asset, which is amortized as a reduction of the related expense that the grant intends to offset.

Government grants will be recognized in income/loss on a systematic basis throughout the periods in which the entity recognizes the related costs that the grant intends to offset as expenses.

Note 4.1 discloses information on how the Company records government grants received as recovery of expenses.

## **Note 18 - Financial risk management:**

The Company is exposed to financial risks that result from changes in interest rates, foreign exchange rates, price risk, liquidity risk and credit risk. The Company controls and maintains the treasury control functions related to transactions and global financial risks through practices approved by its Executive Board and Board of Directors.

This note contains information regarding the Company's exposure to each of the aforementioned risks, and the objectives, policies and procedures to measure and manage risk.

The main risks to which the Company is exposed are:

- 18.1) Market risk
- 18.1.1) Interest rate risk
- 18.1.2) Exchange rate risk
- 18.1.3) Price risk
- 18.2) Liquidity risk
- 18.3) Credit risk - credit quality
- 18.4) Capital management
- 18.5) Fair value

## 18.1) Market risk

### 18.1.1) Interest rate risk

The Company has contracted bank loans to partially finance its operations. These transactions expose the Company to interest risk, with the main exposure to the risk of variable interest rates resulting from changes in the market base rates (banks charge interest based on TIIE 28 days plus 125 basis points in 2021 and 2022) that are applied to the Company's bank loans maturing in 2022 and 2024, which were paid in advance. As of September 2021, the Santander bank charges interest based on the 28-day TIIE rate plus 150 basis points maturing in 2024, and as of October 2021, the BBVA Mexico bank charges interest based on the 28-day TIIE rate plus a applicable margin that fluctuates between 140 basis points to 190 basis points with expiration in 2028.

As of December 31, 2022, the reference rates used by the Company (TIIE and DTF) have suffered considerable increases compared to the year that ended on December 31, 2021, due to the economic uncertainty and increase in inflation. Although, at short term, there is a risk of an increase in interest rates, the Company has cash of 7.05 times to pay the amount of debt and short-term loans.

As of December 31, 2021 and 2022, there are no loans referenced to the LIBOR rate.

### 18.1.2) Exchange rate risk

The Company is exposed to minor risk for changes in the value of the Mexican Peso against the U. S. Dollar. Historically, a significant portion of income generated by the Company (mainly derived from the fees charged to international passengers) is denominated in U. S. Dollars, and despite that, income is invoiced in Pesos at the average exchange rate of the previous month and likewise the cash flows are collected in Pesos.

At December 31, 2021 and 2022, the Company is exposed to exchange rate risk for monetary position is as follows:

	<u>December 31,</u>	
	<u>2021</u>	<u>2022</u>
Asset	Ps. 124,656	Ps. 372,991
Liability	(7,580)	(5,520)
Net Monetary Assets	<u>Ps. 117,076</u>	<u>Ps. 367,471</u>

At December 31, 2021 and 2022, the exchange rate was Ps.20.47 and Ps.19.47, respectively. Had the currency weakened by 5% in 2021 (5% in 2022) with respect to the U.S. Dollar, the Company would have had a gain on monetary position at the close in the amount of Ps.119.8 million in 2021 (monetary gain of Ps.357.8 million in 2022). As of the issuance of this report, the last known closing exchange rate was Ps. 18.02 on April 14, 2023.

### 18.1.3) Price risk

The rate regulation system applicable to the airports of the Company imposes maximum rates for each airport, which should not be exceeded on an annual basis. The maximum rates are the maximum annual income per unit of traffic (one passenger or 100 kg of cargo). If the maximum annual rate is exceeded, the government authorities could revoke one or more of the Company's concessions in Mexico.

The Company monitors and adjusts its income on a regular basis in order for its annual invoicing not to exceed the maximum rate limits. In the case of the Aerostar and Airplan concessions, there are no maximum ceilings established by the corresponding Government.

Concentrations:

At December 31, 2021 and 2022, approximately 55.5% and 59.1%, of revenue, not including income from construction services, resulted from operations at the Cancún International Airport.

## 18.2) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its funding requirements. The Company's management has established policies, procedures and limits of authority that govern the Treasury function. Treasury is responsible for ensuring liquidity and managing the working capital to ensure payments to suppliers, debt servicing and funding of operating costs and expenses.

The Company is cautious about liquidity risk and maintains sufficient cash and negotiable instruments and the availability of financing through an adequate amount of credit facilities to meet obligations at maturity and settle trading positions. At period end on December 31, 2021, the Company had demand deposits amounting to Ps.8,770,062 and Ps.13,174,991 in 2022 and available credit lines amounting to USD20,000 (approximately Ps.409,400), to manage liquidity risk. Due to the dynamic current situation and uncertainty, the Company's Treasury function maintains flexibility in the funding under credit lines and keeping availability.

Company's management changes its liquidity reserves forecast (including unused credit lines) and cash and cash equivalents based on expected cash flows. In general, this is conducted at country level for operating entities of the Company according to practices and limits set. These limits vary in each country, taking into account the liquidity of the market in which the Company operates. Additionally, the Group's policy on liquidity management includes cash flows projections in the main currencies and the consideration of the necessary level of liquid assets to meet these projections; the control of liquidity ratios of the Statement of Financial Position regarding the internal and external regulatory requirements, and the maintenance of the debt financing plans.

The following table shows the liquidity position for each country where the Company operates.

	Cash and equivalents	Loans and Short - term Debt	Loans and Long- term Debt	Total Loans and Debt
<b>December 31, 2021</b>				
Mexico	Ps. 5,700,314	Ps. 6,964	Ps. 4,623,758	Ps. 4,630,722
Aerostar	2,295,087	353,672	6,598,397	6,952,069
Airplan	774,661	217,508	1,979,248	2,196,756
Total	<u>Ps. 8,770,062</u>	<u>Ps. 578,144</u>	<u>Ps. 13,201,403</u>	<u>Ps. 13,779,547</u>
	Cash and equivalents	Loans and Short - term Debt	Loans and Long- term Debt	Total Loans and Debt
<b>December 31, 2022</b>				
Mexico	Ps. 9,573,039	Ps. 1,486,817	Ps. 2,505,318	Ps. 3,992,135
Aerostar	2,334,403	377,215	9,891,961	10,269,176
Airplan	1,267,549	5,964	937,486	943,450
Total	<u>Ps. 13,174,991</u>	<u>Ps. 1,869,996</u>	<u>Ps. 13,334,765</u>	<u>Ps. 15,204,761</u>

The following table presents the analysis of the net financial liabilities of the Company based on the period between the date of the statement of consolidated financial position and the maturity date, including undiscounted contractual cash flows:

	Under 3 months	Between 3 months and one year	Between 1 and 2 years	Between 2 and 5 years
<b>At December 31, 2021</b>				
Bank loans and interest	Ps. 13,660	Ps. 210,812	Ps. 3,945,092	Ps. 2,305,320
Long term debt	114,009	239,663	1,512,848	5,696,815
Suppliers	290,689			
Accounts payable and accrued expenses	1,383,249			
<b>At December 31, 2022</b>				
Bank loans and interest	Ps. 637,733	Ps. 944,235	Ps. 1,354,415	Ps. 1,900,147
Long term debt	158,242	280,166	973,931	3,477,822
Suppliers	307,068			
Accounts payable and accrued expenses	1,170,318			

The following table shows the Company's short term liquidity as of:

	December 31,	
	2021	2022
Current assets	Ps. 11,662,100	Ps. 18,080,170
Current liabilities	3,786,398	5,563,973
Short term position (liquidity)	Ps. 7,875,702	Ps. 12,516,197

### 18.3) Credit risk - credit quality

The financial instruments that are potentially subject to credit risks consist mainly of accounts receivable. Income obtained from fares charged to passengers is not guaranteed and therefore the Company faces the risk of not being able to collect the full amounts invoiced in the event of insolvency of its clients, the airlines. The Company frequently reviews financial instruments and tests them for impairment. (See Note 6.3).

Due to the COVID-19 contingency that has affected the travel industry, and the economic recession caused by the pandemic COVID-19, the Company negotiated to extend the payment terms of the agreements with some clients by signing promissory notes with a term of no more than one year, to secure payment. As of December 31, 2021 the balance of the account of documents receivable from third parties in Mexico amounts to Ps.4,463. As of December 2022, the balance owed by the Company's clients in connection with the aforementioned agreements was settled. (See Note 6.2).

In recent years, there have been airlines that have reported substantial losses, and the income from passenger fees from main client airlines is, not all guaranteed. Therefore, in the event of insolvency of any of the airlines, the Company would have no certainty of recovering the total sum of amounts invoiced to the airlines for passenger fees. In August 2010, Grupo Mexicana filed for bankruptcy. Grupo Mexicana owes the Company Ps.128,000 for passenger fees. As a result of Grupo Mexicana's bankruptcy, the Company at that time had, its reserve for uncollectable accounts by Ps.128,000 . The Company has determined that it may not be able to collect that amount. (See Note 6.3).

The Company operates under three methods to collect from Airlines:

- a) Credit, mainly offered to airlines with which there is a history of frequent and stable flights,
- b) Advances, from airlines with reasonably stable flights or that are in the exploration stage of routes or destinations, and
- c) Cash, mainly offered for Charter flights and airlines with new flights.

With this segregation, the Company reduces its collection risk since the airlines that operate under methods b) and c) do not generate accounts receivable.

Cash and cash equivalents are not subject to credit risks since the amounts are kept at financial institutions of good standing, and investments are subject to lower significant risk as they are being backed by the Mexican Federal Government or institutions with AAA high market ratings.

### 18.4) Capital management

The objective of management is to safeguard the Company's ability to continue operating as a going-concern in order to provide returns for stockholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

These activities are monitored through the review of information pertaining to the Company's operation and the Industry. This effort is coordinated by the CEO. Through a planning method, detailed simulations are formulated of identified risks as they are known. The risks identified are valued in terms of probability and impact and are presented to the proper authorities. The result of all these activities is reported to the market through 20-F reports, the sole circular and quarterly reports by a financial Risk Analysis Committee that reports to Company's Board of Directors.

During the year, there was no material uncertainty regarding the Company's ability to continue as a going concern. At December 31, 2021 and 2022, the Company's Board has a reasonable expectation that the Company has the appropriate resources to continue operating at least for the next twelve months and that the use of the going concern basis of accounting is appropriate.

## 18.5) Fair value

Financial instruments (bank loans and long term debts), at amortized cost in accordance with the valuation method used are at level 2 in 2021 and 2022, there are no financial instruments carried at fair value.

The different levels have been defined as follows:

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2: Quoted prices for similar instruments in active markets; quoted prices for instruments, identical or similar, in non-active markets and valuations through models where all significant data are observable in the active markets.

Level 3: Asset or liability input that is not based on observable market data (i.e., non-observable).

The fair value of financial instruments traded in active markets is based on market prices quoted at the consolidated statement of financial position closing date. A market is considered active if quotation prices are clearly and regularly available through a stock exchange, trader, dealer, industry group, price fixing services, or regulatory agency, and those prices reflect regularly and on current bases the market transactions under independent conditions. The quoted price used for the financial assets held by Company's is the current offer price.

### Note 19 - Critical accounting judgments and key sources of estimation uncertainty:

In applying the Company's accounting policies, which are described below, Company management is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities. Estimates and assumptions are based on historical experience and other factors considered relevant. Actual results could differ from those estimates.

#### Critical accounting judgments

Significant information on assumptions, critical judgments and uncertainty estimations recognized in the consolidated financial statements are as follows:

##### 19.1 Revenue

##### 19.2 Useful life of the Airplan concession

##### 19.3 Evaluation of impairment of intangible assets, airport concessions and goodwill

### 19.1 Revenue

As mentioned in Note 18.1.3, the Company regularly monitors and adjusts income so as to avoid exceeding the maximum rate at each of the airports operated by the Company in Mexico, which is the annual maximum income per traffic unit that can be received, and therefore the amount that the Company can record for services rendered whose prices are regulated.

If the Company recognized income exceeding that maximum rate, the authorities could cancel one or more airport concessions. Therefore, the Company regularly monitors regulated income in Mexico to ensure it does not exceed the limit. The application of the procedure established in the concession titles for determining whether revenues are in excess of the maximum rates and securing the necessary information are complex procedures. Among the information used in determining the maximum rate is passenger traffic and cargo statistics, in addition to variables such as the National Producer Price Index (excluding oil), authorized rates for airport services and the Rate for Airport Use.

### 19.2 Useful life of the Airplan concession

The overall duration of the Airplan concession depends on the revenues generated by the Colombian airports. In particular, the concession remains in effect until the date on which any of the following events occur:

- The regulated revenues generated are equal to the expected regulated revenues, provided that the concession agreement has been in force for at least 24 years.
- The concession agreement has been in force for at least 40 years, regardless of whether the regulated revenues generated are equal to the expected revenues.

If the regulated revenues generated by the Colombian airports are equal to the expected revenues before the end of the 24 year period, the concession agreement will remain in effect until the end of such period. Thus, management considers such factors in determining the final year of the concession term, which is 2032; however, in accordance with legal guidelines, the concession term may be extended until 2048 as long as the aforementioned requirements established by the grantor are met. It must be taken into account, for purposes of the expected regulated revenues according to the definition in the concession contract, that the expected regulated revenues will increase once each of the complementary works (mandatory or voluntary) is delivered to the grantor.

The Company conducts sensitivity analyses to determine the level of possible changes in the assumptions used to determine the useful life of the concession, in order to determine if the useful life would change significantly. At December 31, 2020, 2021 and 2022 the expected total revenues considering the additional works amount to Ps.17,540,245, Ps.14,381,166 and Ps.12,634,029, respectively.

### 19.3 Evaluation of impairment of intangible assets, airport concessions and goodwill

Intangible assets, airport concessions and goodwill are assessed for impairment whenever events or changes in circumstances indicate that the value of the intangible assets could be impaired and at least once a year in the case of goodwill. To determine whether the value of intangible assets and goodwill has been impaired, the cash generating unit relating to the intangible asset and goodwill has to be valued using present value techniques. By applying this valuation technique, the Company is based on a series of factors, including historical results, business plans, forecasts and market data. This is further described in Note 8.1. As can be deduced from this description, changes in the conditions of these judgments and estimates can significantly affect the assessed value of intangible assets and goodwill.

#### Note 20 - Consolidated statements of cash flows:

As of December 31, 2020, 2021 and 2022, the analysis of net debt and movements in net debt is presented as follows:

	Long - term debt			Bank Loans		
	2020	2021	2022	2020	2021	2022
Short-term debt (Note 11)	Ps. 330,235	Ps. 353,672	Ps. 377,215			
Short-term bank loans (Note 10)				Ps. 808,515	Ps. 224,472	Ps. 1,492,781
Long-term bank loans (Note 10)				6,119,655	6,603,006	3,442,804
Long-term debt (Note 11)	6,641,941	6,598,397	9,891,961			
Balances at December 31	<u>Ps. 6,972,176</u>	<u>Ps. 6,952,069</u>	<u>Ps. 10,269,176</u>	<u>Ps. 6,928,170</u>	<u>Ps. 6,827,478</u>	<u>Ps. 4,935,585</u>
Balances at January 1 of the debt-net	Ps. 6,799,941	Ps. 6,972,176	Ps. 6,952,069	Ps. 6,912,952	Ps. 6,928,170	Ps. 6,827,478
Interest expense	450,806	454,863	523,488	398,899	387,523	332,030
Bank loans(Note 10)				306,241	4,650,000	
Long-term debt (Note 11)			3,947,522			
Interest paid	(476,927)	(428,530)	(532,579)	(466,066)	(480,168)	(547,042)
Payments of the long term debt and bank loans	(253,925)	(220,961)	(222,568)	(245,520)	(4,429,334)	(1,498,076)
Foreign currency translation	452,281	174,521	(398,756)	21,664	(228,713)	(178,805)
Balances at December 31	<u>Ps. 6,972,176</u>	<u>Ps. 6,952,069</u>	<u>Ps. 10,269,176</u>	<u>Ps. 6,928,170</u>	<u>Ps. 6,827,478</u>	<u>Ps. 4,935,585</u>

#### Note 21 - Subsequent Event:

At December 31, 2022 to the date of issuance of these consolidated financial statements, there were no events that could have a significant effect on the information contained in the consolidated financial statements.

#### Note 22 - Authorization of the consolidated financial statements:

The consolidated financial statements and their twenty two notes are an integral part of the consolidated financial statements, which were authorized and proposed for their issuance to the Board of Directors on April 17, 2023 by Mr. Adolfo Castro Rivas, Chief Executive Officer of Grupo Aeroportuario del Sureste, S.A.B. de C.V.

**AGREEMENT TO FURNISH DEBT INSTRUMENTS**

Pursuant to paragraph 2(b)(i) of the Instructions as to Exhibits in Form 20-F, Grupo Aeroportuario del Sureste, S.A.B. de C.V., (the “Company”) has not included as an exhibit to its Annual Report on Form 20-F any instrument relating to long-term debt if the total amount of debt authorized by such instrument does not exceed 10% of the total assets of the Company. The Company agrees to furnish a copy of any such instrument to the Securities and Exchange Commission upon request.

**Grupo Aeroportuario del Sureste, S.A.B. de C.V.**

/s/ Adolfo Castro Rivas

Adolfo Castro Rivas

Chief Executive Officer

Chief Financial and Strategic Planning Officer

April 17, 2023

DESCRIPTION OF THE REGISTRANT'S SECURITIES REGISTERED PURSUANT TO  
SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934

As of April 17, 2023, Grupo Aeroportuario del Sureste, S.A.B. de C.V. (the "Company") had two classes of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"): its Series B shares and its American Depositary Shares ("ADSs").

1. Description of Series B Shares.

The Company's Series B shares are registered only in connection with the registration of the Company's ADSs, pursuant to the requirements of the Securities and Exchange Commission, and are not for trading. The following description of the Company's Series B shares is a summary and does not purport to be complete and is subject to and qualified in its entirety by the Company's Amended and Restated Bylaws (the "Bylaws"), as adopted at the Extraordinary Shareholders' Meeting held on April 27, 2007, and applicable Mexican law concerning companies, as amended from time to time. An English translation of the Bylaws, prepared for information purposes only, is incorporated by reference as Exhibit 1.1 to the Company's annual report on Form 20-F for the fiscal year ended December 31, 2022.

A. General.

The Company has Series B and Series BB shares in issue which are governed by the laws of Mexico and are registered with the *Registro Nacional de Valores* (Mexican Securities Registry), as required under the Mexican *Ley del Mercado de Valores* (Securities Market Law) and regulations issued by the Mexican *Comision Nacional Bancaria y de Valores* (Banking and Securities Commission, or CNBV). The Company's publicly traded share capital consists of its Series B common shares without par value, which are publicly traded in Mexico on the Bolsa Mexicana de Valores, S.A.B. de C.V. under the ticker symbol "ASUR B." As of December 31, 2022, there were 277,050,000 Series B shares and 22,950,000 Series BB shares outstanding, respectively.

B. Dividends.

Each Series B and Series BB share entitles its holder to equal rights with respect to dividends and distributions. At the Company's annual ordinary general stockholders' meeting, the Board of Directors submits to the stockholders for their approval the Company's financial statements for the preceding fiscal year. Five percent of the Company's net income (after statutory employee profit sharing and other deductions required by Mexican law) must be allocated to a legal reserve fund until the legal reserve fund reaches an amount equal to at least 20.0% of the Company's capital stock (without adjustment for inflation). Additional amounts may be allocated to other reserve funds as the stockholders may from time to time determine, including a reserve to repurchase shares. The remaining balance, if any, of net earnings may be distributed as dividends on both Series B shares and Series BB shares.

C. Voting Rights and Stockholders' Meetings.

Each Series B share and Series BB share entitles the holder to one vote at any general meeting of the Company's stockholders. Holders of Series BB shares are entitled to elect two members of the Board of Directors and holders of Series B shares are entitled to name the remaining members of the Board of Directors. The Bylaws provide that the Board of Directors will have such odd number of members as determined by the stockholders' meeting, which number shall not be less than seven and shall be subject to the maximum limit set forth by the Mexican *Ley del Mercado de Valores* (Mexican Securities Market Law). Currently, the Board of Directors consists of eleven members.

Under Mexican law and the Bylaws, the Company may hold three types of stockholders' meetings: ordinary, extraordinary and special. Ordinary stockholders' meetings are those called to discuss any issue not reserved for extraordinary stockholders' meeting. An annual ordinary stockholders' meeting must be convened and held within the first four months following the end of each fiscal year to discuss, among other things, the report prepared by the Board on the Company's financial statements, the appointment of members of the Board and the determination of compensation for members of the Board. In addition, the ordinary stockholders' meeting shall meet for the approval of any transaction representing the equivalent of 20.0% or more of the consolidated assets of the Company.

Extraordinary stockholders' meetings are those called to consider any of the following matters:

- extension of the Company's duration or voluntary dissolution,
- an increase or decrease in the Company's minimum fixed capital,
- change in corporate purpose or nationality,
- any transformation, merger or spin-off involving the Company,
- any stock redemption or issuance of preferred stock or bonds,
- the cancellation of the listing of the Company's shares with the National Registry of Securities or on any stock exchange,
- amendments to the Company's Bylaws, and
- any other matters for which applicable Mexican law or the Bylaws specifically require an extraordinary meeting.

Special stockholders' meetings are those called and held by stockholders of the same series or class to consider any matter particularly affecting the relevant series or class of shares.

Stockholders' meetings are required to be held in the Company's corporate domicile, which is Mexico City. Calls for stockholders' meetings must be made by the Chairman, the

Secretary or any two members of the Board of Directors. Any stockholder or group of stockholders representing at least 10.0% of the Company's capital stock has the right to request that the Board of Directors call a stockholders' meeting to discuss the matters indicated in the relevant request. If the Board of Directors fails to call a meeting within 15 calendar days following receipt of the request, the stockholder or group of stockholders representing at least 10.0% of the Company's capital stock may request that the call be made by a competent court.

Calls for stockholders' meetings must be published in the official gazette of the federation or in one newspaper of general circulation in Mexico at least 15 calendar days prior to the date of the meeting. Each call must set forth the place, date and time of the meeting and the matters to be addressed. Calls must be signed by whomever makes them, provided that calls made by the Board of Directors must be signed by the Chairman, the Secretary or a special delegate appointed by the Board of Directors for that purpose. Stockholders' meetings will be validly held and convened without the need of a prior call or publication whenever all the shares representing the Company's capital are duly represented.

To be admitted to any stockholders' meeting, stockholders must: (i) be registered in the Company's share registry; and (ii) at least one business day prior to the commencement of the meeting submit (a) an admission ticket issued by the Company for that purpose, and (b) a certificate of deposit of the relevant stock certificates issued by the Secretary or by a securities deposit institution, a Mexican or foreign bank or securities dealer in accordance with the Mexican Securities Market Law. The share registry will be closed three days prior to the date of the meeting. Stockholders may be represented at any stockholders' meeting by one or more attorneys-in-fact who may not be directors of ASUR. Representation at stockholders' meetings may be substantiated pursuant to general or special powers of attorney or by a proxy executed before two witnesses.

D. Special Voting Rights of Series BB Shares.

Series BB shares are held by Inversiones y Tecnicas Aeroportuarias, S.A.P.I. de C.V. ("ITA"), the Company's strategic partner. In addition to the right to elect two members of the Board of Directors, Series BB shares are entitled to certain special voting rights. For example, pursuant to the Bylaws, ITA is entitled to present the Board of Directors with the name or names of the candidates for appointment as chief executive officer, to remove the Company's chief executive officer and to appoint and remove one half of the executive officers, and to elect two members of the Board of Directors. The Bylaws also provide ITA veto rights with respect to certain corporate actions (including some requiring approval of the Company's stockholders) so long as its Series BB shares represent at least 7.65% of the Company's capital stock.

E. Directors.

The Bylaws provide that the Board of Directors will have such odd number of members as determined by the shareholders' meeting, which number shall not be less than seven and shall be subject to the maximum limit set forth by the Mexican Securities Market Law.

Each person (or group of persons acting together) holding 10.0% of the Company's capital stock in the form of Series B shares is entitled to elect one director. The shareholders of

Series BB shares will have the right to appoint two members and their respective alternates. The remaining positions on the Board of Directors will be filled based on the vote of all holders of Series B shares, including those Series B holders that were entitled to elect a director by virtue of their owning 10.0% of the Company's capital stock. The candidates to be considered for election as directors by the Series B stockholders will be proposed to the stockholders' meeting by the Nominations and Compensation Committee. All directors are elected based on a simple majority of the votes cast at the relevant stockholders' meeting. The Bylaws do not currently require mandatory retirement of directors after they reach a certain age. The compensation of the Company's directors is proposed by the Nominations and Compensation Committee to all of the Company's stockholders at stockholders' meetings for their approval.

The number of directors to be elected by the holders of Series B shares is to be determined based on the number of directors elected by persons holding Series B shares representing 10% (individually or as a group) of the Company's capital stock and by the holders of the Series BB shares. If less than seven directors are elected by 10.0% stockholders exercising their right to elect one director and by the holders of the Series BB shares, the total number of directors to be elected by the Series B holders will be such number as is required to reach seven. If seven directors are elected by 10.0% stockholders exercising their right to elect one director and by the holders of the Series BB shares, the Series B stockholders will be entitled to elect two directors in addition to those elected by 10.0% stockholders. If more than seven directors are elected by 10.0% stockholders exercising their right to elect one director and the holders of the Series BB shares, the Series B stockholders will be entitled to elect one or two directors in addition to the directors elected by 10.0% stockholders (individually or as a group) (depending on which number will result in an odd number of directors).

F. Right of Withdrawal.

Any stockholder having voted against a resolution validly adopted at a meeting of the Company's stockholders with respect to (i) a change in the Company's corporate purpose or nationality, (ii) a change of corporate form, (iii) a merger involving the Company in which the Company is not the surviving entity or the dilution of its capital stock by more than 10.0%, or (iv) a spin-off, may request redemption of its shares, provided that the relevant request is filed with the Company within 15 days following the holding of the relevant stockholders' meeting. The redemption of the stockholders' shares will be effected at the lower of (a) 95.0% of the average trading price determined on the closing prices of the Company's shares over the last thirty days on which trading in the Company's shares took place prior to the date on which the relevant resolution becomes effective, during a period not longer than six months (provided that in the event the number of days on which shares have been traded in the six month period is less than thirty, all days on which the shares were traded shall be taken into consideration in such determination), or (b) the book value of the shares in accordance with the Company's most recent audited financial statements approved by the Company's stockholders' meeting. Pursuant to the Mexican Securities Market Law and the Bylaws, the Company's stockholders have waived the right to redeem their variable capital contributions as provided in the Mexican *Ley General de Sociedades Mercantiles* (General Law of Business Corporations).

G. Registration and Transfer.

The Company's shares are registered with the *Registro Nacional de Valores* (Mexican Securities Registry), as required under the Mexican *Ley del Mercado de Valores* (Securities Market Law) and regulations issued by the Mexican *Comision Nacional Bancaria y de Valores* (Banking and Securities Commission, or CNBV). In the event that the registration of the Company's shares with the Mexican Securities Registry is cancelled, the Company will be required to make a public offer to purchase all outstanding shares prior to such cancellation. Unless the CNBV authorizes otherwise, the public offer price shall be the higher of the weighted average trading price (based on volume) for the Company's shares for the most recent thirty days on which the price of the shares has been quoted during the six months prior to the commencement of the public offer; provided that in the event the number of days on which shares have been quoted during such six-month period is less than thirty, the days on which the shares were quoted shall be taken into consideration; or if no shares traded during such period, the book value (*valor contable*) of the shares as calculated in accordance with the most recent quarterly report submitted to the CNBV, the Mexican Stock Exchange and the Institutional Stock Exchange. Notwithstanding the foregoing, the Company may be exempted from making the public offer if (i) at least 95.0% of stockholders express their consent, (ii) the aggregate amount of the public offer is lower than 300,000 investment units (*unidades de inversion* or "UDIs"), and (iii) sufficient resources are transferred to a trust with a minimum term of six months specifically created for purposes of purchasing, at the same price of the offer, the shares of the stockholders that do not tender their shares. Any amendments to the foregoing provisions included in the Bylaws require the prior approval of the CNBV and approval by a resolution of an extraordinary stockholders' meeting adopted by shares representing at least 95.0% of the Company's outstanding capital stock.

Any offering that is undertaken in Mexico by the Company or any selling stockholder must either (i) comply with the public offering requirements set forth in the Mexican Securities Market Law and applicable rules and regulations issued by the CNBV or (ii) be carried out as a private placement pursuant to Article 8 of the Mexican Securities Market Law.

#### H. Changes in Capital Stock.

Increases and reductions of the Company's minimum fixed capital must be approved at an extraordinary stockholders' meeting, subject to the provisions of the Bylaws and the Mexican General Law of Business Corporations. Increases or reductions of the variable capital must be approved at an ordinary stockholders' meeting in compliance with the voting requirements of the Bylaws.

The Company may issue unsubscribed shares that will be kept in the treasury, to be subsequently subscribed by the investing public, provided that (i) the general extraordinary stockholders' meeting approves the maximum amount of the capital increase and the conditions on which the corresponding placement of shares shall be made, (ii) the subscription of issued shares is made through a public offer after registration in the Mexican National Securities Registry, complying, in either case, with the provisions of the Mexican Securities Market Law and other applicable law and (iii) the amount of the subscribed and paid-in capital of the Company is announced when the Company makes the authorized capital increase public. The preferential subscription right provided under Article 132 of the Mexican General Law of Business Corporations is not applicable to capital increases through public offers of unsubscribed

shares issued pursuant to Article 53 of the Mexican Securities Market Law or repurchased shares issued pursuant to Article 56 of the Mexican Securities Market Law.

The stockholders will have a preferential right to subscribe shares in the event of a capital increase, in proportion to the number of shares held by each at the time the increase is approved pursuant to the provisions of Article 132 of the General Law of Business Corporations, as established hereinafter, unless the subscription offer is made under the provisions of Article 53 or Article 56 of the Mexican Securities Market Law, or in the case of an issuance of shares kept in the Treasury for conversion of debentures in terms of Article 210 of the Mexican *Ley General de Títulos y Operaciones de Crédito* (General Law of Negotiable Instruments and Credit Transactions).

The Company's capital stock may be reduced by resolution of a stockholders' meeting taken pursuant to the rules applicable to capital increases. The Company's capital stock may also be reduced by repurchase of the Company's own stock in accordance with the Mexican Securities Market Law. Shares of the Company's capital stock belonging to the Company may not be represented or voted in stockholders' meetings, nor may corporate or economic rights of any kind be exercised, nor will the shares be considered as outstanding for the purpose of determining the quorum and the votes in stockholders' meetings.

I. Liquidation.

Upon the Company's dissolution, one or more liquidators must be appointed at an extraordinary stockholders' meeting to wind up the Company's affairs. All fully paid and outstanding shares will be entitled to participate equally in any distribution upon liquidation. Partially paid shares participate in any distribution in the same proportion that such shares have been paid at the time of the distribution.

J. Ownership Restrictions.

Holders of the Company's shares are subject to the following restrictions:

- subject to the tender offer procedures described below, holders of Series B shares, either individually or together with their related persons, will have no ownership limitation whatsoever with regard to the shares representing such series;
- Series BB shares may represent no more than 15.0% of the Company's outstanding capital stock; and
- subject to the tender offer procedures described below, holders of Series BB shares, either individually or together with their related persons, may also own Series B shares without limitation.

Any amendment to the above provisions requires the vote of shares representing 85.0% of the Company's capital stock.

- no more than 5.0% of the Company's outstanding capital stock may be owned by air carriers; and
- foreign governments acting in a sovereign capacity may not directly or indirectly own any portion of the Company's capital stock.

Air carriers and their subsidiaries and affiliates are not permitted, directly or indirectly, to "control" ASUR or any of the Company's subsidiary concession holders.

Under the Mexican Airport Law and the Mexican Foreign Investments Law, foreign persons may not directly or indirectly own more than 49.0% of the capital stock of a holder of an airport concession unless an authorization from the Mexican Commission of Foreign Investments is obtained. The Company obtained this authorization in 1999 and as a consequence these restrictions do not apply to the Company's Series B or Series BB shares.

The Company's subsidiaries may not, directly or indirectly, invest in the Company's shares or shares of any parent company of ASUR, unless such subsidiaries acquired the Company's shares to comply with employee stock option or stock sale plans that are established, granted or designed in favor of the employees or officers of such subsidiaries or through investment companies (*sociedades de inversion*). The number of shares acquired for such purpose may not exceed 15.0% of the Company's outstanding capital stock.

K. Change of Control and Tender Offer Procedures.

Under the Bylaws and applicable Mexican law, any person or group that intends to acquire, directly or indirectly, ownership of 30.0% or more of the Company's ordinary shares through one or more transactions must make the acquisition through a public offer in accordance with applicable law and the following provisions of the Bylaws:

- The offer must include both of the Company's series of shares, and the consideration offered per share must be the same, regardless of the class or type of share.
- If the offeror intends to obtain control of the Company, the offer must be for 100.0% of the Company's capital stock, and if the offer does not imply obtaining control, then the offer must be for at least 10.0% of the Company's capital stock.
- The offer must indicate the maximum number of shares it covers and, if applicable, the minimum number of shares on which the offer is conditioned.
- The offer may not provide any consideration that implies a bonus or higher price to the amount of the offer in favor of any person or group of persons related to the offeree (not including agreements that have been approved by the Board of Directors of the Company, taking into account the opinion of the Company's Auditing Committee, and have been disclosed to the investing public).

Such public offers will require prior approval from the majority of the members of the Board of Directors appointed for each one of the series of shares of the Company's capital stock. In case the offeror intends to acquire control of the Company, the provisions of the Securities Market Law relative to shareholders' meetings and shareholders' rights, insofar as they do not conflict with the provisions of this section, will apply.

For the purposes of the above, the following rules and procedures will apply under Mexican law and the Bylaws:

- The offeror must inform the Company, through the Board of Directors, of the terms and conditions of the offer it intends to make by sending a notice to the Board of Directors.
- Immediately after it receives the notice, the Board of Directors must provide to the Mexican Stock Exchange a notice of applicable legal provisions, and make it available to all the Company's shareholders.
- The Board of Directors must prepare, considering the opinion of the Audit and Corporate Practices Committee, its opinion with regard to the price or consideration offered, any other terms and conditions of the offer and conflicts of interest, if any, that each member of the Board of Directors may have with respect to the offer. This opinion may include the opinion of an independent expert retained by the Board.
- The Board of Directors will provide this opinion to the investing public through the Mexican Stock Exchange within three months after receipt of the offer notice, at the latest.
- The members of the Board of Directors and the Company's chief executive officer of the Company must disclose to the investing public, along with the opinions mentioned above, as applicable, the decision they will take in connection with their own shares.
- If the Board approves the terms and conditions of any offer, the offeror must obtain prior authorization from the Ministry of Communications and Transportation for the "change of control" prior to the commencing the public offer. See "Item 4. Information on the Company—Mexican Regulatory Framework—Reporting, Information and Consent Requirements."
  - o For purposes of the preceding item exclusively, and in accordance with the provisions of Article 23 of the Mexican Airport Law, a person or group of persons shall be deemed to have control when it owns 35.0% or more of the capital stock of the Company, has control of the general shareholders' meetings, or is able to appoint the majority of the members in charge of management or otherwise control the Company.

- If the holders of the Series BB shares express their interest in accepting an offer (which does not imply any obligation on their part to participate in such offer), the launching of the offer shall be conditioned upon obtaining prior authorizations from the Ministry of Communications and Transportation, including those relating to the transfer of the Series BB shares and the replacement of ITA in its capacity as strategic partner under the technical assistance agreement.
- If the Board approves the terms and conditions of an offer, the offeror must complete the other acts that are necessary for the purpose of carrying out the offer. That includes, among other things, obtaining the authorization of the Ministry of Communications and Transportation, as well as providing the notifications required by applicable law.

## 2. Description of American Depositary Shares.

### A. General.

Pursuant to the Company's form F-1 filed with the SEC on September 7, 2000 (Commission file No. 333-12486), the Company registered ADSs which are represented by American Depositary Receipts ("ADRs") in a sponsored facility. The deposit agreement, dated as of September 28, 2000, is among the Company, The Bank of New York Mellon, as ADR depository, (the "Bank of New York" or the "Depository") and all holders from time to time of ADRs issued thereunder (the "Deposit Agreement"). Copies of the Deposit Agreement are also on file at the Depository's corporate trust office and the office of the Mexican custodian for the Depository, S.D. Indeval, Instituto para el Depósito de Valores, S.A. de C.V. They are open to inspection by owners and holders during business hours. The Depository's corporate trust office is located at 101 Barclay Street, New York, New York 10286.

The Bank of New York registers and delivers ADSs. Each ADS represents 10 Series B shares (or a right to receive 10 Series B shares). Each ADS will also represent any other securities, cash or other property which may be held by the Depository.

ADS holders may hold ADSs either (A) directly by having an ADR, which is a certificate evidencing a specific number of ADSs, registered in their name, or (B) indirectly by holding a security entitlement in ADSs through their broker or other financial institution. An ADS holder who holds ADSs directly is a registered ADS holder, also referred to as an ADS holder ("ADS Holder", and collectively "ADS Holders"). An ADS holder who holds their ADSs indirectly, must rely on the procedures of their broker or other financial institution to assert the rights of ADS holders described in this exhibit. ADS holders who hold their ADSs indirectly should consult with their broker or financial institution to find out what those procedures are.

The Depository will be the holder of the Series B shares underlying an ADS Holder's ADSs. As a registered holder of ADSs, an ADS Holder will have ADS holder rights. The Deposit Agreement sets out ADS holder rights as well as the rights and obligations of the Depository. New York law governs the Deposit Agreement and the ADSs. The Company will not treat an ADS Holder as one of its stockholders and an ADS Holder will not have stockholder rights. Mexican law governs stockholder rights.

B. Dividends and Other Distributions.

The Depositary has agreed to pay ADS Holders the cash dividends or other distributions it or the custodian receives on Series B shares or other deposited securities, after deducting its fees and expenses. An ADS Holder will receive these distributions in proportion to the number of Series B shares their ADSs represent.

- *Cash.* The Depositary will convert any cash dividend or other cash distribution the Company pays on the Series B shares into U.S. dollars, if it can do so on a reasonable basis and can transfer the U.S. dollars to the United States. If that is not possible or if any government approval is needed and cannot be obtained, the Deposit Agreement allows the Depositary to distribute the foreign currency only to those ADS holders to the extent permissible to do so. It will hold the foreign currency it cannot convert for the account of the ADS holders who have not been paid. It will not invest the foreign currency and will not be liable for any interest.

Before making a distribution, the Depositary will deduct any withholding taxes that must be paid. It will distribute only whole U.S. dollars and cents and will round fractional cents to the nearest whole cent. If the exchange rates fluctuate during a time when the Depositary cannot convert the foreign currency, an ADS Holder may lose some or all of the value of the distribution.

- *Shares.* The Depositary may distribute additional ADSs representing any shares the Company distributes as a dividend or free distribution. The Depositary will only distribute whole ADSs. It will try to sell shares that would require it to deliver fractions of ADSs and distribute the net proceeds in the same way as it does with cash. If the Depositary does not distribute additional ADSs, the outstanding ADSs will also represent the new shares.
- *Rights to purchase additional shares.* If the Company offers holders of its securities any rights to subscribe for additional shares or any other rights, the Depositary may, after consultation with the Company, make these rights available to ADS Holders (including by any means of warrants or otherwise, if the Depositary determines it is feasible and lawful to do so) or sell the rights and distribute the proceeds in the same way as it does with cash.

The Depositary will not offer rights to holders unless both the rights and the securities to which such rights relate are either exempt from registration under the Securities Act or are registered under the provisions of the Securities Act.

- *Other Distributions.* The Depositary will send to an ADS Holder anything else the Company distributes on deposited securities, in proportion to the number of ADSs an ADS Holder holds, by any means the Company deems equitable and practicable; provided, however, if the Company determines the distribution cannot be made proportionately among the holders, or if the distribution is otherwise not feasible, the Depositary may adopt such method as it may deem equitable and practicable,

including the sale of such property and the distribution of the net proceeds thereof in the same manner as cash distributions.

The Depositary is not responsible if it decides that it is unlawful or impractical to make a distribution available to any ADS holders provided that the Depositary has not acted negligently or in bad faith.

C. Deposit and Withdrawal.

The Depositary will deliver ADSs upon the deposit of Series B shares with the custodian, subject to an ADS Holder's delivery to the Depositary or the custodian of any certificates required under the Deposit Agreement and payment of its fees and expenses and of any taxes or charges, such as stamp taxes or stock transfer taxes or fees. The Depositary will register the appropriate number of ADSs in the names the ADS Holder requests.

D. Voting Rights.

An ADS Holder will not be entitled to attend stockholder's meetings, but it may instruct the Depositary to vote the Series B shares underlying their ADSs. If the Company asks for an ADS Holder's instructions, the Depositary will notify the ADS Holder of the upcoming vote and arrange to deliver the Company's voting materials to the ADS Holder. The materials will describe the matters to be voted on and explain how an ADS Holder may instruct the Depositary to vote the Series B shares or other deposited securities underlying the ADS Holder's ADSs as it directs by a specified date.

If the Depositary does not receive voting instructions from the ADS Holder by the specified date, it will consider the ADS Holder to have authorized and directed it to vote the number of deposited securities represented by the ADS Holder's ADSs on any question in the same proportion that all other shares of capital stock of the Company are voted on such question at the relevant stockholders' meeting.

The Company cannot assure an ADS Holder that it will receive the voting materials in time to ensure that it can instruct the Depositary to vote their Series B shares. This means that an ADS Holder may not be able to exercise their right to vote and there may be nothing it can do if their Series B shares are not voted as it requested.

E. Payment of Taxes.

ADS Holders will be responsible for any taxes or other governmental charges payable on ADSs or on the deposited securities represented by any ADSs. The Depositary may refuse to register any transfer of ADSs or allow withdrawal of the deposited securities represented by ADSs until such taxes or other charges are paid. It may apply payments owed to ADS Holders or sell deposited securities represented by an ADS Holder's ADSs to pay any taxes owed and such holder will remain liable for any deficiency. If the Depositary sells deposited securities, it will, if appropriate, reduce the number of ADSs to reflect the sale and pay to ADS holders any proceeds, or send to ADS holders any property, remaining after it has paid the taxes.

F. Reclassifications, Recapitalizations and Mergers

Upon any change in par value, split-up, consolidation or any other reclassification or deposited securities, or upon any recapitalization, reorganization, merger or consolidation or sale of assets affecting the Company or to which the Company is a party, any securities received by the Depository or custodian in exchange for or in conversion of such securities will be treated as additional securities, and the underlying ADSs will represent, in addition to the Series B shares underlying the ADSs, the right to receive such new securities in exchange for conversion, unless, at the Company's request and with the Company's approval, the Depository delivers additional ADRs.

G. Amendment and Termination

The Company may agree with the Depository to amend the Deposit Agreement and the ADSs without the ADS Holder's consent for any reason. If an amendment adds or increases fees or charges, except for taxes and other governmental charges, or prejudices a substantial right of ADS Holders, it will not become effective for outstanding ADSs until 30 days after the Depository notifies ADS Holders of the amendment. At the time an amendment becomes effective, an ADS Holder is considered, by continuing to hold their ADSs, to agree to the amendment and to be bound by the ADSs and the Deposit Agreement as amended.

The Depository will terminate the Deposit Agreement if the Company asks it to do so. The Depository may also terminate the Deposit Agreement if the Depository has told the Company that it would like to resign and the Company has not appointed a new depository bank within 90 days. In either case, the Depository must notify an ADS Holder at least 30 days before termination.

After termination, the Depository and its agents will do the following under the Deposit Agreement but nothing else: (a) collect distributions on the deposited securities, (b) sell rights and other property and (c) deliver Series B shares, dividends and other distributions, proceeds of any sale and other deposited securities upon surrender of ADSs. Two years or more after termination, the Depository may sell any remaining deposited securities by public or private sale. After that, the Depository will hold the money it received on the sale, as well as any other cash it is holding under the Deposit Agreement for the *pro rata* benefit of the ADS holders that have not surrendered their ADSs. It will not invest the money and has no liability for interest. The Depository's only obligations will be to account for the money and other cash. After termination the Company's only obligations will be to indemnify the Depository and to pay fees and expenses of the Depository that the Company agreed to pay.

H. Limitations on Obligations and Liability

The Deposit Agreement expressly limits the Company's obligations and the obligations of the Depository. It also limits the Company's liability and the liability of the Depository. Each of the Company and the Depository:

- are only obligated to take the actions specifically set forth in the Deposit Agreement with good faith using reasonable efforts;

- are not liable if it is prevented or delayed by law or circumstances beyond its control from performing its obligations under the Deposit Agreement;
- are not liable if it exercises discretion permitted under the Deposit Agreement;
- have no obligation to become involved in a lawsuit or other proceeding related to the ADSs or the Deposit Agreement unless it receives an indemnity satisfactory to it; and
- may rely upon any advice or information from any person it believes in good faith to be competent to give such advice or information.

In the Deposit Agreement, the Company agrees to indemnify the Depository for acting as depository, except for losses caused by the Depository's own negligence or bad faith, and the Depository agrees to indemnify the Company for losses resulting from its negligence or bad faith.

#### I. Requirements for Depository Actions

Before the Depository will deliver or register a transfer of ADSs, make a distribution on ADSs, or permit withdrawal of shares or other property, the Depository may require:

- payment of stock transfer or other taxes or other governmental charges and transfer or registration fees charged by third parties for the transfer of any Series B shares or other deposited securities;
- satisfactory proof of the identity and genuineness of any signature or other information it deems necessary; and
- compliance with regulations it may establish, from time to time, consistent with the Deposit Agreement, including presentation of transfer documents.

The Depository may refuse to deliver ADSs or register transfers of ADSs generally when the transfer books of the Depository or the Company's transfer books are closed or at any time if the Depository or the Company thinks it advisable to do so.

#### J. An ADS Holder's Right to Receive the Series B Shares Underlying their ADSs

An ADS Holder has the right to withdraw the Series B shares underlying their ADSs at any time except:

- when the Depository has closed its transfer books or the Company has closed its transfer books;
- when the ADS Holder owes money to pay fees, taxes and similar charges; or

- when it is deemed necessary or advisable by the Company or the Depositary, for any reason, at any time, to prohibit withdrawals in order to comply with any laws, governmental regulations or requirements of any securities exchange that apply to ADSs or to the withdrawal of Series B shares or other deposited securities.

This right of withdrawal may not be limited by any other provision of the Deposit Agreement.

## List of Material Subsidiaries of Grupo Aeroportuario del Sureste, S.A.B. de C.V.

<b>Subsidiary</b>	<b>Ownership Interest</b>	<b>Place of Organization</b>
Aeropuerto de Cancún, S.A. de C.V.	100%	Mexico
Aeropuerto de Cozumel, S.A. de C.V. <sup>(1)</sup>	100%	Mexico
Aeropuerto de Mérida, S.A. de C.V.	100%	Mexico
Aeropuerto de Huatulco, S.A. de C.V. <sup>(2)</sup>	100%	Mexico
Aeropuerto de Oaxaca, S.A. de C.V.	100%	Mexico
Aeropuerto de Veracruz, S.A. de C.V. <sup>(3)</sup>	100%	Mexico
Aeropuerto de Villahermosa, S.A. de C.V.	100%	Mexico
Aeropuerto de Tapachula, S.A. de C.V. <sup>(4)</sup>	100%	Mexico
Aeropuerto de Minatitlán, S.A. de C.V. <sup>(5)</sup>	100%	Mexico
Aerostar Airport Holdings, LLC <sup>(6)</sup>	60%	Commonwealth of Puerto Rico
Sociedad Operadora de Aeropuertos Centro Norte S.A. <sup>(7)</sup>	100%	Colombia
Servicios Aeroportuarios del Sureste, S.A. de C.V.	100%	Mexico
RH Asur, S.A. de C.V.	100%	Mexico

(1) As of December 31, 2022, Aeropuerto de Cancún, S.A. de C.V., has an 18.1% equity participation in this airport.

(2) As of December 31, 2022, Aeropuerto de Cancún, S.A. de C.V., has a 18.4% equity participation in this airport.

(3) As of December 31, 2022, Aeropuerto de Cancún, S.A. de C.V., has a 30.0% equity participation in this airport.

(4) As of December 31, 2022, Aeropuerto de Cancún, S.A. de C.V., has a 30.0% equity participation in this airport.

(5) As of December 31, 2022, Aeropuerto de Cancún, S.A. de C.V., has a 17.8% equity participation in this airport.

(6) As of December 31, 2022, Aeropuerto de Cancún, S.A. de C.V., has a 60.0% equity participation in this entity. On June 1, 2017, we began to consolidate Aerostar results into our financial statements.

(7) As of December 31, 2022, Aeropuerto de Cancún, S.A. de C.V., has a 100% equity participation in this group. On October 19, 2017, we began to consolidate Airplan results into our financial statements.

## Certification

I, Adolfo Castro Rivas, certify that:

1. I have reviewed this annual report on Form 20-F of Grupo Aeroportuario, S.A.B. de C.V.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and

5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
- (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: April 17, 2023

/s/ Adolfo Castro Rivas

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Adolfo Castro Rivas

Chief Executive Officer

Chief Financial and Strategic Planning Officer

Certification

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002  
(subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code)

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), the undersigned officer of Grupo Aeroportuario del Sureste, S.A.B. de C.V. (the “Company”), does hereby certify to his knowledge that:

The annual report on Form 20-F for the year ended December 31, 2022 (the “Form 20-F”) of the Company fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 and information contained in the Form 20-F fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 17, 2023

/s/ Adolfo Castro Rivas

Adolfo Castro Rivas

Chief Executive Officer

Chief Financial and Strategic Planning Officer